

# DUTCH SPOTTED SHEEP SOCIETY CONSTITUTION

CHARITY NO. 1171992

1. **The NAME** of the society shall be the “Dutch Spotted Sheep Society”, (hereafter called “the Society”)

## 2. NATIONAL LOCATION OF PRINCIPAL OFFICE

Registered Office: Harrison & Hetherington Borderway Mart, Carlisle, Cumbria CA1 2RS.

Principal Office for administration is the current Society Secretary’s nominated address as published on the Society’s website.

3. **The OBJECTS** of the Society shall be to promote:

1. The science and practice of agriculture by encouraging and developing the Dutch Spotted sheep (hereafter called “DSS”) by breeding, promotion, and management and by protecting the purity of the breed, encouraging their use, appreciation, well-being, and protection in the UK.
2. DSS includes sheep known as “Nederlands Bonte Schaap” in their country of origin or elsewhere.
3. Nothing in this constitution shall authorise an application of the property of the Society, for the purposes which are not charitable in accordance with section 7 of the charities and Trustee Investment (Scotland) act 2005 and section 2 of the charities act (Northern Ireland) 2008.

## 4. POWERS

In furtherance of these objects, but not otherwise, the Society shall have the following powers:

1. To support the production and publication of a flock book/register for the registration of pedigrees of DSS within the UK.
2. To define the correct characteristics of DSS and aim to ensure that all animals meet these requirements in registration procedures, shows, sales and breed promotions.
3. To promote and encourage the keeping of DSS within the UK by means of shows, sales, exhibitions, advertisement, publicity materials or any other appropriate means.
4. To provide help and advice and support to members, and to collect and disseminate information by any means
5. To promote meetings of members to exchange ideas and information.
6. To cooperate with or affiliate to, any organisation in furtherance of the Society objects.
7. Employ and remunerate such staff as are necessary for carrying out the work of the Society.
8. Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; the Society must comply as appropriate with Sections 117 and 119-123 of the Charities Act 2011.
9. A secretary (“Society Secretary”) and a bookkeeper shall be appointed by the Society Trustees and carry out such duties as requested. The Society Secretary or bookkeeper may be a member of the Society or may be another person or may be an organisation that shall be employed by the Society to carry out the duties of the Society Secretary or bookkeeper. The remuneration, if any, of such office holder as Society Secretary or bookkeeper shall be at a rate agreed by the Society Trustees.
10. A Treasurer shall be appointed by the Society Trustees to hold securely on behalf of the Society, in nominated bank accounts the monies of the Society and shall pay and receive, record, and report such monies and transactions required and report at the Society Trustees’ meetings and present final accounts at the AGM, reporting the transactions and the audited financial position of the Society.

## 5. APPLICATION OF INCOME

1. The income of the Society must be applied solely towards the promotion of the objects.
2. A Society Trustee is entitled to be reimbursed reasonable expenses properly incurred by him or her when acting on behalf of the Society. Any such expenses shall be advised to the Society Trustees by the Treasurer
3. A Society Trustee may benefit from Trustee Indemnity insurance cover purchased at the Society’s expense in accordance with and subject to the conditions in, section 189 of Charities Act 2011.
4. None of the income of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a Society Trustee receiving
  - a) A benefit from the Society as a beneficiary of the Society
  - b) Reasonable and proper remuneration for any goods or services supplied to the Society.
5. Nothing in this clause shall prevent a Society Trustee or connected person receiving any benefit or payment which is authorised by Clause 18 (Benefits and Payments to Society Trustees and Connected Persons).

## 6. MEMBERSHIP

1. Membership of the Society shall be open to any person owning or having an interest in DSS. Individual, joint, or

corporate members are entitled to a single vote. Associate membership is available to non-breeders having an interest in the objects of the Society, but does not convey a right to vote.

2.

- a) Application for membership shall be made on the official form, to be obtained from the Society and returned to the Society Secretary.
- b) Members shall pay an annual subscription, which shall become due on 1st May each year, or as otherwise specified in the Rules for the time being in force. The amount of the annual subscription shall be decided and amended from time to time, when necessary, by the Society Trustees.
- c) Those members who fail to pay their annual subscription by 1st July in the current year (or such other date as specified in the Rules for the time being in force) will be deemed not to be members of the Society and shall not enjoy the benefits of membership.
- d) New members joining the Society after December 31st May be entitled to a reduced initial annual membership fee at 50% reduction.
- e) From time to time the Society Trustees may decide a member merits an honorary life membership (special privilege)
- f) The Society Trustees shall have the power to fix a limit to the number of life members.

### 3. **Transfer of Membership**

Membership of the Society cannot be transferred to anyone else, except in the case of an Individual representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the Society has received written notification of the transfer and confirmed its approval.

### 4. **Duty of Members**

It is the duty of each member of the Society to exercise their powers as a member of the Society in the way they decide, in good faith, would be most likely to further the purposes of the Society.

### 5. **Termination of Membership**

- a) Membership of the Society comes to an end if:
  - i. The member dies, or, in the case of an organisation (or the representative of an organisation), that organisation ceases to exist; or
  - ii. The member sends a notice of resignation to the Society Trustees; or
  - iii. The Society Trustees decide that it is in the best interests of the Society that the member in question should be removed from membership and pass a resolution to that effect.
- b) Before the Society Trustees take any decision to remove someone from membership of the Society they must:
  - i. inform the member of the reasons why it is proposed to remove them or it from the membership
  - ii. Give the member at least 21 days' notice, in which to make representations to the Society Trustees as to why they or it should not be removed from membership
  - iii. At a duly constituted meeting of the Society Trustees, consider whether or not the member should be removed from membership
  - iv. Consider at that meeting any representations, which the member makes as to why the member should not be removed; and
  - v. Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

## 7. **MEMBERS DECISIONS**

Except for those decisions that must be taken in a particular way, as indicated in sub clause 3 of this clause or as advised prior to voting by the Society Trustees, decisions of the members of the Society may be taken either by a vote in person:

1. At a general meeting of members. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal ballot and proxy votes as previously arranged)
2. By written resolution without a general meeting. Such a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - a) A copy of the proposed resolution has been sent to all the members eligible to vote; and
  - b) A simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Society has specified.

- c) The resolution in writing may comprise a single or several documents to which one or more members have signified their agreement.
  - d) Eligibility to vote on the resolution is limited to members who are fully paid-up members of the Society on the date when the proposal is first circulated in accordance with paragraph (2) (b) above.
  - e) Not less than 10% of the members of the Society may request the Society Trustees to make a proposal for decision by the members.
  - f) The Society Trustees must, within 28 days of receiving such a request, comply with it, if:
    - i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material
    - ii. The proposal is stated with sufficient clarity to enable effect to be given to it, if it is agreed by the members; and
    - iii. Effect can lawfully be given to the proposal if it is so agreed.
3. Decisions that must be taken in a particular way
- a) Any decision to remove a Society Trustee must be taken in accordance with clause 19(2)
  - b) Any decision to amend this constitution must be taken in accordance with clause 10 of this constitution (Alterations to the Constitution).
  - c) Any decision to wind up or dissolve the Society must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution).
  - d) Any decision to amalgamate or transfer the undertaking of the Society to one or more other charities, must be taken in accordance with the provisions of the Charities Act 2011 or any statutory re-enactment or modification of these provisions

#### 8. AN ANNUAL GENERAL MEETING (“AGM”)

Will be held in each calendar year, at which the Society Trustees shall report on the work of the Society, during the previous year, and present audited accounts, and for the retirement and election of Society Trustees by the members.

1. Subject to clause 8.2 there shall be an AGM held on the anniversary of or within 12 months of the previous AGM.
2. If unforeseen circumstances (including but not limited to official restrictions on gatherings, outbreaks of disease and sudden closure of venues) make it impossible for the AGM to be held within the timescale set out in clause 8.1, the AGM shall be held as soon as practicable after the anniversary of the previous AGM.
3. A qualifying member is a member who has a fully paid up current full membership of the Society. The member can vote at meetings personally or by post or by proxy.
4. A qualifying member who is unable to attend the AGM in person or any other meeting called by the Society and wish to register a vote, shall submit their postal vote or proxy vote in writing/electronic form to the principal Administration office 14 days before such meeting, indicating their vote on such matters or indicating the name of the person, as they wish, to act as their proxy.
5. Indication and details of proposed changes shall be sent to the Society Secretary not less than 42 days before an AGM.
6. The Society Secretary shall, if the proposal is in the correct form, notify the whole membership not later than 28 days before an AGM of the proposed changes to be put to the membership at an AGM, such notification shall contain the details of the proposal and is to be included in the notice and agenda for the AGM.
7. Postal Voting
  - a) The Society may, if the Society Trustees so decide, allow the members to vote by post to elect Society Trustees or to make a decision on any matter that is being decided at a general meeting of the members.
  - b) The Society Trustees must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of the postal ballot and the counting of votes.
  - c) If postal voting is to be allowed on a matter, the Society must send to members not less than 21 days before the deadline for receipt of votes cast in this way:
    - i. a notice by email, if the member has agreed to receive notices in this way under clause 21 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by post to the Society scrutineers, containing details of the resolution being put to a vote, or of the candidates for election as Society Trustees, as applicable
    - ii. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election as Society Trustees, as applicable.
  - d) The voting procedure must require all forms returned by post to be in an envelope with the member’s name and signature, and nothing else, on the outside, inside another envelope addressed to ‘The

Scrutineers for Dutch Spotted Sheep Society, at the Society's Principal Administration office or such other postal address as is specified in the voting procedure.

- e) The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- f) The scrutineers must make a list of names of members casting valid votes, and a separate list of members' casting votes which were invalid. These lists must be provided to a Society Trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post is allowed to vote at the meeting and counts towards the quorum.
- g) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature. In each case, the scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- h) Votes cast by post must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and the number of votes received which were invalid.
- i) The scrutineers must not disclose the result of the postal ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- j) Following the final declaration of the result of the vote, the scrutineers must provide to a Society Trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of invalid votes; the valid votes; and the invalid votes.
- k) Any dispute about the conduct of a postal ballot must be referred initially to a panel set up by the Society Trustees, to consist of two Society Trustees and two persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

**9. A SPECIAL GENERAL MEETING** may be convened by the Society Trustees, or by the Society Secretary at the request of not less than 10% of the membership, providing at least 28 days' notice is given of the date, time and place of the meeting. The notice shall state the names of the members requesting the meeting together with a summary of the reasons why it is being called.

#### **10. ALTERATIONS TO THE CONSTITUTION**

The rules that apply to this clause are as provided by clauses 224-227 of the Charities Act 2011

#### **11. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

A Society Trustee must:

1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society, which has not previously been declared.
2. absent themselves from any discussions of the Society Trustees, in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).
3. Any Society Trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Society Trustees on the matter.

#### **12. MANAGEMENT OF THE ASSOCIATION**

1. The Society shall be managed in the interest of and on behalf of the members and in the Society's name, by the elected Trustees (referred to in this document as "Society Trustees"), not including the Society Secretary and Treasurer.
2. A quorum for a committee meeting shall be seven.
3. There will be one vote for each Society Trustee. All matters to be resolved by a majority vote. If an equal vote, the chairman of the meeting shall have a second and casting vote.
4. The committee shall meet at least twice per year, either in person or by virtual meetings held electronically or by telephone.
5. The committee shall be notified, by the Society Secretary not less than seven days before of such a committee meeting, of the means of communication, the date and time of the meeting and an agenda of what is to be discussed, together with any relevant pre-meeting information relating to that meeting. The Society Trustees may also call a meeting at short notice to enable them to get notifications agreed in a timely manner for an AGM or SGM.

- a) Any Society Trustee participating at a meeting by suitable electronic means agreed by the Society Trustees, in which a participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.
- b) Meetings held by electronic means, must comply with rules for meetings, including chairing and the taking of minutes.

### **13. SOCIETY TRUSTEES AND OFFICEHOLDERS**

1. There shall be not less than seven nor more than fourteen Society Trustees, including the Chairman and Vice Chairman in each position. If the number falls below this minimum, the remaining Society Trustees may act only to call a meeting of the Society Trustees or appoint a new Society Trustee.
2. A Chairman and a Vice Chairman shall be elected from among their number by the Society Trustees for a two-year term. No more than two consecutive terms may be served as Chairman or Vice-Chairman. The Society Trustees may decide to remove a Chairman or a Vice-Chairman during their term of office, but only if a minimum of two thirds of those Society Trustees present at a meeting and eligible to vote so decide.
3. The Chairman and Vice Chairman shall not, during their term of office, be subject to the maximum term or the retirement by rotation requirement which applies to other Society Trustees as set out below in this clause 13 (As per Clause 2).
4. Subject to clause 13.6 Society Trustees shall hold office for a maximum of three years from their election and then retire at the relevant AGM. Retiring Society Trustees shall be eligible, if duly proposed and seconded, for re-election as a Society Trustee at that AGM, providing they have only served one or two terms.
5. Trustees who have previously served three terms may, if duly proposed and seconded, stand for re-election as a Society Trustee at the AGM following their retirement but not before a one year interval.
6. Society Trustees shall retire at each AGM in accordance with rotation of time served in accordance with clause 4 above.
7. The Society Trustees shall have the power to fill any casual vacancy for office that may occur during the year, but such person appointed shall only hold office until being considered and ratified by election at the next AGM. If ratified by the AGM such Society Trustee shall serve for the remainder of period of office the Society Trustee they replaced (if any) would have served and then retire.
8. Only one named person from each flock name can be nominated or stand for election as a Society Trustee at any one time.

### **14. INFORMATION FOR NEW SOCIETYTRUSTEES**

The Society Trustees will make available to each new Society Trustee, on or before his or her appointment:

1. A copy of the constitution and any Rules made under clause 24.
2. A copy of the Society's latest Trustee's annual report
3. A statement of accounts

### **15. MEETINGS AND PROCEEDINGS OF SOCIETY TRUSTEES**

1. Calling meetings
  - a) Any Society Trustee may call a meeting of the Society Trustees.
  - b) Subject to that, the Society Trustees shall decide how their meetings are to be called, and what notice is required.
  - c) There will be a minimum of two meetings for Society Trustees per year.
2. Procedure at meetings
  - a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is seven Society Trustees (save where the number of Society Trustees has fallen below the minimum specified in clause 13.1 where it shall be five). A Society Trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
  - b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
  - c) In the case of an equality of votes, the chair shall have a second or casting vote.
3. Participation in meetings by electronic means
  - a) A meeting may be held by suitable electronic means agreed by the Society Trustees in which participant may communicate with all the other participants.

### **16. DELEGATION BY SOCIETYTRUSTEES**

1. The Society Trustees may delegate any of their powers or functions to a committee or committees and if they do, they must determine the terms and conditions on which the delegation is made. The Society Trustees may at any time alter those terms and conditions or revoke the delegation.
2. This power is subject to the following requirements–

- a) A sub-committee may consist of two or more persons, but at least one member of each committee must be a Society Trustee.
- b) The acts and proceedings of any sub-committee must be brought to the attention of the Society Trustees as soon as is reasonably practicable; and
- c) The Society Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **17. TAKING OF DECISIONS BY SOCIETY TRUSTEES**

Any decision may be taken either: at a meeting of the Society Trustees or by resolution in writing or electronic form agreed by a majority of Society Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of the Society Trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Society Trustees and the majority of all of the Society Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Society Trustees have previously resolved, and delivered to the Society at its principal office or such other place as the Society Trustees may resolve

## **18. BENEFITS AND PAYMENTS TO SOCIETY TRUSTEES AND CONNECTED PERSONS**

### **1. General provisions**

No Society Trustee or connected person may:

- a) Buy or receive any goods or services from the Society on terms preferential to those applicable to members.
- b) Sell goods, services, or any interest in land to the Society
- c) Receive any other financial benefit from the Society; unless the payment or benefit is permitted by subclause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### **2. Scope and powers permitting Trustees’ or connected persons’ benefits**

- a) A Society Trustee or connected person may receive a benefit from the Society as a beneficiary provided that it is available generally to the beneficiaries of the Society.
- b) A Society Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society with prior consent of the Trustees.
- c) A Society Trustee or connected person may provide the Society, with goods that are not supplied in connection with services provided to the Society by the Society Trustee or connected person.
- d) A Society Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Society Trustee concerned must withdraw from any meeting at which, such a proposal or the rent or other terms of the lease are under discussion.
- e) A Society Trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members.

### **3. Payment for supply of goods only –controls**

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the Society Trustee or connected person supplying the goods.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other Society Trustees are satisfied that it is in the best interests of the Society to contract with the supplier, rather than with someone who is not an A Society Trustee or connected person. In reaching that decision the Society Trustees must balance the advantage of contracting with a Society Trustee or connected person against the disadvantages of doing so

## **19. RETIREMENT AND REMOVAL OF SOCIETY TRUSTEES**

### **1. A Society Trustee ceases to hold office if they:**

- a) Retire by notifying the Society in writing (but only if enough Society Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings)
- b) Are absent without the permission of the Society Trustees from three meetings held within a period of twelve months and the Trustees resolve that their office be vacated
- c) Die
- d) In the written opinion, given to the committee, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than

- three months
    - e) Are removed by the members of the Society in accordance with sub-clause (2) of this clause; or
    - f) Are disqualified from acting as a charity Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 2. A Society Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clauses 8 and 9 and the resolution is passed by a majority of votes cast at the meeting.
- 3. A resolution to remove a Society Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.

## **20. USE OF ELECTRONIC COMMUNICATIONS**

### **1. General**

The Society will comply with the requirements of the Communications Provisions in the General Data Protection Regulations and in particular:

- a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member other than in hard copy form
  - b) Any requirements to provide information to the Charities Commission in a particular form or manner.

### **2. To the Society**

Any member or Trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

### **3. By the Society**

- a) Any member or Trustee of the Society, by providing the Society with their email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society, their unwillingness to receive such communications in that form.
- b) The Society Trustees may, subject to compliance with any legal requirements, by means of publication on its website
  - i. Provide the members with the notice referred to in clause 8(f) (Notice of general meetings)
  - ii. Give Society Trustees notice of their meetings in accordance with clause 15(1) (Calling meetings).
  - iii. Submit any proposal to the members or Society Trustees for decision by written resolution or postal vote in accordance with the association's powers under clause 7 (Members' decisions), 7(c) (Decisions taken by resolution in writing), or the provisions for postal voting, 7 (a)
- c) The Society Trustees must:
  - i. Take reasonable steps to ensure that members and Society Trustees are promptly notified of the publication of any such notice or proposal
  - ii. Send any such notice or proposal in hard copy form to any member or Society Trustee who has not consented to receive communications in electronic form.

## **21. KEEPING OF REGISTERS**

The Society must comply with its obligations under the General Data Protection Regulations in relation to the keeping of and provision of access to, registers of its members and charity Trustees.

- 1. The Society Secretary shall maintain a register of each uniquely numbered sheep and the register of the owner of each registered sheep, on behalf of the members of the Society.
- 2. In the event of another Dutch Spotted Sheep Breeders group forming, no sheep belonging to the members of the new group will be included in the Society Flock book for registration birth notification or transfer. These animals will also be ineligible for Society sales or events

## **22. MINUTES**

The Society Trustees must keep minutes of all

- 1. Appointments of officers made by the Society Trustees
- 2. Proceedings at general meetings of the Society
- 3. Meetings of the Society Trustees and committees of Society Trustees including:
  - a) The names of the Trustees present at the meeting
  - b) The decisions made at the meetings and where appropriate the reasons for the decisions
- 4. Decisions made by the Society Trustees otherwise than in meetings.

### **23. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

1. The Society Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charities Commission, regardless of the income of the Society, within 10 months of the financial year end.
2. The Society Trustees must comply with their obligation to inform the Charities Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.

### **24. RULES**

The Society Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society ("Rules"). Copies of Rules for the time being in force must be published on the Society's website and made available to any member of the Society on request.

### **25. SAVING PROVISIONS**

1. Subject to sub-clause (2) of this clause, all decisions of the Society Trustees, or of a committee of Society Trustees, shall be valid notwithstanding the participation in any vote of a Society Trustee: who was disqualified from holding office; who had previously retired or who had been obliged by the constitution to vacate office; who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that Society Trustee and that Society Trustee being counted in the quorum, the decision has been made by a majority of the Society Trustees at a quorate meeting.
2. (2)Sub-clause (1) of this clause does not permit a Society Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Society Trustees or of a committee of Society Trustees if, but for clause (1), the resolution would have been void, or if the Society Trustee has not complied with clause 11 (Conflicts of interest).

### **26. DISPUTES**

If a dispute arises between members of the Society about the validity or propriety of anything done by the members or Society representatives under this constitution or the Rules, it shall be dealt with as provided for under the Rules in force at the time of the event or events giving rise to the dispute.

### **27. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE SOCIETY IF IT IS WOUND UP**

If the Society is wound up, the members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

### **28. DISSOLUTION**

The Society may be dissolved by a resolution passed by a two-thirds majority of those members present and voting at a Special General Meeting convened for the purpose, of which at least 28 days' notice shall have been given to members. Assets of the Society remaining after the discharge of due debts shall be transferred to a charitable organisation, to be identified by a majority vote of the outgoing Committee, having some or all of the objects of the Society, or if this cannot be affected to some other charitable purpose.