

1 Name

The name of the Charitable Incorporated Organisation (the CIO) is “The Bridge Trust” (“The Trust”)

2 Location

The principal office of The Bridge Trust is in Barnstaple, England.

3 Objects

The objects of The Bridge Trust are:-

- (1) To manage its Property Portfolio.
- (2) To use any surpluses for the general benefit of the inhabitants of the agreed area of benefit. (see Appendix)

4 Powers

The Trust has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Trust's powers include power to:-

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Trust must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ or remunerate such staff as are necessary for carrying out the work of the Trust. The Trust may employ or remunerate a charity trustee only to the extent that it is permitted to so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of these clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Trust to be held in the name of a nominee, in the same manner and subject to the same conditions as the trust are permitted to do by the Trustee Act 2000;

5 Application of income and property

- (1) The income and property of the Trust must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the Trust or may pay out of

such property reasonable expenses properly incurred by them when acting on behalf of the Trust.

- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Trust's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Trust.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6 Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Trust on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Trust;
- (c) be employed by, or receive any remuneration from, the Trust;
- (d) receive any other financial benefit from the Trust;

unless the payment or benefit is permitted by sub-clause (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 charity trustee or connected person may receive a benefit from the Trust as a beneficiary of the Trust provided that it is available generally to the beneficiaries of the Trust
- (b) A charity trustee or connected person may enter into a contract for supply of services, or goods that are supplied in connection with the provision of services, to the Trust where it is permitted in accordance with, and subject to the conditions in, section 185 – 188 of the Charities Act 2011.
- (c) Subject to sub clause (3) of this clause a charity trustee or connected person may provide the Trust with goods that are not supplied in connection with services provided to the Trust by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the Trust at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).

- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Trust. The amount of the rent and other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fund raising activities of the Trust on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Trust and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Trust and the charity trustee or connected person supplying the goods (“the supplier”).
- (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 charity trustees are satisfied that it is in the best interests of the Trust to contract with the supplier rather than someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with that supplier with regard to the supply of goods to the Trust.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) “the Trust” includes any company in which the Trust:
 - i holds more than 50% of the shares; or
 - ii controls more than 50% of the voting rights attached to the shares; or
 - iii has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 30 (Interpretation)

7 Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Trust or in any transaction or arrangement entered into by the Trust which has not previously been declared; and
- (2) absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Trust and any personal interests (including but not limited to any financial interest).

Any charity 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 charity trustees on this matter.

8 Liability of members to contribute to the assets of the Trust if it is wound up

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

9 Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Trust and may for that purpose exercise all the power of the Trust. It is the duty of each charity trustee:

- (a) to exercise their powers and to perform their functions as a trustee of the Trust in the way they decide in good faith would be the most likely to further the purposes of the Trust; and
- (b) to exercise, in the performance of these function, such care and skill as is reasonable in the circumstances having regard to ;
 - i any special knowledge or experience that they have or hold themselves out as having; and
 - ii if they act as a charity trustee of the Trust in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a)** Every charity trustee must be a natural person.
- (b)** No one may be appointed as a charity trustee:
 - if they are under the age of 16 years; or
 - if they would automatically cease to hold office under the provisions of clause (12(i)(e))
- (c)** No one is entitled to act as a charity trustee whether on appointment or on re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.
- (d)** At least one of the trustees of the Trust must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new trustee.

(3) Number of charity trustees

- (a)** There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (b)** The maximum number of charity trustees, not including the officers, is 16. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustee

The first charity trustees (including the officers) of the Society are appointed for the following terms.

Suzanne Heywood – 2 years & 9 months

Julie Hunt – 2 years & 6 months

Amanda Isaac – 3 months

Peter Leaver – 3 years & 9 months

Graham Lofthouse – 3 years & 9 months

Keith Luckhurst – 4 years & 6 months

Jeremy Phillips – 3 years & 9 months

Graham Townsend – 4 years & 3 months

Karen Trigger – 1 year & 3 months

David Trueman – 3 months

Stephen Upcott – 2 years & 6 months

Gemma Williams – 3 years & 9 months

David Wright – 4 years & 9 months

10 Appointment of charity trustees

(1) Appointed charity trustees

- (a) Apart from the first charity trustees, every appointed trustee must be appointed for a term of five years by a resolution passed at a properly convened meeting of the charity trustees
- (b) in selecting individuals for appointment as appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the Trust.

(2) Ex officio charity trustee

- (a) The Mayor of Barnstaple for the time being (“the office holder”) shall automatically, (ex-officio) be a charity trustee, for as long as they hold that office.
- (b) If unwilling to act as a charity trustee, the office holder may:
 - (i) before accepting appointment as a charity trustee, give notice in writing to the trustees their unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a charity trustee, resign under the provisions contained in clause 12 (Retirement and removal of charity trustees)

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

(3) Nominated Trustees

- (a) Barnstaple Town Council (“the appointing body”) may appoint three trustees
- (b) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.
- (c) Each appointment must be for a term of four years
- (d) The appointment will be effective from the later of:
 - (i) the date of the vacancy; and
 - (ii) the date on which the charity trustees or their chamberlain is informed of the appointment.
- (e) The person appointed need not be a member of the appointing body
- (f) A trustee appointed by the appointing body has the same duty under clause 9(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the Trust.

11 Information for new charity trustees

The charity trustees will make available to each new trustee, on or before his or her appointment:

- (a) a copy of the current version of this constitution; and
- (b) A copy of the Trust's latest Trustees' Annual Report and statement of accounts

12 Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
- (a) retires by notifying the Trust in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all general meetings held within a period of six months and the trustees resolve that his or her office must be vacated; (attendance at Committee meetings – see Appendix)
 - (c) dies;
 - (d) in the written opinion, given to the Trust, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than 3 months;
 - (e) is disqualified from acting as a charity trustee by virtue of section 178 -180 of Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) Any person retiring as a charity trustee is eligible for reappointment

13 Taking of decisions by charity trustees

Any decision may be taken either:

at a meeting of charity trustees: or

by resolution in writing or electronic form agreed by all of the charity 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 all the charity trustees has signified their agreement. Such a resolution shall be effective provided that

- (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable at the same time, to all of the charity trustees; and
- (ii) the majority of the charity trustees has signified agreement of 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 a manner as the charity trustees have previously resolved, and delivered to the Trust at its principal office or such other place as the trustee may resolve .

14 Delegation by charity trustees

- (1) The charity 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 charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to charity trustees, but it is subject to the following requirements-

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

15 Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting. Election of chair – see Appendix

(3) 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 6 charity trustees. A charity 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.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed to by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16 Membership of the Trust

- (1) The members of the Trust shall be its charity trustees for the time being. The only persons eligible to be members of the Trust are its charity trustees. Membership of the Trust cannot be transferred to anyone else.

- (2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the Trust.

17 Informal or associate (non-voting) membership

- (1) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (2) Other reference in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

18 Decisions which must be made by the members of the Trust

- (1) Any decision to:
- (a) amend the Constitution of the Trust
 - (b) amalgamate the Trust with, or transfer its undertaking to, one or more CIOs, in accordance with the Charities Act 2011; or
 - (c) wind up or dissolve the Trust (including transferring its business to another charity)
- must be made by a resolution of the members of the Trust (rather than a resolution of the charity trustees)
- (2) Decisions of the members may be made either:
- (a) by resolution at a general meeting; or
 - (b) by resolution in writing, in accordance with sub-clause (4) of this clause.
- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of Clause (27) (amendment of constitution), clause (28) (voluntary winding up or dissolution), or the provision of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of the members voting at a general meeting, or agreed by all members, in writing.
- (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) the required 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 members’ agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Trust has specified.

The resolution in writing may comprise several copies to which one or more members has signified their

agreement. Eligibility to vote on the resolution is limited to members of the Trust on the date when the proposal is first circulated.

19 General meetings of members

(1) Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the Trust. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the Trust as specified in clause 17 (Decisions which must be made by the members of the Trust).

(2) Notice of general meetings of members

- (a)** The minimum period of notice required to hold a general meeting of the members of the Trust is 14 days
- (b)** Except when a specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the Trust.
- (c)** Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provision in clause 15 (2) – (4) governing the chairing of meetings, procedure at meetings **and** participation in meetings by electronic means apply to any general meeting of members, with all references to trustees to be taken as reference to members.

20 Saving provisions

- (1)** Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2)** Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee had not complied with clause 7 (Conflicts of interest).

21 Execution of documents

- (1)** The Trust shall execute documents either by signature or by affixing its seal (if it has one).
- (2)** A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3)** If the Trust has a seal:
 - (a)** it must comply with the provisions of the General Regulations; and
 - (b)** it must only be used by the authority of the charity trustees or a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22 Use of electronic communications

(1) General

The Trust will comply with the requirements of the Communications Provisions in the General 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 otherwise than in hard copy form;
- (b)** any requirements to provide information to the Commission in a particular form or manner.

(2) To the Trust

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

(3) By the Trust

- (a)** Any member or charity trustee of the trust, by providing the Trust with their email address or similar, is taken to have agreed to receive communications from the Trust in electronic form at that address, unless the member has indicated to the Trust his or her unwillingness to receive such communications in that form.
- (b)** The charity 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 19(2) (Notice of general meetings);
 - (ii)** give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings);
 - (iii)** submit any proposal to the members or charity trustees for decision by written resolution in accordance with the Trust's powers under clause 18 (Member's decisions), 18(4) (Decisions taken by resolution in writing)
- (c)** The charity trustees must -

- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23 Keeping of Registers

The Trust must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a combined register of its members and charity trustees.

24 Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the Trust;
- (3) meetings of the charity trustees and committees of charity trustees including
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25 Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with the 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 Charity Commission, regardless of the income of the Society, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Trust entered on the Central Register of Charities

26 Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the Trust, but such rules or bye laws must not be inconsistent with any provisions of this constitution. Copies of any such rules or bye laws currently in force must be available to any member of the Trust on request.

27 Disputes

If a dispute arises between members of the Trust about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28 Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1)** This constitution can only be amended:
 - (a)** by resolution agreed in writing by all members of the Trust; or
 - (b)** by a resolution passed by a 75% majority of those voting at a general meeting of the members of the Trust called in accordance with clause 18 (General meetings of members)
- (2)** Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Trust or persons connected with them, requires the prior written consent of the Charity Commission.
- (3)** No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General regulations shall be valid.
- (4)** A copy of every resolution amending the constitution, together with a copy of the Trust's constitution as amended, must be sent to the Commission by the end of the period of 15 days beginning with the date of passing the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29 Voluntary winding up or dissolution

- (1)** As provided by the Dissolution Regulations, the Trust may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Trust can only be made:
 - (a)** at a general meeting of the members of the Trust called in accordance with clause 18 (General meetings of members), of which not less than 14 days notice has been given to those eligible to attend and vote:
 - i** by a resolution passed by a 75% majority of those voting, or
 - ii** by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b)** by a resolution agreed in writing by all the members of the Trust
- (2)** Subject to the payment of all the Trust's debts:
 - (a)** Any resolution for the winding up of the Trust, or for the dissolution of the Trust without

- winding up, may contain a provision directing how any remaining assets of the Trust shall be applied.
- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Trust shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Trust.
- (3) The Trust must observe the requirements of the Dissolution Regulations in applying to the Commission for the Trust to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - i a copy of the resolution passed by the members of the Trust;
 - ii a declaration by the charity trustees that any debts and other liabilities of the Trust have been settled or otherwise provided for in full; and
 - iii a statement by the charity trustees setting out the way in which any property of the Trust has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the Trust, and to any charity trustee of the Trust who was not privy to the application.
- (4) If the Trust is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30 Interpretation

In this constitution:

“connected person” means

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause(a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled -
 - i by the charity trustee or any connected person falling within sub-clause (a), (b) or (c) above; or
 - ii by two or more persons falling within sub-clause (d)(i), when taken together

- (e) a body corporate in which -
 - i the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012

the **“Communication Provisions”** means the Communications Provisions in (Part10, chapter 4) of the General Regulations.

“charity trustee” means a charity trustee of the Trust.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing

Appendix - Clause reference

- 3 (2)** The current area of benefit is generally agreed as Barnstaple and parishes which are within a 5 mile radius of the Guildhall
- 9 (2) (e)** In general, on appointment Trustees will be resident or work within the area of benefit.
- 12 (1) (b)** Trustees appointed to committees cease to hold office if they are absent without the permission of the charity trustees from any committee meetings held within a period of six months and the trustees resolve that their membership of that committee must be vacated.
- 14 (1)** The committees currently in operation (1.1.20) are:-
 - Property Committee**
This committee deals with all matters regarding rental, repairs & refurbishment of properties. It also oversees any major capital or re-purposing projects.
 - Public Benefit and Awareness Committee**
This committee ensures that the Trust meets its obligations to provide Public Benefit including the awarding of grants.
Seeks to increase public awareness of the Trust’s work.
Seeks to increase public awareness of the Trust among other stakeholders.

Strategy, Finance and Staffing Committee (SFS)

This committee deals with the strategic direction of the trust and all matters relating to finance and human resources.

All committees report back to the general committee with recommendations for approval

The general committee can authorise a committee to make decisions in appropriate matters.

The first two of these committees elects its own Chair & Vice-Chair

The Chair & Vice-Chair of the SFS committee are the same as the main board of trustees

A quorum of 3 is required for all committee meetings

- 15 (2)** Any candidate for election as Chair of Trustees must have been a trustee for a minimum of three years and it is desirable that for one of those years they will have served as Vice-Chair.

The Chair will be elected annually, but no Chair may be elected more than three times consecutively that is, at the conclusion of a three year period as Chair, a Trustee will not be eligible for re-election for two years.

- 19 (2) (a)** Generally papers should be sent out 5 working days before any meeting.

