

## **THE BYTHAM'S WOODLAND TRUST**

### **REVISED CONSTITUTION AGREED ON 10.6.2015**

#### 1. NAME

The name of the Association is THE BYTHAM'S WOODLAND TRUST, hereafter referred to as the BWT, this being the Charity.

#### 2. ADMINISTRATION

Subject to the matters set out below, the BWT and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ("the EC").

#### 3. OBJECT

The object of the BWT ("the object") is:

To conserve and maintain the Bytham woodland and other areas as an open spaces for the purposes of exercise and recreation for the benefit of the inhabitants of Lincolnshire and Rutland.

#### 4. POWERS

In furtherance of the object but not otherwise the EC may exercise the following powers:

- (i) power to raise public awareness of the importance of the woodland amenity and its benefits for the community
- (ii) power to increase the participation of local people in the development of the woodland amenity;
- (iii) power to increase the range of educational and leisure opportunities provided by the woodland amenity;
- (iv) power to raise funds and to invite and receive contributions provided that in raising funds the EC shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (v) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (vi) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the BWT;
- (vii) power subject to any consents required by law to borrow money and to charge all or any part of the property of the BWT with repayment of the money so borrowed;
- (viii) power to employ such staff (who shall not be members of the EC) as are necessary for the proper pursuit of the objects;
- (ix) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (x) power to establish or support any charitable trusts associations or institutions formed for all or any of the objects;
- (xi) power to appoint and constitute such advisory committees as the EC may think fit;
- (xii) power to do all such other lawful things as are necessary for the achievement of the objects.

## 5. MEMBERSHIP

Membership of the BWT shall be open to:

- (i) Individuals living within the Parishes of Castle Bytham, Little Bytham, Careby, Hollywell, Aunby, Couthorpe and Creeton who are interested in furthering the work of the BWT , and anybody corporate or unincorporated association registered within the defined catchment area which is interested in furthering the work of the BWT.
- (ii) Each member and organization is entitled to be represented and to vote at meetings of the BWT.
- (iii) Each member and organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (iv) Every member and member organisation shall have one vote.
- (v) The EC may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the EC, accompanied by a friend, before a final decision is made.

## 6. EQUAL OPPORTUNITIES

The BWT is committed to the principles and practice of equal opportunities in all matters of membership, employment and service provision. No person shall suffer discrimination on the grounds of race, gender, disability, age, religious belief, marital status or sexual orientation.

## 7. HONORARY OFFICERS

At the annual general meeting of the BWT the members shall elect from amongst themselves a chairperson, a vice-chairperson, a secretary and a treasurer, who shall hold office from the conclusion of the meeting.

## 8. EXECUTIVE COMMITTEE

1. The EC shall consist of not less than 4 members and not more than 15 members being:

- (a) the 4 honorary officers specified in the preceding clause;
- (b) 4 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (c) nominations invited from the following groups:
  - 1 Member from each of the four Parishes
  - 1 Member from FOBS
  - 1 from the Bythams Primary School
  - 1 from the Grimsthorpe Estate

2. The EC may in addition appoint not more than 2 co-opted members but so that no-one may be appointed as a co-opted member, if, as a result, more than one third of the members of the EC would

be co-opted members. Each appointment of a co-opted member shall be made by the EC as and when it sees fit.

3. All the members of the EC shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

4. The proceedings of the EC shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

5. No person shall be entitled to act as a member of the EC whether on a first or on any subsequent entry into office until after signing in the minute book of the EC a declaration of acceptance and of willingness to act on behalf of the BWT.

#### 9. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the EC shall cease to hold office if he or she:

(1) is disqualified from acting as a member of the EC by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) is absent without the permission of the EC from all their meetings held within a period of six months and the EC resolve that his or her office be vacated; or

(4) notifies to the EC a wish to resign (but only if at least three members of the EC will remain in office when the notice of resignation is to take effect).

#### 10. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the EC shall acquire any interest in property belonging to the BWT (otherwise than as a trustee for the BWT) or receive remuneration or be interested (otherwise than as a member of the EC) in any contract entered into by the EC.

#### 11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1. The EC shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the EC upon not less than 4 days' notice being given to the other members of the EC of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

2. The chairperson shall act as chairperson at meetings of the EC. If the chairperson is absent from any meeting, the members of the EC present shall choose one of their number to be chairperson of the meeting before any other business is transacted.

3. There shall be a quorum when at least one third of the number of members of the EC for the time being or three members of the EC, whichever is the greater, are present at a meeting.

4. Every matter shall be determined by a majority of votes of the members of the EC present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.

5. The EC shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the EC and any sub-committee.

6. The EC may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which

is inconsistent with this constitution.

7. The EC may appoint one or more sub-committees consisting of three or more members of the EC for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the EC would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the EC.

## 12. RECEIPTS AND EXPENDITURE

(1) The funds of the BWT, including all donations contributions and bequests, shall be paid into an account operated by the EC in the name of the BWT at such bank as the EC shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the EC.

(2) The funds belonging to the BWT shall be applied only in furthering the objects.

## 13. PROPERTY

(1) Subject to the provisions of sub-clause (2) of this clause, the EC shall cause the title to:

(a) all land held by or in trust for the BWT which is not vested in the Official Custodian for Charities; and

(b) all investments held by or on behalf of the BWT; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the EC at their pleasure and shall act in accordance with the lawful directions of the EC. Provided they act only in accordance with the lawful directions of the EC, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the BWT, the EC may permit any investments held by or in trust for the BWT to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the EC, and may pay such a nominee reasonable and proper remuneration for acting as such.

## 14. ACCOUNTS

The EC shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

(1) the keeping of accounting records for the BWT;

(2) the preparation of annual statements of accounts for the BWT;

(3) the auditing or independent examination of the statements of account of the BWT; and

(4) transmission of the statements of account of the BWT to the Commissioners.

## 15. ANNUAL REPORT

The EC shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## 16. ANNUAL RETURN

The EC shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

#### 17. ANNUAL GENERAL MEETING

(1) There shall be an annual general meeting of the BWT which shall be held in the month of May in each year or as soon as possible thereafter.

(2) Every annual general meeting shall be called by the EC. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the BWT. All the members of the BWT shall be entitled to attend and vote at the meeting.

(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chair-person of the meeting. The chairperson shall be the chairperson of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting.

(4) The EC shall present to each annual general meeting the report and accounts of the BWT for the preceding year.

(5) Nominations for election to the EC must be made by members of the BWT in writing and must be in the hands of the secretary of the EC at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. In the event of there being insufficient nominations in writing prior to the annual general meeting, nominations will be accepted at the meeting by those present and voting.

#### 18. SPECIAL GENERAL MEETINGS

The EC may call a special general meeting of the BWT at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### 19. PROCEDURE AT GENERAL MEETINGS

(1) The secretary or other person specially appointed by the EC shall keep a full record of proceedings at every general meeting of the BWT.

(2) There shall be a quorum when at least one tenth of the number of members of the BWT for the time being or ten members of the BWT, whichever is the greater, are present at any general meeting.

#### 20. NOTICES

Any notice required to be served on any member of the BWT shall be in writing and shall be served by the secretary or the EC on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

#### 21. ALTERATIONS TO THE CONSTITUTION

(1) Subject to the following provision of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

(2) No amendment may be made to clause 1, clause 3, clause 10, clause 22 or this clause without the prior consent in writing of the Commissioners.

(3) No amendment may be made which would have the effect of making the BWT cease to be a charity at law.

(4) The EC should promptly send to the Commissioners a copy of any amendment made under this clause.

## 22. DISSOLUTION

If the EC decides that it is necessary or advisable to dissolve the BWT it shall call a meeting of all members of the BWT, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the EC shall have power to realise any assets held by or on behalf of the BWT. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the BWT as the members of the BWT may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the BWT must be sent to the Commissioners.

## 23. ARRANGEMENTS UNTIL THE FIRST ANNUAL GENERAL MEETING

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the EC were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed: \_\_\_\_\_ Name : \_\_\_\_\_

\_\_\_\_\_ Name: \_\_\_\_\_

\_\_\_\_\_ Name: \_\_\_\_\_

\_\_\_\_\_ Name: \_\_\_\_\_

\_\_\_\_\_ Name: \_\_\_\_\_