

## The Pensford, Publow and the Stanton Community Trust (“the Trust”)

**Registered with the Charity Commission as a Charitable Incorporated Organisation with voting members other than its charitable trustees (“CIO”), registered number 1160279.**

*The full constitution runs to 30 pages and may be viewed, given reasonable notice, at the registered office. The constitution is in the strict form required by the Charity Commission, and the model constitution on which it is based may be viewed on the Charity Commission website.*

*This abridged version is for the guidance only of Trustees, members, donors and grant applicants. The only authoritative version is that held at the registered office and lodged at the Charity Commission. In the event of any anomalies, the authoritative version shall always prevail.*

The date of the Constitution is 2<sup>nd</sup> February 2015, which is the date the Trust was registered with the Charity Commission.

1. The **name** of the CIO is “The Pensford, Publow and the Stanton Community Trust”.
2. The **Principal Office** of the CIO is Birchwood House, Birchwood Lane, Pensford, Bristol BS39 4NG.
3. The **objects** of the Trust are to further such purposes which may be charitable according to the law of England and Wales as the Trustees see fit by the making of grants for the benefit of the inhabitants of the parishes of Publow with Pensford and Stanton Drew. Nothing in the Constitution shall authorise an application of the property of the Trust for purposes which are not charitable in law.
4. The Trust has the **power** to do anything which is calculated to further its objects or is conducive or incidental to doing so.
5. The **income and property** of the Trust must be applied solely towards the promotion of the objects. A Trustee or a Member is entitled to be reimbursed reasonable expenses properly incurred when acting on behalf of the Trust. A Trustee or a Member may be a beneficiary of the Trust, provided that such benefit is available generally to the beneficiaries of the Trust.
6. **Contracts** for goods or services may be entered into **with Trustees** in strictly prescribed circumstances, which seek to ensure that only arms’ length transactions are entered into.
7. There are rules which seek to ensure that Trustees avoid **conflicts of interest** and declare any circumstances where these could apply.
8. If the Trust is wound up, the **Members have no liability** to contribute to its assets and no personal responsibility to for settling its debts and liabilities.
9. Membership
  - **Membership** of the Trust is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a Member and acceptance of the duty of members as set out in the constitution. A Member may be an individual, a corporate body or an organisation which is not incorporated;
  - **Membership fee** is £5 per annum or via membership of the 100 Club;

- Subject to appeal, the Trustees may **refuse an application for membership** if they believe it is in the best interests of the Trust to do so;
- On **appeal**, the Trustees shall give fair consideration to the appeal but any decision to confirm refusal of the application shall be final;
- **Membership cannot be transferred;**
- It is the duty of each Member to **exercise his or her powers** as a member in the way he or she decides in good faith would be most likely to further the purposes of the Trust;
- **Membership comes to an end if:**
  - (a) the Member dies or, in the case of an organisation, that organisation ceases to exist;
  - (b) the Member sends a notice of resignation to the Trustees;
  - (c) any money owed by the member is not paid in full within six months of the due date;
  - (d) the Trustees decide that it is in the best interests of the Trust that the member in question should be removed from membership and pass a resolution to that effect (this procedure has a number of safeguards in the detailed constitution).

#### 10. Members' Decisions

- **Ordinary business decisions** are by simple majority of Members voting in person or by proxy. In the event of a tied vote, the Chair of the meeting has a casting vote;
- **Written resolutions** may be passed without a meeting provided all Members are properly informed and able to vote;
- Not less than **10% of the Members** may request the Trustees to make a proposal for decision by the Members and the Trustees must comply with the request subject to certain conditions.

#### 11. General Meetings

- There must be an **Annual General Meeting** ("AGM") of Members, the first within 18 months of registration and subsequent AGMs at intervals not exceeding 15 months;
- The AGM must receive the **annual statement of accounts**, audited or examined as and if required; receive the **Trustees' annual report**; and **elect Trustees** as required;
- There are provisions regarding the **calling by Trustees of meetings** of Members at other times, and for meetings called at the request of Members;
- The **minimum notice** for general meetings shall be 14 days and there are provisions for calling meetings at short notice with safeguards;
- There are appropriate regulations regarding the **content** of notices of meetings and regarding the **business** to be decided at such meetings;
- Meetings shall be **chaired** by the Chair of Trustees or in his/her absence the meeting may decide on its chair;
- The **quorum** for meetings of Members shall be the greater of 5% or ten Members. There are regulations covering the reconvening, or otherwise, of inquorate meetings of Members.

#### 12. Charity Trustees

- The Charity Trustees shall **manage** the affairs of the Trust and may for that purpose exercise all the powers of the Trust.
- It is the duty of each Trustee to **act in good faith** and as he or she decides would most likely further the purposes of the Trust;
- Trustees are to exercise, in the performance of those functions, such **care and skill** as is reasonable in the circumstances, having particular regard to any particular skill or experience that he or she holds himself or herself out as having; and if he or she acts as a Trustee 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;
- There are rules about **eligibility of Trustees** and no person shall be a trustee who has not expressly consented to act as a Trustee;
  - There shall be **not less than two nor more than four elected Trustees, two ex officio Trustees and two nominated Trustees, and overall not less than three Trustees**;
  - The **first Trustees** are:
    - Mr. A .G.A. Hillman (nominated by Publow with Pensford Parish Council)
    - Mrs. J.E. Stephenson (ex officio, Chair of Publow with Pensford Parish Council)
    - Mr. J.A. Heaford (elected)
    - Mrs. J. Chubb-Whittle (ex officio, Chair of Stanton Drew Parish Council)
    - Mr. K. Payne (nominated by Stanton Drew Parish Council)
    - Mrs. S.E. Osborne (elected)
  - At the first AGM, all **elected Trustees shall retire** from office;
  - At every subsequent AGM **one third of the elected** Trustees retire from office;
  - There are standard regulations covering the **removal of Trustees**;
  - **Nominated Trustees** shall serve terms of three years before retiring;
  - Trustees retiring are eligible for **reappointment** for up to four consecutive terms and may then be reappointed after an interval of not less than two years.

### 13. Decisions and Actions of Trustees

- Decisions may be taken either at meetings or by resolution in writing agreed by all Trustees;
- Trustees have powers to delegate to sub-committees in appropriate circumstances;
- There are appropriate, standard regulations regarding the conduct of meetings of Trustees and of the way in which they may execute decisions.

### 14. Records, Registers, Minutes

- There are standard regulations covering the maintenance of registers of Trustees and Members, minutes of meetings, and accounting records including returns to the Charity Commission.

### 15. Disputes

- there is advice to act in good faith to try to resolve any disputes by **mediation** before resorting to legal action.

### 16. Amendments to Constitution

- there are appropriate regulations covering alterations to the constitution.

### 17. Voluntary Winding Up or Dissolution

- there are regulations covering the way in which the Trust may be wound up. **Any remaining assets must be applied for charitable purposes the same as or similar those of the Trust.**

November 2015