



**FUTURE
LEADERS
BERMUDA**

SERVICE • STUDY • MENTORING & EMPOWERMENT

**CONSTITUTION
OF
FUTURE LEADERS BERMUDA**

Last amended: MON 05 AUG 2019

The undersigned HEREBY CERTIFY that the attached provisions are a true copy of the Constitution of **FUTURE LEADERS BERMUDA** (Charity) adopted by the Member(s) of the Charity on Monday, 5 August 2019.

.....
Ryan A P Robinson
Trustee and Director

.....
Russell B E Lister
Trustee

TABLE OF CONTENTS

| | |
|--|----------|
| PART 1 | 2 |
| 1. Adoption of the constitution | 2 |
| 2. Name | 2 |
| 3. Objects | 2 |
| 4. Application of income and property | 3 |
| 5. Benefits and payments to charity trustees and connected persons | 3 |
| 6. Indemnity | 5 |
| 7. Dissolution | 6 |
| 8. Amendment of constitution | 6 |
| PART 2 | 6 |
| 9. Membership | 6 |
| 10. Termination of membership | 6 |
| 11. General Meetings | 7 |
| 12. Notice | 7 |
| 13. Quorum | 8 |
| 14. Chair | 8 |
| 15. Voting | 9 |
| 16. Officers and trustees | 9 |
| 17. Appointment of trustees | 9 |
| 18. Powers of trustees | 10 |
| 19. Delegation | 10 |
| 20. Disqualification and removal of trustees | 10 |
| 21. Proceedings of trustees | 11 |
| 22. Conflicts of interests and conflicts of loyalties | 12 |
| 23. Saving provisions | 12 |
| 24. Irregularities in proceedings | 12 |
| 25. Minutes | 13 |
| 26. Accounts, Annual Report, Annual Return | 13 |
| 27. Registered particulars | 14 |
| 28. Property | 14 |
| 29. Repair and insurance | 14 |
| 30. Notices | 14 |
| 31. Rules | 15 |

PART 1

1. Adoption of the constitution

- (1) The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.
- (2) The constitution is in 2 parts. Part 1 covers the purposes of the charity and how its money and other property can be used. It also contains the powers to change the constitution and to wind the charity up.
- (3) Part 2 sets out the administrative provisions, including membership, the appointment of charity trustees, members' and trustees' meetings and the powers available to the trustees in running the charity.

2. Name

- (1) The association's name is **FUTURE LEADERS BERMUDA** and in this document, it is called the 'charity'.

3. Objects

- (1) The charity's objects ('the objects') are
 - (a) To advance the education of the general public (and particularly young persons in Bermuda) by providing opportunities through study, service, mentorship and empowerment, to develop the knowledge, experience and leadership skills they need to make a positive change in the community;
 - (b) The advancement of citizenship and community development and the education of the public in general on issues and topics affecting Bermuda;
 - (c) To develop the capacity and skills of the members of the socially and economically disadvantaged community of Bermuda in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society, and ultimately be empowered to take charge over their futures;
 - (d) To provide ongoing support and develop partnerships beyond the traditional educational setting, whether local or international, which empower members of the aforementioned groups to fulfil their potential as leaders and change-makers in Bermuda and the world;
 - (e) and to initiate, develop, support, and assist any and all programmes, initiatives, events, and other efforts in furtherance of these aims, by whatever means the charity trustees deem fit.

4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions provided by law.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member from receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

5. 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 charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity

unless permitted by sub-clause (2) of this clause.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, including employment, or of goods that are supplied in connection with the provision of services, to the charity to the extent that it is permitted by law.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate.

- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the 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 fundraising activities of the charity on the same terms as members of the public.
- (g) So long as, where it is necessary, a charity trustee declares the nature of his interest at the first opportunity at a meeting of the trustees, a trustee shall not by reason of his office be accountable to the Charity for any benefit which he derives from any office or employment to which this constitution allows him to be appointed or from any transaction or arrangement in which this constitution allows him to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any interest or benefit.

(3) Payment for supply of goods only – controls

The charity 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 an agreement in writing between the charity and the charity trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.
- (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 charity to contract with the supplier rather than with 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 him or her or it with regard to the supply of goods to the charity.
- (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 5.
- (4) In sub-clauses (2) and (3) of this clause:
 - (a) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Indemnity

- (1) Subject to the proviso below, every Indemnified Person shall be indemnified and held harmless out of the assets of the Charity against all liabilities, loss, damage or expense (including but not limited to liabilities under contract, tort and statute or any applicable foreign law or regulation and all reasonable legal and other costs and expenses properly payable) incurred or suffered by him by or by reason of any act done, conceived in or omitted in the conduct of the Charity's business or in the discharge of his duties and the indemnity contained in this constitution shall extend to any Indemnified Person acting in any office or trust in the reasonable belief that he has been appointed or elected to such office or trust notwithstanding any defect in such appointment or election; provided that the indemnity contained in this Bye-Law shall not extend to any matter which would render it void.
- (2) No Indemnified Person shall be liable to the Charity for the acts, defaults or omissions of any other Indemnified Person.
- (3) To the extent that any Indemnified Person is entitled to claim an indemnity pursuant to this constitution in respect of amounts paid or discharged by him, the relevant indemnity shall take effect as an obligation of the Charity to reimburse the person making such payment or effecting such discharge.
- (4) Each Member and the Charity agree to waive any claim or right of action he or it may at any time have, whether individually or by or in the right of the Charity, against any Indemnified Person on account of any action taken by such Indemnified Person or the failure of such Indemnified Person to take any action in the performance of his duties with or for the Charity; provided however that such waiver shall not apply to any claims or rights of action arising out of the fraud of such Indemnified Person or to recover any gain, personal profit or advantage to which such Indemnified Person is not legally entitled.
- (5) Expenses incurred in defending any civil or criminal action or proceeding for which indemnification is required pursuant to these Bye-Laws shall be paid by the Charity in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the Indemnified Person to repay such amount if any allegation of fraud or dishonesty is proved against the Indemnified Person.

7. Dissolution

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charitable body or bodies for purposes the same as or similar to the charity,
 - (c) and if and so far as effect cannot be given to such provision, then to some other charitable body.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).

8. Amendment of constitution

- (1) This constitution may be amended from time to time by resolution of the trustees, but subject to approval by resolution of the members.

PART 2

9. Membership

- (1) The subscribers to the constitution and such other individuals or organisations admitted to membership in accordance with this constitution shall be members of the charity.
- (2) Membership is open to individuals or organisations who are approved by the trustees, although members under the age of eighteen cannot be trustees or take on the administrative rights and duties of full members.
- (3) No person shall be admitted a member of the charity unless he is approved by the trustees, and every person who wishes to become a member shall deliver to the charity an application for membership in such form as the trustees require.
- (4) Membership is not transferable to anyone else.
- (5) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

10. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated.

11. General Meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

12. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.
- (5) The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

- (6) The trustees may cancel or postpone a meeting after it has been convened and notice of such cancellation or postponement shall be served in accordance with this constitution upon all members entitled to notice of the meeting so cancelled or postponed setting out, where the meeting is postponed to a specific date, notice of the new meeting in accordance with this clause.

13. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 2 members entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,
the meeting shall be adjourned to such time and place as the trustees shall determine.

14. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

15. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

16. Voting

- (1) Save where a greater majority is required by this constitution, any question proposed for consideration at any general meeting shall be decided on by a simple majority of votes cast.
- (2) Each member shall have one vote and in the case of an equality of votes at a general meeting, whether on a show of hands or count of votes received as electronic records or on a poll, the chairman of such meeting shall not be entitled to a second or casting vote and the resolution shall fail.
- (3) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

17. Representatives of other bodies

- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

18. Officers and trustees

- (1) The charity and its property shall be managed and administered by a committee comprising the trustees elected in accordance with this constitution and in this constitution are together called 'the trustees'.
- (2) The first trustees shall be those persons elected as trustees and at the meeting at which this constitution is adopted.

19. Appointment of trustees

- (1) The number of trustees shall be at least one and not more than five or such numbers in excess thereof as the Board by resolution may from time to time determine.
- (2) The trustees shall be elected or appointed by the charity in general meeting and shall serve for such term as the charity by resolution may determine, or in the absence of such determination, until the termination of the next annual general meeting following their appointment.

- (3) All trustees, upon election or appointment (except upon re-election at an annual general meeting), must provide acceptance of their appointment, in such form as the trustees may think fit, within thirty days of their election or appointment.

20. Powers of trustees

- (1) Subject to the provisions of this constitution, the trustees shall manage the business of the charity and may pay all expenses incurred in promoting and incorporating the charity and may exercise all the powers of the charity.
- (2) The trustees may exercise all the powers of the Charity except those powers that are required by this constitution to be exercised by the Members.
- (3) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (4) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.
- (5) The trustees may from time to time appoint one or more of its body to be a managing director, joint managing director or an assistant managing director or to hold any other employment or executive office with the Charity for such period and upon such terms as the trustees may determine and may revoke or terminate any such appointments.

21. Delegation

- (1) The trustees may delegate any of their powers or functions to committees, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations which may be imposed upon it by the trustees.
- (2) The trustees may, when delegating, impose such terms and conditions with such restrictions as it thinks fit, including that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

22. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) resigns as a trustee by notice to the charity; or

- (2) in the written opinion given to the charity, 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 three months;
- (3) ceases to be a member of the charity;
- (4) is prohibited by law from acting as a trustee; or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

23. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the chairman of such meeting shall not be entitled to a second or casting vote and the resolution shall fail.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

24. Conflicts of interests and conflicts of loyalties

A charity 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 charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) So long as, where it is necessary, he declares the nature of his interest at the first opportunity at a meeting of the trustees, a trustee shall not by reason of his office be accountable to the Charity for any benefit which he derives from any office or employment to which this constitution allows him to be appointed or from any transaction or arrangement in which this constitution allows him to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any interest or benefit.

25. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests 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 sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

26. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;

- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
 - if, without:
 - (d) the vote of that trustee; and
 - (e) that trustee being counted in the quorum,
 - the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of:
 - (a) the trustees
 - (b) any committee of the trustees
 - (c) the charity in general meetingshall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

27. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

28. Accounts, Annual Report, Annual Return

- (1) The trustees shall cause to be kept accounting records sufficient to give a true and fair view of the state of the Charity's affairs and to show and explain its transactions.
- (2) The records of account shall be maintained at such other place or places as the trustees think fit, and shall at all times be open to inspection by the trustees, provided that if the records of account are kept at some place outside Bermuda, there shall be kept at an office of the Charity in Bermuda such records as will enable the trustees to ascertain with reasonable accuracy the financial position of the Charity at the end of each three (3) month period.

- (3) No Member (other than an Officer of the Charity) shall have any right to inspect any accounting record or book or document of the Charity except as conferred by law or authorised by the trustees or by resolution.
- (4) A copy of every balance sheet and statement of income and expenditure, including every document required by law to be annexed thereto, which is to be laid before the Charity in general meeting, shall be sent to each person entitled thereto.

29. Registered particulars

- (1) The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

30. Property

- (1) The trustees must ensure the title to:
 - (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

31. Repair and insurance

- (1) The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

32. Notices

- (1) Unless otherwise specified under any provisions in this constitution, any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or by leaving it at the address of the member; or
 - (c) by giving it using electronic communications to the member's address.

- (3) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
- (4) Notice of a meeting of the trustees may be given to a trustee by word of mouth or in any manner permitted by this constitution. A trustee may retrospectively waive the requirement for notice of any meeting by consenting in writing to the business conducted at the meeting.

33. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee
 - (f) to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (g) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.
- (6) If a dispute arises between members of the charity 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.

34. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which -
 - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.