

TENTERDEN AND DISTRICT RESIDENTS' ASSOCIATION

Special General Meeting 15th May 2019

Resolution. That the members of Tenterden & District Residents' Association resolve to amend the Constitution adopted 25th October 2007 as set out below.

Amendments

Clause 6. Amendments of the current Constitution reads:

- (1) Any provision contained in Part 1 of this constitution may be amended provided that:
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law:
 - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity:
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission:
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

Proposed amendment

Delete sub-clause 6 (c) and replace it with

(c) no amendment may be made to clause 3 (Objects), clause 4 (Application of Income and Property and Benefits to charity trustees and connected persons), clause 5 (Dissolution), or this clause without the prior consent in writing of the Commission:

Membership

Clause 7. Membership reads

- (1) Membership is open to all persons on the Register of Electors in the Electoral Division of Tenterden and adjacent parishes.

(2) (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.

(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The Trustees must keep a register of names and addresses of the members which must be made available to any member on request.

Proposed Amendment

Delete clause 7(1) and replace with

(1) Membership is open to all persons over the age of 18 who are or have been resident in Tenterden or the adjoining parishes.

Delete the last part of clause 7(4) to now read

(3) The Trustees must keep a register of names and addresses of members.

Officers and Trustees

Clause 16. Officers and Trustees reads

(1) The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this constitution. The Officers and other members of the committee shall be the trustees of the Charity and in this constitution are collectively called "The Trustees".

(2) The Charity shall have the following Officers:
A president, a chair, a vice-chair, a secretary, a treasurer, a membership secretary, a press representative.

(3) A Trustee must be a member of the Charity or the nominated representative of an organization that is a member of the Charity.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 19.

(5) The number of Trustees shall be not less than three nor more than fifteen.

- (6) The first Trustees (including Officers) shall be those persons elected at the meeting at which this constitution is adopted.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

New clause 16(2) to read

- (2) The Charity shall have the following Officers:
a chair, a secretary, a treasurer, a membership secretary, a planning secretary, and such others as the Trustees may consider appropriate.

Conflicts of Interest and conflicts of loyalties

Our current Constitution covers this briefly in clause 4 (7) as follows

4(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

Proposed Amendment

Insert a new clause 22 as follows and re-number the existing clauses 22 to 29 to be 23 to 30 accordingly.

22. 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 previously been declared: and
- (2) absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Any Charity Trustee absenting himself or herself 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 the matter.

References to Charity Legislation

There are several clauses where the reference to the Charities Act 1993 needs to be updated to the Charities Act 2011.

The proposed amendments are:

Clause 18. Powers of Trustees

In clause 18(c) delete “sections 36 and 37 of the Charities Act 1993” and insert “sections 117-122 of the Charities Act 2011”

In clause 18(d) delete “sections 38 and 39 of the Charities Act 1993” and insert “sections 124-126 of the Charities Act 2011”

Clause 24. Annual Report and Return and Accounts (to be re-numbered clause 25 per the amendment above)

In clause 24(1) delete “the Charities Act 1993” and insert “the Charities Act 2011”