
FRIENDS SOUTHERN SUMMER EVENTS

Constitution of a Charitable Incorporated Organisation with voting
members other than its charity trustees

CONSTITUTION

of

FRIENDS SOUTHERN SUMMER EVENTS

1 **Name**

The Charitable Incorporated Organisation's ("CIO") name is **Friends Southern Summer Events**.

In these articles the Charitable Incorporated Organisation is referred to as 'FSSE' or 'charity' or 'CIO'.

2 **Principal Office**

The principal office of the charity is to be in England or Wales.

3 **Interpretation**

(a) In these articles:

Adult Volunteers are those persons, aged 20 or over, who manage or assist with the preparations for and the organisation and/or operation of an FSSE Event;

Area Quaker Meetings means the main local meetings for church affairs of the Religious Society (in each case being a separate charitable body);

Book of Christian Discipline means to the Book of Christian Discipline of the Religious Society, as revised, supplemented and re-issued from time to time, the current edition (at the date of adoption of these articles) being entitled "Quaker faith & practice" (Third Edition, London, 2005);

Britain Yearly Meeting means the Britain Yearly Meeting of the Religious Society of Friends (Quakers), a charity comprising the centrally held and managed policy, property, employment and work of the Religious Society;

Charities Act means the Charities Acts 1992 to 2011;

charity trustee has the meaning prescribed by the Charities Act;

Clerk of FSSE means the person for the time being appointed pursuant to article 15(a);

Clerk of Trustees means the person for the time being appointed pursuant to article 19(c);

Commission means the Charity Commission for England and Wales or any body which replaces it;

electronic means refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

financial year means the charity's financial year;

FSSE Event means an event organised by FSSE within the scope of its objects;

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

indemnity insurance means insurance against personal liability incurred by any trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the trustee concerned knew that, or was reckless as to whether, the act or omission was a breach of trust or breach of duty;

member and **membership** refer to CIO membership of the charity;

participants means those persons, of whatever age, who attend an FSSE Event but who are not Adult Volunteers or Members;

Religious Society of Friends in Britain or **Religious Society** means the church in Britain, the Channel Islands and the Isle of Man, otherwise known as the "Quakers", including all its local meetings for worship and its constituent meetings for church affairs, as well as all their work;

year means calendar year;

- (b) Words importing one gender shall include all genders, and the singular includes the plural and *vice versa*.

4 **Liability of members to contribute to the assets of the CIO if it is wound up**

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

5 **Objects**

The charity's objects are:

- (a) to promote and advance the religious education of the community and in particular of young people, including those of the Quaker tradition, and others with an interest in learning more about Quakers;

AND in furtherance thereof:

- (b) to organise and promote events for the spiritual growth and moral benefit of the community and in particular of young people with an interest in Quakers;
- (c) to disseminate by whatever means the ideals of truth, non-violence and equality within a Quaker background; and

- (d) to promote any purpose that is charitable according to the laws of England and Wales and for the benefit of the public as may from time to time be determined by the trustees.

6 Powers

The charity has power to do anything which is calculated to further its objects or any of them or is conducive or incidental to so doing, in exercise of which it shall at all times be guided by the Book of Christian Discipline.

In particular, the charity has power:

- (a) to raise funds from contributions, from legacies, from gifts and grants and other sources, from investments and the use of assets, and from the sale of goods or services provided the sale of such goods and services are in furtherance of FSSE's objects and in doing so, the charity must not undertake any taxable trading activity and must comply with any relevant regulations and laws;
- (b) to borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (e) to employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee or a person connected to a charity trustee only to the extent that it is permitted to do so by clause 10;
- (f) to deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (g) to set aside income as a reserve and to set aside funds for special purposes or as reserved against future expenditure;
- (h) to co-operate or to enter into partnerships or other arrangements with other charities which have similar objects;
- (i) to establish or support trusts or institutions formed for charitable purposes within FSSE's objects;
- (j) to obtain and pay for goods and services;
- (k) to pay an honorarium or remuneration to any of the persons appointed in accordance with article 15 and as approved by a general meeting (and in the case of any such

person who is also a trustee, the honorarium or remuneration shall be paid in respect of such person's appointment and services pursuant to article 15, not in respect of such person's appointment as a trustee);

- (l) to reimburse the reasonable expenses, incurred by any person, including the trustees, when acting for or on behalf of FSSE;
- (m) to open and operate bank accounts;
- (n) to effect insurance for the property and assets of the charity against any foreseeable risks and take out other insurances or insurance policies to protect the charity and also to effect indemnity insurance for the benefit of the trustees and any of them against the costs of a successful defence to a criminal prosecution or other proceedings (civil or criminal) brought against any or all of the trustees as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be in breach of trust or breach of duty;
- (o) to pay out of the funds of the charity the costs of forming and registering the charity both as a CIO and as a charity;
- (p) to make appointments as set out in these articles;
- (q) to establish one or more committees and to establish working groups for carrying out agreed programmes of work and other functions of the charity;
- (r) to make such other rules, and adopt such policies and procedures, as are necessary or desirable for the proper administration of FSSE and running of FSSE Events (but such rules, policies and procedures cannot override any powers or limitations in these articles);
- (s) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian and to pay any reasonable fees required;
- (t) subject to the other provisions of these articles to employ paid or unpaid agents or advisers;
- (u) to enter into contracts to provide services to or on behalf of other bodies;
- (v) to do anything else within the law which promotes or helps to promote the objects of the charity and to do any other lawful thing that is necessary or desirable for the achievement of the objects of FSSE.

At their discretion, the trustees may spend all or part of the capital of FSSE in furthering the objects of FSSE.

7 Income

The following shall apply:

- (a) the funds of FSSE shall be safeguarded by being deposited in one or more bank accounts, or by making other investments within the powers of the charity and in accordance with these articles;

- (b) any such bank account shall be held in the name of the charity and not in the name of any individual; and
- (c) the funds of FSSE shall be applied only in furthering the objects of the charity.

8 **Dissolution**

If at a general meeting of FSSE the members decide that it is necessary or advisable to dissolve FSSE or to amalgamate with another charitable body, the trustees shall have the power to realise any assets held by or on behalf of FSSE. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied in one or more of the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes with the same or similar objects as the charity;
- (b) directly for the objects or for charitable purposes which are within or similar to the objects; and
- (c) in such other manner consistent with charitable status as the Commission approves in writing in advance.

9 **Amendments**

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

- (a) This constitution can only be amended:
 - (i) by resolution agreed in writing by at least 75% of the members of the charity; or
 - (ii) by a resolution passed at a general meeting of the members of the CIO.
- (b) Any alteration of clause 5 (Objects), or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the charity or persons connected with them, requires the prior written consent of the Charity Commission.
- (c) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (d) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 60 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

10 **Application of income and property**

- (a) The income and property of the charity shall be applied solely towards the promotion of the objects.
- (b) A 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.

- (c) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, the Charities Act.
- (d) 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; subject to the other provisions of these articles, this does not prevent a member who is not also a trustee receiving reasonable and proper remuneration for any goods or services supplied to the charity.

11 **Members**

The members of FSSE shall be:

- (i) The trustees of FSSE;
- (ii) All persons appointed pursuant to Clause 15;
- (iii) All Adult Volunteers who attend the whole (or substantially the whole) of an FSSE Event which has been designated for this purpose by a members meeting;
- (iv) All Participants who attend the whole (or substantially the whole) of an FSSE Event which has been designated for this purpose by a members meeting;
- (v) Any person nominated by an Area Quaker Meeting to be the Area Quaker Meeting's representative to FSSE, provided that the Area Quaker Meeting has informed FSSE of the name of its representative; and
- (vi) Others agreed at a members' meeting, for a fixed period (agreed at the members meeting) not exceeding three years.

Appointment to membership pursuant to paragraphs (iii), (iv) and (vi) above shall take place at a members' meeting.

Membership of the CIO cannot be transferred.

12 **Period of membership**

- (a) The period of membership of each trustee shall begin when such trustee's term of service as a trustee begins, and shall continue until the end of the calendar year following the time at which they cease to serve as a trustee.
- (b) The period of membership of each person appointed to a post pursuant to Clause 15 shall begin when such person's term of service pursuant to Clause 15 begins, and shall continue until the end of the calendar year following the time at which such person ceases to hold the post concerned.
- (c) The period of membership of each member pursuant to paragraph (iii) or (iv) of Clause 11 shall begin when the person attends an FSSE Event, and shall continue until the end of the calendar year in which that FSSE Event which gave rise to such person becoming a member was held.
- (d) The period of membership of each person referred to in paragraph (v) of Clause 11 shall begin when the person's Area Quaker Meeting notifies FSSE of the name of that

person who is to represent the Area Quaker Meeting to FSSE, and shall continue until the person's term as representative to FSSE for that Area Quaker Meeting comes to an end, or the Area Quaker Meeting ceases to exist.

- (e) The period of membership of each person appointed as a member pursuant to paragraph (vi) of Clause 11 shall begin when the appointment is made (as recorded in minutes of the members meeting concerned), and shall continue until the end of the fixed term (not exceeding three years) agreed for this purpose at the members meeting.
- (f) Any member may terminate his or her membership with immediate effect by giving written notice to the clerk of FSSE.

13 **General meetings of members**

Meetings of FSSE members shall be held in the manner of Quaker meetings for church affairs and in the manner in which the Religious Society conducts its business. They are meetings for worship based on silence, carrying the expectation that God's guidance can be discerned if members are truly listening together and to each other. The unity that is sought depends on the willingness of all to seek the truth in each other's utterances.

The Clerk of FSSE bears the final responsibility for preparing the business for any meeting of FSSE members, conducting the meeting and drafting the minutes of each such meeting. Minutes are drafted by the Clerk of FSSE during the course of the meeting, but the final decision about whether the minute represents the sense of the meeting is the responsibility of the meeting itself, not of the Clerk of FSSE.

- (a) There is no voting in FSSE meetings, because the Religious Society believes that this would emphasise the divisions between differing views and inhibit the process of seeking to know the right way forward and the will of God as expressed in the sense of the meeting. Accordingly, members cannot demand a poll.
- (b) If the Clerk of FSSE is absent from any FSSE meeting, those entitled to be present shall choose one of their number to be clerk at that meeting.
- (c) FSSE meetings are open to all members.
- (d) the business and activities of general meetings shall at all times be conducted in accordance with the provisions of the Book of Christian Discipline, but only to the extent that provisions are not in conflict or inconsistent with the General Regulations or any provisions of the Charities Acts; and
- (e) No business shall be transacted at any general meeting unless a quorum is present. A quorum is three members of FSSE.

14 **Calling of general meetings**

- (a) The members of FSSE shall meet at such frequency, times and places as the trustees shall direct, with a minimum of one Annual General Meeting each calendar year;
- (b) The Clerk of FSSE may arrange for other meetings to be held if necessary;
- (c) the charity must hold its first Annual General Meeting within eighteen months after the date of its incorporation; and

- (d) At least 14 days' notice of any general meeting must be given to the members in advance of the meeting,

15 **Appointments**

- (a) Members, in a members meeting, shall appoint a clerk (the Clerk of FSSE), assistant clerk, treasurer, event co-ordinators and other management posts as the trustees consider are required.
- (b) Any such appointments shall be made for a fixed term generally not more than three years. Only in exceptional circumstances shall an appointee remain continuously in the same post for more than six years.
- (c) If at any time the trustees shall see the need to make an immediate appointment of the kind referred to in article 15(a) above, they shall be free to make such an appointment. Any such appointment shall be effective only until the next general meeting of the members of FSSE.

16 **Trustees**

- (a) Members, in a members meeting, shall appoint a body of trustees ordinarily containing not fewer than three nor more than fifteen persons
- (b) a majority of the trustees must be members of the Religious Society;
- (c) all trustees must be at least sixteen years of age;
- (d) trustees shall invite to their meetings the Clerk of FSSE, the treasurer, and such others as the trustees consider appropriate;
- (e) the appointments shall be reviewed at intervals not exceeding three years. Only in exceptional circumstances should a trustee can be reappointed on more than two occasions to give an unbroken term of service as a trustee of FSSE in excess of nine years. That person cannot then be reappointed as a trustee until three years have elapsed after the end of the last period of service in that capacity.
- (f) if at any time the number of trustees falls below three, then the trustees shall be free to co-opt and appoint one or more trustees with immediate effect in order to bring the number of trustees up to three or (as the case may be) to replace the trustee or trustees who has unexpectedly ceased to serve. Such an appointment shall be effective until the next general meeting.

17 **First charity trustees**

- (a) The first trustees of the CIO are:
 - Alan Pearmain;
 - Hannah Rignell;
 - Keith Walton (Clerk of Trustees);
 - Mat Paskins;
 - Philippa Stanger; and

Rob Johnson.

18 Retirement and removal of trustees

- (a) A charity trustee ceases to hold office if:
 - (i) the trustee notifies to the Clerk of Trustees a wish to be released from service as a trustee;
 - (ii) the trustee is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
 - (iii) the trustee is believed by a general meeting to have become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (iv) a resolution to remove the trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with Clauses 13 and 14, and the resolution is passed by the meeting; or
 - (v) the trustee comes to the end of his or her term of service or retires (and is not reappointed) under article 16(e).

19 Meetings and proceedings of the trustees

- (a) Any charity trustee may call a meeting of the charity trustees. The charity trustees shall decide how their meetings are to be called, and what notice is required.
- (b) The trustees shall conduct their meetings according to the Quaker business method as described in the Book of Christian Discipline.
- (c) The trustees shall appoint from among their number a clerk (the Clerk of Trustees) who shall not be the same person as the Clerk of FSSE. The Clerk of Trustees or (if the Clerk of Trustees is unable or unwilling to do so or otherwise unavailable) some other trustee chosen by the trustees present shall preside as clerk at each meeting.
- (d) The trustees shall ordinarily hold at least two meetings each year. Meetings of the trustees may be called at any time by the chair of trustees or by any two trustees (one of whom may be the chair) upon not less than fourteen days' notice being given to the other trustees of the matters to be discussed. This period of notice may be waived with the consent of all trustees.
- (e) A quorum of a meeting of the trustees is at least two or the number nearest to one third of the trustees (if greater).
- (f) A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other trustees.
- (g) Minutes are to be made in the meeting and accepted and signed in accordance with Quaker business method as set out in the Book of Christian Discipline. The trustees shall keep minutes of the proceedings at meetings of the trustees and of any committee.

20 **Use of electronic communications**

- (a) Any member or charity trustee of the charity, by providing the charity with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO 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 provide the members with the notice referred to in clause 14(d) (Notice of general meetings);

21 **Power of trustees to delegate**

- (a) The trustees may constitute committees and delegate any of their powers or functions to a committee or committees.
- (b) Each committee must include one or more trustees as members thereof, but may also include others who are not themselves trustees, and the terms of any such delegation must be recorded by minute.
- (c) The trustees may impose conditions when so constituting and delegating, to a committee including conditions that:
 - (i) the relevant powers are to be exercised exclusively by the committee to which they are delegated;
 - (ii) no expenditure may be incurred except in accordance with a budget previously agreed with the trustees.
- (d) The trustees may revoke or alter a delegation.
- (e) All acts and proceedings of any such committee must be fully and promptly recorded in minutes and reported to the trustees.

22 **Annual report and accounts and records**

- (a) The charity trustees must comply with the requirements of the Charities Act 2011 with 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 charity, within 10 months of the financial year end.
- (b) The trustees must keep records of:
 - (i) all appointments of officers made by the charity trustees;
 - (ii) all proceedings at general meetings of the charity;
 - (iii) minutes of all meetings of the charity trustees in accordance with 19(g); and
 - (iv) decisions made by the charity trustees otherwise than in meetings.

23 Benefits and payments to charity trustees and connected persons

(a) General provisions

No charity trustee or connected person may:

- (i) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (ii) sell goods, services, or any interest in land to the CIO;
- (iii) be employed by, or receive any remuneration from, the CIO;
- (iv) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (b) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

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

- (i) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (ii) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (iii) Subject to sub-clause (c) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to
 - (iv) the CIO by the charity trustee or connected person.
- (v) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(c) Payment for supply of goods only – controls

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

- (i) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").
- (ii) 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.

- (iii) The other charity trustees are satisfied that it is in the best interests of the CIO 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.
 - (iv) 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 CIO.
 - (v) 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.
 - (vi) The reason for their decision is recorded by the charity trustees in the minute book.
 - (vii) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 23.
- (d) In sub-clauses (b) and (c) of this clause:
- (i) “the CIO” includes any company in which the CIO:
 - (A) holds more than 50% of the shares; or
 - (B) controls more than 50% of the voting rights attached to the shares; or
 - (C) has the right to appoint one or more directors to the board of the company.

24 **Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not participate in any decision of the charity trustees on the matter.