

Constitution of the Society of Recorder Players (UK)

Adopted on the 20.....

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in this constitution.

2. Name

The association's name is **The Society of Recorder Players (SRP)** (and in this document it is called the SRP).

3. Objects

The objects of the Society shall be the education of the public in the study, practice and appreciation of the art of music and the allied arts and in particular (without prejudice to the generality of the foregoing) the promotion of the education of the public in the study, practice and appreciation of the recorder and its repertoire.

The SRP operates and is required to register as a charity in a number of jurisdictions.

Nothing in the articles will authorise an application of the property of the charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable", or the words "charitable purposes" in force in any part of the United Kingdom and/or the Republic of Ireland and/or the European Union or elsewhere.

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales, and Scotland.

4. Application of income and property

4.1 The income and property of the SRP must be applied solely towards the promotion of the purposes.

4.1.1 An SRP trustee is entitled to be reimbursed from the property of the SRP or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the SRP.

4.1.2 An SRP trustee may benefit from trustee indemnity insurance cover purchased at the SRP's expense in accordance with, and subject to the conditions in, section 93 of the Charities Act 2011.

4.2 None of the income or property of the SRP may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the SRP. This does not prevent a member who is not also a trustee from receiving:

- (a) a benefit from the SRP in the capacity of a beneficiary of the SRP;

(b) reasonable and proper remuneration for any goods or services supplied to the SRP.

5. Benefits and payments to SRP trustees and connected persons

5.1 General provisions: No SRP trustee or connected person may, in their work as a trustee:

- (a) buy or receive any goods or services from the SRP on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the SRP;
- (c) be employed by, or receive any remuneration from, the SRP;
- (d) receive any other financial benefit from the SRP;

unless the payment is permitted by sub-clause 5.2, or authorised by the court or the Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 Circumstances in which trustees or connected persons may benefit:

- (a) An SRP trustee or connected person may receive a benefit from the SRP in the capacity of a beneficiary of the SRP provided that only a minority of the trustees benefit in this way.
- (b) An SRP 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 SRP where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to clause 5.3 an SRP trustee or connected person may provide the SRP with goods that are not supplied in connection with services provided to the SRP by the SRP trustee or connected person.
- (d) An SRP trustee or connected person may receive interest on money lent to the SRP at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) An SRP trustee or connected person may receive rent for premises let by the trustee or connected person to the SRP. The amount of the rent and the other terms of the lease must be reasonable and proper. The SRP 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) An SRP trustee or connected person may take part in the normal trading and fundraising activities of the SRP on the same terms as members of the public.

5.3 Payment for the supply of goods only – conditions

The SRP and SRP trustees may only rely upon the authority provided by sub-clause 5.2 (c) if each of the following conditions is satisfied:

- i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the SRP and the SRP 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 SRP.
- ii. The amount or maximum of the payment for the goods in question does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- iii. The other SRP trustees must be satisfied that it is in the best interests of the SRP to contract with the supplier rather than someone who is not an SRP trustee or connected person. In reaching that decision, the SRP trustees must balance the advantage of contracting with an SRP trustee or connected person against the disadvantages of doing so.
- iv. The supplier must be absent from the part of the 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 SRP.
- v. The supplier must not vote on any such matter and must not be counted when calculating whether a quorum of trustees is present at the meeting.
- vi. The SRP trustees must have had regard to any guidance given by the Commission concerning the making of such agreements before entering into an agreement with the supplier.
- vii. The reason for their decision must be recorded by the SRP trustees in the minute book.
- viii. The number of SRP trustees in receipt of remuneration or payments authorised by clause 5 or connected to a supplier must form a minority of those then in office.

5.4 In sub-clauses 5.2 and 5.3:

(a) 'the SRP' includes any company in which the SRP:

- i. holds more than 50% of the shares; or
- ii. controls more than 50% of the voting rights attached to the shares; or
- iii. has the right to appoint one or more trustees to the board of the company.

(b) 'connected person' includes any person within the definition set out in clause 35 (Interpretation).

6. Dissolution of the SRP

6.1 If the members resolve to dissolve the SRP, the trustees will remain in office as SRP trustees and be responsible for winding up the affairs of the SRP in accordance with this clause.

6.2 The trustees must collect in all the assets of the SRP and must pay or make provision for all the liabilities of the SRP.

6.3 The trustees must apply any remaining property or money:

- (a) directly for the Objects of the SRP;
- (b) by transfer to any charity or charities for purposes the same as or similar to the SRP;
- (c) in such other manner as the Charity Commission for England and Wales ('the Commission') and the Charity Regulator of Scotland may approve in writing in advance.

6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the SRP specifying the manner in which the trustees are to apply the remaining property or assets of the SRP and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause 6.3 above.

6.5 In no circumstances must the net assets of the SRP be paid to or distributed among the members of the SRP (except to a member that is itself a charity).

6.6 The trustees must notify the Commission promptly that the SRP has been dissolved. If the trustees are obliged to send the SRP's accounts to the Commission for the accounting period, which ended before its dissolution, they must send the Commission the SRP's final accounts.

7. Amendment of constitution

7.1 The SRP may amend any provision contained in Part 1 of this constitution provided that:

- (a) no amendment may be made that would have the effect of making the SRP cease to be a charity at law;
- (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the SRP;
- (c) no amendment may be made to clauses 3, 4, 5, 6 or clause 7 without the prior written consent of the Commission;
- (d) any resolution to amend a provision in Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

7.2 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 the members present and voting at a general meeting.

7.3 A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

7.4 No alteration of this constitution or any special resolution has retrospective effect to invalidate any prior act of the trustees.

PART 2

8. Membership

8.1 Individuals of any age or organisations who agree to abide by the rules of the Society are eligible to apply for membership. Such applications may be approved either by the Trustees or by the branch officials to whom the Trustees have delegated the power of approval as appropriate. Members under the age of 18 cannot be a trustee, nor are they able to vote at the annual Conference.

8.2 (a) The trustees or branch officials may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the SRP to refuse the application.

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

8.2 (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 and is final.

8.3 Membership is not transferable to anyone else. The trustees must keep a register of names and addresses of the members.

9. Termination of membership

9.1 Membership is terminated if:

- (a) the member dies or, if it is an organisation, ceases to exist;
- (b) the member resigns by written notice to the SRP unless, after the resignation, there would be fewer than two members;
- (c) any sum due from the member to the SRP is not paid in full within four months of it falling due;
- (d) the member is removed from membership by a resolution of the trustees that it is in the best interests of the SRP that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the SRP) has been allowed to make representations to the meeting.

10. Delegate's Conferences

10.1 The SRP must hold a Conference within twelve months of the date of the adoption of this constitution.

10.2 An annual Conference must be held in each subsequent year and not more than fifteen months may elapse between successive annual Conferences.

10.3 All general meetings other than the annual Conference must be called extraordinary Conferences.

10.4 The trustees may call an extraordinary Conference at any time.

10.5 The trustees must call an extraordinary Conference 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 Conference within two calendar months of the request, the members may proceed to call an extraordinary Conference but in doing so they must comply with the provisions of this constitution.

11. Notice of Conference

11.1 The minimum period of notice required to hold any Conference of the SRP is four weeks from the date on which the notice is deemed to have been given.

11.2 A Conference may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

11.3 The notice must specify the date, time and place of the Conference and the general nature of the business to be transacted. If the meeting is to be an annual Conference, the notice must say so.

11.4 The notice must be given to all the members and to the trustees.

12. Quorum at Conferences

12.1 No business shall be transacted at any Conference unless a quorum is present.

12.2 A quorum is 50% of persons entitled to vote, as defined in 15.3, upon the business to be conducted at the Conference.

12.3 If a quorum is not present within half an hour from the time appointed for the Conference; or during a Conference a quorum ceases to be present, the Conference must be adjourned to such time and place as the trustees determine.

12.4 The trustees must re-convene the Conference and must give at least seven clear days' notice of the re-convened Conference stating the date time and place of the Conference.

12.5 If no quorum is present at the re-convened Conference within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that Conference.

13. Chairperson of Conference

13.1 Conferences must be chaired by the person who has been elected as Chair of the SRP.

13.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the Conference a trustee nominated by the trustees must chair the Conference.

13.3 If there is only one trustee present and willing to act, he or she must chair the Conference.

13.4 If no trustee is present and willing to chair the Conference within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the Conference.

14. Adjournments of Conferences

14.1 The members present at a Conference may resolve that the Conference must be adjourned.

14.2 The trustees must decide the date, time and place at which Conference is to be re-convened unless those details are specified in the resolution.

14.3 No business shall be conducted at an adjourned Conference unless it could properly have been conducted at the Conference had the adjournment not taken place.

14.4 If a Conference is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the re-convened Conference stating the date time and place of the Conference.

15. Votes at Conferences

15.1 Each person entitled to vote has one vote but if there is an equality of votes the person who is chairing the Conference then also has a casting vote.

15.2 A resolution in writing signed by each person (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 Conference is effective. It may comprise several copies each signed by or on behalf of one or more members.

15.3 The Trustees, holders of other named roles and each Branch Delegate shall be entitled to vote at any Conference.

16. Representatives of other bodies

16.1 Any organisation that is a member of the SRP may nominate any person to act as its representative at any Conference of the SRP.

16.2 The organisation must give written notice to the SRP of the name of its representative. The nominee is not entitled to represent the organisation at any meeting unless the notice has been received by the SRP. The nominee may continue to represent the organisation until written notice to the contrary is received by the SRP.

16.3 Any notice given to the SRP will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The SRP is not required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and trustees

17.1 The SRP and its property must be managed and administered by the trustees. The officers and other trustees are the trustees of the SRP and in this constitution are together called 'the trustees'.

17.2 The SRP must have the following officers:

- (a) A chairperson
- (b) A secretary
- (c) A treasurer
- (d) A membership secretary.

17.3 A trustee must be a member of the SRP or the nominated representative of an organisation that is a member of the SRP.

17.4 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.

17.5 The number of trustees must not be less than three but (unless otherwise determined by a resolution of the SRP in Conference) will not be subject to any maximum.

17.6 The trustees (including officers) must be those persons elected as trustees and officers at the Conference at which this constitution is adopted.

17.7 A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. Appointment of trustees

18.1 The SRP in Conference must elect the officers and the other trustees.

18.2 The trustees may co-opt any person who is willing to act as a trustee, in order to fill a vacant post. Subject to 18.5(b), they may also appoint trustees to act as officers.

18.3 Each of the trustees must retire with effect from the conclusion of the Conference after a five-year term but is eligible for re-election at that Conference. No trustee may hold their post or serve as a trustee for more than ten consecutive years.

18.4 No-one may be elected a trustee or an officer at any Conference unless prior to the Conference the SRP is given a notice that:

- (a) is signed by two members;
- (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

18.5 (a) The appointment of a trustee, whether by the SRP in Conference or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution and the rules of the SRP as the maximum number of trustees.

(b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

19. Powers of trustees

19.1 The trustees must manage the business of the SRP and have the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the SRP. In exercising this power, the trustees must comply as appropriate with any provisions of the Charities Act for the time being in force;
- (d) to borrow money and to charge the whole or any part of the property belonging to the SRP as security for repayment of the money borrowed. In exercising this power, the trustees must comply as appropriate with any provisions of the Charities Act for the time being in force, if it wishes to mortgage land;
- (e) to deposit or invest funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable objects included in the objects;
- (h) to acquire, merge with or enter into any partnership or joint venture arrangement with any other organisation formed for similar objects;
- (i) to set aside income in the Society's Central Fund as a reserve against future expenditure but only in accordance with a written policy about reserves
- (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the SRP;
- (k) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds 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;
- (l) to do all such other lawful things as are necessary for the achievement of the Objects.

19.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

19.3 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.

20. Proceedings of trustees

20.1 The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

20.2 Any trustee may call a meeting of the trustees.

20.3 The secretary must call a meeting of the trustees if requested to do so by a trustee.

20.4 Questions arising at a meeting must be decided by a majority of votes.

20.5 Every trustee present at a meeting shall have one vote. Any resolution shall require a simple majority of those present and voting.

20.6 In the case of an equality of votes, the person who chairs the meeting has a second or casting vote.

20.7 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.

20.8 The quorum must 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.

20.9 A trustee must not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

20.10 If the number of trustees is fewer 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.

20.11 The person elected as the Chair of the SRP must chair meetings of the trustees.

20.12 If the Chair of the SRP 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.

20.13 Any person appointed to chair a meeting or meetings of the trustees must have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.

20.14 A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.

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

21. Disqualification and removal of trustees

21.1 A trustee must cease to hold office if he or she:

- (a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a member of the SRP;
- (c) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a SRP trustee and may remain so for more than three months;
- (d) resigns as a trustee by notice to the SRP (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

- (e) is absent without the permission of the trustees from three consecutive meetings and the trustees resolve that his or her office be vacated.

21.2 Every trustee present at a trustees meeting shall have one vote. Any resolution (except those referred to below) shall require a simple majority of those present and voting and in the case of an equality of votes the chair of the meeting shall have the casting vote. However, the following resolutions shall require the vote of at least three quarters of those present and voting:

- (a) resolution to terminate or to refuse to renew the membership of a member of the Society. If passed, any existing membership shall cease immediately;
- (b) a resolution to remove an officer or trustee of the Society from any position they may hold. If passed, the officer or trustee shall cease immediately to hold any position to which the resolution applies;
- (c) No such resolution as aforesaid shall be passed until the individual concerned shall have been given the opportunity to state his/her case to the trustees orally or in writing to renew or continue his/her membership.

22. Conflicts of interests and conflicts of loyalties

An SRP 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 SRP or in any transaction or arrangement entered into by the SRP which has not been previously declared; and
- (b) absent himself or herself from any discussions of the SRP trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the SRP and any personal interest (including but not limited to any personal financial interest).

Any SRP 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 SRP trustees on the matter.

23. Saving provisions

23.1 Subject to sub-clause 23.2, all decisions of the SRP trustees, or of a Sub-Committee of the SRP trustees, shall be valid notwithstanding the participation in any vote of an SRP 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 SRP trustee and that SRP trustee being counted in the quorum, the decision has been made by a majority of the SRP trustees at a quorate meeting.

23.2 Sub-clause 23.1 does not permit an SRP trustee to keep any benefit that may be conferred upon him or her by a resolution of the SRP trustees or of a Sub-Committee of SRP trustees if, but for sub-clause 23.1, the resolution would have been void, or if the SRP trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

24.1 The trustees may delegate any of their powers or functions to a Sub-Committee of two or more trustees but the terms of any such delegation must be recorded in the minute book

24.2 The trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the Sub-Committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the SRP except in accordance with a budget previously agreed with the trustees.

24.3 The trustees may revoke or alter a delegation or delegated powers.

24.4 All acts and proceedings of any Sub-Committees must be fully and promptly reported to the trustees.

25. Irregularities in proceedings

25.1 Subject to sub-clause 25.2, all acts done by a meeting of trustees, or of a Sub-Committee of trustees, are 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 the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

25.2 Sub-clause 25.1 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 Sub-Committee of trustees if the resolution would otherwise have been void.

25.3 No resolution or act of

- (a) the trustees
- (b) any Sub-Committee of the trustees
- (c) the SRP in Conference

is 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 SRP.

26. Minutes

26.1 The trustees must keep minutes of all:

- (a) appointments of officers and trustees made by the trustees;
- (b) proceedings at Conferences and trustee meetings of the SRP;

- (c) meetings of the trustees and Sub-Committees of trustees including:
 - i. the names of the trustees present at the Conference/meetings;
 - ii. the decisions made at the Conferences/meetings, and, where appropriate, the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

27.1 The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the SRP;
- (b) the preparation of annual statements of account for the SRP;
- (c) the transmission of the statements of account to the Commission;
- (d) the preparation of an Annual Report and its transmission to the Commission;

27.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered particulars

The trustees must notify the Commission promptly of any changes to the SRP's entry on the register of charities.

29. Property

29.1 The trustees must ensure the title to:

- (a) all land held by or in trust for the SRP that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the SRP, 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.

29.2 The terms of the appointment of any holding trustees must provide that they must 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 SRP.

29.3 The trustees may remove the holding trustees at any time.

30. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the SRP (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.

31. Notices

31.1 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.

31.2 The SRP 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
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

31.3 A member who does not register a postal or electronic address with the SRP is not entitled to receive any notice from the SRP.

31.4 A member present in person at any meeting of the SRP is deemed to have received notice of the meeting and of the purposes for which it was called.

31.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given.

31.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators is conclusive evidence that the notice was given.

31.7 A notice is 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.

32. Rules

32.1 The trustees may from time to time make rules or bye-laws for the conduct of their business.

32.2 The rules or bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the SRP (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 SRP in relation to one another, and to the SRP's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the SRP's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at Conferences 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 SRP to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

32.3 The SRP in Conference has the power to alter, add to or repeal the rules or bye-laws.

32.4 The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the SRP.

32.5 The rules or bye-laws must be binding on all members of the SRP. No rule or bye-law shall affect or repeal anything contained in this constitution.

33. Disputes

If a dispute arises between members of the SRP 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. Duty of care and extent of liability

34.1 When exercising any power (whether given to them by this constitution, or by statute, or by any rule of law) in administering or managing the SRP, each of the trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ('the duty of care').

34.2 No trustee, and no one exercising powers or responsibilities that have been delegated by the trustees, are liable for any act or failure to act unless, in acting or in failing to act, he or she has failed to discharge the duty of care.

35. Interpretation

In this constitution 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - i. by the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii. by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - i. the SRP trustee or any connected person falling within sub-clauses (a) to (b) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (e) (i) who, when taken together, have a substantial interest.
- (f) Sections 350-352 the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

Signatures

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