

# Model constitution

for local Mencap and  
Gateway groups

affiliated group	mencap
------------------	--------

# Model Constitution

(References to Societies or Clubs should be deleted as appropriate)

## 1. NAME AND AFFILIATION

(a) The name of the Charity shall be the

.....

.....("the Society/Club")

(b) The Society/Club shall seek affiliation to Royal Mencap Society(hereinafter called "the Royal Society") in accordance with the Articles of Association of the Royal Society and during affiliation the Society/the Club will observe the terms of affiliation for affiliated members published by the Royal Society from time to time.

## **2. OBJECTS**

The objects of the Society/Club are:

- (a) The relief of people with a learning disability in particular by the provision of help and support for them and for their families, dependants and carers, and to prevent learning disabilities for the public benefit and to advance religion amongst persons with a learning disability; and
- (b) To provide or assist in the provision of facilities for the recreation or other leisure time occupation for people who have need thereof by reason of learning disability with the object of improving their conditions of life.

“learning disability” means any developmental disability of the mind and any associated condition howsoever caused and whether mild, moderate or severe.

## **3. POWERS**

In order to attain the above objects, but not otherwise, the Society/Club may (but need not) exercise the following powers :

- (a) To increase public awareness and understanding of the abilities of people with a learning disability, their problems and needs and those of their families, dependants and carers, in order to assist their integration in society.
- (b) To encourage mutual help and co-operation between families, dependants and carers of people with learning disabilities (particularly within the geographical vicinity of the Society/Club) and also between them and other agencies and individuals who work for and with them.
- (c) To assist and promote the Royal Society, its members and groups (taking into account the work and resources of the Society/Club) in order to achieve mutual or similar objects.
- (d) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Society/Club or of similar charitable objects and to exchange information and advice with them.
- (e) To raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided

that in raising funds the Society/Club shall not undertake any permanent activities of a trading nature except those allowed by charity law<sup>1</sup>.

<sup>1</sup> For example, running a shop selling donated goods is not considered trading in charity law. Similarly, running a sheltered workshop for the fulfilment of a charity's objects is allowable trading in charity law.

- (f) To invest the money of the Society/Club not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit.
- (g) To employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Executive Committee shall decide provided that no paid member of staff shall also be a member of the Executive Committee.
- (h) To appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Executive Committee shall think fit.
- (i) To borrow or raise money in such manner and upon such terms as the Society/Club shall think fit and, for the purpose of securing any debt or other obligation of the Society/Club, to mortgage or charge all or part of the property of the Society/Club.
- (j) To buy, take on lease or in exchange any buildings and/or land and to maintain and equip such buildings and/or land for use and to sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law.
- (k) To undertake or accept any trusts or obligations.
- (l) To do all such other lawful things as shall further the attainment of the above objects.

#### **4. MEMBERSHIP AND SUBSCRIPTIONS**

- (a) Membership of the Society/Club shall be open to all people (whether with or without a learning disability) who declare their support for and are in sympathy with the objects stated above.
- (b) Membership shall be granted to those individuals who submit an application in a form prescribed by the Executive Committee provided that applicants meet the membership criteria contained in sub-clause (a) above and pay any subscriptions or payments required under sub-clause (c) below. Membership lists may, however, be closed at the

Executive Committee's discretion if facilities for members would otherwise become inadequate.

- (c) The Executive Committee may (but need not) decide an annual subscription or other payment(s) for membership provided that in individual cases of hardship it may waive the requirement to pay the subscription or payment(s). It may also make provision for life, honorary and group memberships at its discretion.
- (d) A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Executive Committee). Entry in that list shall be conclusive evidence that any person is or is not a member.
- (e) Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.
- (f) Every member aged 18 or over shall have one vote.
- (g) The Executive Committee may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a relative, friend or advocate (if wished), before a final decision is made.
- (h) The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Executive Committee or who has failed without good reason to pay a subscription six calendar months or more after a request for its payment has been made or who has resigned in writing from membership.
- (i) Family subscriptions may be approved by the Executive Committee and in such circumstances each family member aged 18 or over shall have one vote. The list of members will be marked to show the voting rights of each family member once the first subscription, if any, has been paid. Families shall mean members of a household living at one address and may, at the discretion of the Executive Committee, include group homes.

## **5. HONORARY OFFICERS**

The Honorary Officers shall consist of a Chair, one or more Vice-Chair, a Treasurer and Secretary and such other officers as the Society/Club may decide. They shall be elected from the membership

at the Annual General Meeting in accordance with Clause 7 of this Constitution and shall hold office from the end of the Annual General Meeting at which they are elected until the next Annual General Meeting when they shall be eligible for re-appointment.

## 6. PATRON(S), PRESIDENT AND VICE PRESIDENT

Patron(s), a President and Vice President (s) may be appointed by the Society/Club. Any such appointments shall be decided by the membership at any General Meeting. A person so appointed shall have no voting rights except where such a person is also a member of the Society/Club. A person so appointed shall also not be eligible to stand for election to the Executive Committee at an Annual General Meeting but may be co-opted as an Executive Committee member by the Executive Committee itself in accordance with the procedure set out in Clause 7 of this Constitution.

### FOR CLUBS

#### CLUB LEADER

At its first meeting after the Annual General Meeting, the Executive Committee may appoint from among the members of the Club an unpaid Club Leader whose duties shall be prescribed by the Executive Committee and who shall hold office from the conclusion of that meeting for the period specified by the Executive Committee and agreed with the Club Leader.

## 7 EXECUTIVE COMMITTEE

Composition and procedure for appointment

- (a) Unless otherwise decided by the members at a general meeting, the maximum number of members of the Executive Committee shall be twelve.

### For Societies

- (b) The Executive Committee shall consist of the following persons any of whom may have learning disabilities:
- (i) the Honorary Officers of the Society described in Clause 5 of this Constitution and

### For Clubs

- The Executive Committee shall consist of the following persons, any of whom may have learning disabilities:
- (i) the Honorary Officers of the Club described in Clause 5 of this Constitution and

- |   |   |
|---|---|
| (ii) .....(insert a number which should not be less than 4) members of the Society who shall be elected at an Annual General Meeting and  | (ii) not more than two members of the local Society or Societies (if any) being affiliated to the Royal Society appointed by the local Society's Executive Committee and  |
| (iii) co-opted members (who may but need not be members of the Society) being persons having a special interest in and qualifications for furthering the work of the Society appointed in accordance with sub-clause (c) below. | (iii) the Club Leader for the time being (for so long as his or her appointment as Club Leader continues) and   |
|   | (iv) not less than two Club members who shall be elected at an Annual General Meeting and   |
|   | (v) co-opted members (who may but need not be members of the Club) being persons having a special interest in and qualifications for furthering the work of the Club appointed in accordance with sub-clause (c) below. |

- (c) The Executive Committee may at any time appoint a co-opted member to fill a vacancy provided that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause 10 of this Constitution and shall take effect from the end of that meeting unless the appointment is to fill a place not then vacated in which case the appointment shall take effect on the date when the place becomes vacant.
- (d) At the end of each Annual General Meeting all the members of the Executive Committee (with the exception of the Club Leader) shall retire from office but they may be re-elected or re-appointed.
- (e) If a vacant position on the Executive Committee is not filled through election or re-election at the Annual General Meeting the following provisions apply:

- (i) If the position is that of an Honorary Officer the person who has retired under sub-clause 7(d) shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
- (ii) If the position is not that of an Honorary Officer, the individuals in the same sub-category of membership of the Executive Committee under sub-clause 7(b) who have retired under sub-clause 7(d) shall be deemed re-appointed unless the meeting resolves that he/she/they should not be deemed re-appointed or he/she/they are not willing to act. If there are more persons in each category than there are vacancies, the persons deemed re-appointed shall be those who have served the shortest time on the Executive Committee, and if any have served for the same period of time, the order of priority shall be determined by lot.
- (iii) This sub-clause 7(e) does not apply to appointments by the Executive Committee under sub-clause 7(c) above.
- (f) Members of the Executive Committee appointed at an Annual General Meeting shall take office from the end of that meeting.
- (g) Written nominations for appointment as Honorary Officers or for other vacancies shall be required at least seven days before the Annual General Meeting provided that, if no such nominations for a particular vacancy are so received, nominations made at the meeting for that vacancy shall be valid.

The Secretary shall inform the membership of a forthcoming Annual General Meeting at least twenty-one days before its date in accordance with Clause 15 of this Constitution and shall invite nominations for election to the Executive Committee at that time. Any member of the Society/Club shall be entitled to submit nominations. Consent of all members so nominated will be required.

- (h) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (i) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of Clause 8.
- (j) No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until he

or she has signed a declaration of acceptance of willingness to act in the trusts of the Society/Club as set out in this Constitution<sup>2</sup>.

2 The purpose of this requirement is to ensure that individual Executive Committee members are aware of their duties and powers as contained in the Constitution and that they are charity trustees.

#### Expenses of members of the Executive Committee

- (k) The members of the Executive Committee may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of members of the Executive Committee or committees of members of the Executive Committee or other general meetings or separate meetings relevant to their work as charity trustees or the work of the Society/Club or otherwise in connection with the discharge of their duties.

### **8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

A member of the Executive Committee shall cease to hold office if he or she:

- (a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)<sup>3</sup>

3 Section 72 of the Charities Act basically prevents a person who has been convicted of offences involving dishonesty or fraud, who has been bankrupt or previously removed from the office of charity trustee or company director because of mismanagement from standing or continuing as a charity trustee. It should be consulted in detail if a person might fall within it.

- (b) becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;
- (c) is absent without the permission of the Executive Committee from all their meetings held within a period of six months provided that these constitute at least two consecutive meetings and the Executive Committee resolves that his or her office be vacated;
- (d) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);
- (e) if he or she is removed from office by resolution of a Special General Meeting called under Clause 16(b), provided that pending the holding of such Special General Meeting a majority of the other members of the Executive Committee shall have power to suspend the Executive Committee member from office by written notice served on him or her. If the Executive Committee member is not removed from office at the Special General Meeting his or her suspension will cease; or

- (f) if he or she is removed from office pursuant to Clause 9.

## **9. SUSPENSION FROM MEMBERSHIP OF THE EXECUTIVE COMMITTEE BY THE ROYAL SOCIETY AND SUBSEQUENT REMOVAL**

- (a) A member of the Executive Committee may be suspended from office if written notice is served by the Chair of the Royal Society on the Society/Club exercising the power of suspension contained in sub-clause (b) below.
- (b) The power of suspension may be exercised if the Chair of the Royal Society considers that the individual member of the Executive Committee has acted in a way which might damage the reputation of the Society/Club and either:
  - (i) A member or members of the Executive Committee of the Society/Club invites the Royal Society to become involved or
  - (ii) The Royal Society becomes aware, by any means, of circumstances which cause its Chair to be of the opinion that the Royal Society's involvement is necessary to protect the reputation of the Society/Club.
- (c) Immediately the power of suspension has been exercised the grounds on which the power of suspension has been exercised and any other relevant issues shall be investigated by a committee comprising:
  - (i) at least two trustees of the Royal Society (including if possible at least one member of the Royal Society's Governance Committee); and
  - (ii) two members of the Society/Club appointed by either the remaining members of the Executive Committee of the Society/Club or, if there are none, by the members of the Society/Club at a Special General Meeting called by the Royal Society.

The investigation shall be carried out in accordance with procedures drawn up by the Royal Society from time to time (which shall be available to all Executive Committee members) subject to such amendments as the committee shall decide. The procedures of the committee shall provide for a timetable and will include an opportunity for the individual Executive Committee member(s) concerned to make representations either in person (where he or she

- may, if he or she wishes, be assisted by a friend, relative or advocate) or in writing.
- (d) Following the investigation the findings and recommendations of the committee shall be reported to the members of the Society/Club at a Special General Meeting called to decide whether to remove or reinstate the Executive Committee member(s). The Special General Meeting may be called by the members of the Society/Club or by the Royal Society under Clause 16(c). The individual Executive Committee member(s) concerned shall have the right to address the Special General Meeting.
  - (e) Any Executive Committee member removed by the members as a result of this process may ask for the procedures of the investigating committee to be reviewed by a specially constituted committee appointed by the National Assembly of the Royal Society. Such committee shall report its findings and recommendations to the members of the Society/Club.
  - (f) If the Royal Society is of the opinion that the suspension of all of the Executive Committee is necessary to protect the reputation of the Society/Club, the Chair of the Royal Society may serve notice in accordance with this Clause 9 on all members of the Executive Committee. Prior to the replacement or reinstatement of the Executive Committee the Royal Society shall have power to appoint any three individuals whom it considers appropriate to exercise the powers of the Executive Committee.
  - (g) If a member of the Executive Committee is also an employee the suspension or termination of his or her membership of the Executive Committee will be without prejudice to his or her employment rights as against the Society/Club.
  - (h) For the avoidance of doubt the procedures contained in this Clause 9 override the Executive Committee's powers and members' own powers of suspension and removal contained in Clauses 8(e) and 16 (b) of this Constitution.

## **10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall be the governing body of the Society/Club and shall control the management and direction of the affairs of the Society/Club and, as a result, its members constitute the charity trustees of the Society/Club<sup>4</sup>.

4 The Committee forms the charity trustees of the Society/Club and, therefore has the duties contained in charity law as well as in its Constitution. All trustees need to be aware of these duties. Guidance on them is available from the Charity Commission.

- (b) The Executive Committee shall hold at least four quarterly ordinary meetings each year. At least seven days' notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than four days' notice being given to other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (c) The Chair shall act as chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (d) There shall be a quorum when at least three members of the Executive Committee are present at a meeting.
- (e) The continuing Executive Committee members or a sole continuing Executive Committee member may act notwithstanding any vacancies in their number, but, if the number of Executive Committee members falls to less than three the continuing Executive Committee member(s) may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
- (f) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- (g) The Executive Committee shall keep minutes, in a permanent form, of the proceedings at meetings of the Executive Committee and any sub-committees.
- (h) The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- (i) The Executive Committee may appoint one or more sub-committees consisting of three or more persons (the majority of whom must be members of the Executive Committee) for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts

and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee and that minutes of meetings shall be kept as set out in sub-clause (g) above.

- (j) The Executive Committee shall appoint a Representative Member to exercise any right of the Society/Club under the terms of its affiliation to the Royal Society. The Representative Member shall be a member of the Society/Club but need not necessarily be a member of the Executive Committee. He or she will act at the direction of the Executive Committee and his or her appointment can be terminated by the Executive Committee at any time, at its discretion, or if the Royal Society requires his or her replacement under the powers given to it in its own Articles of Association<sup>5</sup>.

<sup>5</sup> See Article 3 of the Royal Society's Articles of Association.

## **11. RECEIPTS AND EXPENDITURE**

- (a) The funds of the Society/Club including all donations, contributions and bequests shall be paid into an account in the name of the Society/Club at such bank as the Executive Committee shall from time to time decide. All the accounts shall be operated in accordance with the instructions of the Executive Committee.
- (b) The funds belonging to the Society/Club shall be applied only in furthering the objects.

## **12. PROPERTY**

- (a) The Executive Committee shall cause the title to all land held by or in trust for the Society/Club which is not vested in the Official Custodian for Charities and all investments held by or on behalf of it to be vested either in a corporation entitled to act as custodian trustee or not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their absolute discretion and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of it.
- (b) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Society/Club, the Executive Committee may permit any investments held by or in trust for the Society/Club to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such

stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **13. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

#### For Societies and Clubs

- (a) Subject to sub-clause (k) of Clause 7 except with the prior written approval of the Charity Commissioners no member of the Executive Committee may:
- (1) receive any benefit in money or in kind from the Society/Club; or
  - (2) have a financial interest in the supply of goods or services to the Society/Club; or
  - (3) acquire or hold any interest in property of the Society/Club (except in order to hold it as a trustee of the Society/Club)

#### For Clubs only

- (b) Sub-clause (a) above does not prevent any Executive Committee Members or their relatives from using the facilities of the Club or participating in any of its activities and does not prevent them from voting on the provision to them or their relatives of such facilities and activities, provided that in doing so they vote in a manner which is in the best interests of the Club rather than in their own best interests.

#### For Societies only

- (b) Sub-clause (a) above does not prevent any Executive Committee Members or their relatives from obtaining any charitable services from the Society provided that the members do not take part in or vote on decisions to provide benefits specifically to them or their families. (Even if members of the Committee or their families would benefit from a service they may decide to provide that service in principle but may not then vote on provision to them or their family members of that particular service).

#### For Societies and Clubs

- (c) Whenever an Executive Committee member has an allowable personal interest in any matter under discussion at any meeting (as

referred to in sub-clauses (a) and (b) above), he or she shall declare it at the beginning of that meeting.

#### **14. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN**

The Executive Committee shall comply with their obligations under the Charities Act 1993<sup>6</sup> (or any statutory re-enactment or modification of that Act) with regard to:

6 Guidance can be obtained from the Charity Commission on these obligations. Their extent depends on the income of the Society/Club each financial year

- (a) the keeping of accounting records for the Society/Club;
- (b) the preparation of annual statements of account for the Society/Club;
- (c) the auditing or independent examination of the statements of account of the Society/Club and
- (d) the transmission of the statements of account of the Society/Club to the Charity Commissioners;
- (e) the preparation of an annual report and its transmission to the Charity Commissioners;
- (f) the preparation of an annual return and its transmission to the Charity Commissioners.

#### **15. ANNUAL GENERAL MEETING**

- (a) There shall be an Annual General Meeting of the Society/Club which shall be held in the month of ..... in each year or as soon as practicable thereafter.
- (b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Society/Club unless all the members entitled to attend and vote at that meeting agree to shorter notice being given. All the members including any family members of the Society/Club shall be entitled to attend the meeting and to vote in accordance with Clause 4 of this Constitution.
- (c) The Executive Committee shall present to each Annual General Meeting the Report and Accounts of the Society/Club for the preceding year.
- (d) An independent qualified auditor or independent examiner shall be appointed for the following year.

- (e) Nominations for election to the Executive Committee shall be considered and voted upon as required by Clauses 7 and 17 of this Constitution.
- (f) The meeting may also transact such other business as may be brought before it.

## **16. SPECIAL GENERAL MEETINGS**

- (a) The Executive Committee may call a Special General Meeting of the Society/Club at any time. If at least ten members or half of the membership, whichever may be the lesser number, request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given unless a majority of the members entitled to attend and vote at the meeting (together representing at least 95% of the total voting rights at that meeting of all the members) agree to shorter notice being given. The notice must state the business to be discussed. The Chair of the Society/Club shall chair all such meetings but, if he or she is not present before any business is transacted, the persons present shall appoint a chair for the meeting.
- (b) A majority of the Executive Committee (excluding the member whom it is proposed should be removed) may call a Special General Meeting of the Society/Club for the purpose of considering the proposal that a member of the Executive Committee should be removed from office. If at least ten members or half of the membership, whichever may be the lesser number, request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given to all of the members and to the Executive Committee member whom it is proposed should be removed. If the Executive Committee member has been suspended from office under Clause 8(e) such meeting must be held no more than 42 days after that suspension. The Executive Committee member concerned shall have the right to be heard either in writing or in person at the Special General Meeting.
- (c) The Royal Society acting through its Chair may call a Special General Meeting for the purpose of appointing members of an investigations committee and/or considering the recommendations of an

investigations committee under Clause 9. At least 21 days' notice must be given to all of the members in each case.

## **17. PROCEDURE AT GENERAL MEETINGS**

- (a) The Secretary or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Society/Club.
- (b) There shall be a quorum when at least ten members or one tenth of the number of members of the Society/Club, whichever is the greater, are present at any General Meeting, provided that, if the Society/Club shall have less than twenty members, 50% of such members shall form a quorum.
- (c) Before any business is transacted at the first Annual General Meeting the persons present shall appoint a chair of the meeting. At subsequent and other General Meetings, the chair shall be the Chair of the Society/Club but, if he or she is not present before any business is transacted, the persons present shall appoint a chair for the meeting.
- (d) Voting at General Meetings of the Society/Club shall be in accordance with Clause 4 of this Constitution and by show of hands provided that the Chair at his or her discretion may and if so requested by one-third of the members present or at least five members present and having the right to vote at the meeting or by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting, or, in the case only of the election of Executive Committee members, by one or more of the members present and having the right to vote, shall direct a secret ballot to be held at the meeting. (Postal and Proxy voting are not allowed).
- (e) Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person.

## **18. NOTICES**

Any notice required to be served on any member of the Society/Club shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at

his/her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 2 days of posting.

## **19. ALTERATIONS TO THE CONSTITUTION**

- (a) Subject to the following provisions of this clause this Constitution may be altered by a resolution passed by not less than 3/4 of the members present and voting in accordance with Clause 4 of this Constitution at a General Meeting. The notice of the General Meeting (which must be given 21 days in advance) must include notice of the resolution itself, setting out the terms of the alteration proposed.
- (b) No amendment may be made to Clause 1 (name of charity and affiliation clause), clause 2 (objects clause), clause 13 (Executive Committee members not to be personally interested clause), clause 21 (dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (c) No amendment may be made which would have the effect of making the Society/Club cease to be a charity at law.
- (d) The Executive Committee must promptly send to the Royal Society's Secretariat or other office, as requested by it, a copy of any amendment made under this Clause.

## **20. INTERPRETATION OF RULES**

In the event of any ambiguity or difference of opinion concerning the purpose or intention of this Constitution, its interpretation shall be a matter for the Royal Society.

## **21. DISSOLUTION**

If the Executive Committee decides that it is necessary or advisable to dissolve the Society/Club it shall call a meeting of all members of the Society/Club of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by three quarters of the members present and voting the Executive Committee shall realise any assets held by or on behalf of the Society/Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to the Royal Society upon trust for people with learning disabilities (and those among their families, dependants and carers in need) in accordance with the Society's/Club's wishes and any assets which cannot be applied in such manner shall be held by the Royal Society for its general

charitable purposes. A copy of the statement of accounts, or account and statement for the final accounting period of the Society/Club must be sent to the Royal Society's Secretariat or other office, as requested by it and to the Charity Commissioners.

[For use by new Society/Club]

## **22. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING**

Until the first Annual General Meeting takes place this Constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear below.

Signed.....  
.....

Signed.....  
.....

Signed.....  
.....

We hereby certify that this constitution was adopted at a General Meeting of the Society/Club held on the date mentioned above.

Signed.....  
.....

Honorary Chair

Signed.....  
.....

Honorary Secretary