

JOINT CHRISTIAN SCIENCE READING ROOM

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Joint Christian Science Reading Room UK

Trustees' Annual Report for the year ended 31 December 2022

STRUCTURE, GOVERNANCE AND MANAGEMENT

The Joint Christian Science Reading Room, whose contact address is 52-54 King's Road, Reading Berkshire RG1 3AA, is a registered charity number 1143776, and is governed by its Constitution adopted in February 2013 and last amended in June 2018.

The Trustees act as the Management Committee, which consists of up to ten persons elected annually by the members of the organisation from among their number.

During the year to 31 December 2022 the Trustees were:

John Lardge	(Chairman)	Joanna Bowley Laycock
Gay Bryant-Flatt		Edwin de Leon
Susan de Leon		Timothy Twinn (joined November 2022)
Susan Thomas		

OBJECTIVES AND ACTIVITIES

As stated in the Constitution, the purpose of the Joint Christian Science Reading Room UK is the public promotion of the practical healing method known as Christian Science, in accordance with the Manual of The First Church of Christ, Scientist, in Boston, Massachusetts, USA. It carries this out under the Manual provisions of Article XXI concerning the operation of Reading Rooms. Under this provision it is listed in The Christian Science Journal as a Joint Christian Science Reading Room.

The main activity is the sale and distribution of 'Science and Health with Key to the Scriptures' by Mary Baker Eddy and other publications from the Christian Science Publishing Society. This is carried out through the UK Online Reading Room website, books, Christian Science magazines and other products ordered online are mailed to customers in the UK and abroad by the specialist stock-holding agency firm, My Warehouse. All the stock holding and sales management is handled by that firm.

The Online Christian Science Reading Room remained open during the lockdown periods in 2021 when other Christian Science Reading Rooms had to close. Being primarily web-based it continues to be open round the clock supporting Christian Science organisations and customers with sales and services.

The Trustees employ a salaried Librarian, Administrator, Technical Assistant and a Digital Services Manager to manage key functions of the charity. This includes operating the website and acting as an information centre for queries about Christian Science, its publications and activities, particularly in the UK.

The Trustees use various freelance persons and firms for website maintenance, development and management. General management functions are carried out voluntarily by Trustees and members.

The Trustees have continued to organise the live-streaming of Christian Science lectures and other events, including concerts, when requested by various Christian Science churches and with the approval of the lecturers concerned, who are all members of the Christian Science Board of Lectureship. Further top quality equipment was acquired in the year to extend the availability and reliability of live-streaming and to develop video-making for Christian Science events.

Joint Christian Science Reading Room UK

OBJECTIVES AND ACTIVITIES *continued*

Advice and support was also provided to many churches wishing to live stream their services during the time that services and meetings in buildings were not possible.

The Trustees also continued to offer expert assistance in creating and upgrading websites of individual Christian Science Churches in the UK

They also continued to offer the installation of remotely managed display screens for windows of Christian Science Reading Rooms. These high quality screens show revolving posters and notices of Christian Science information and activities.

PUBLIC BENEFIT

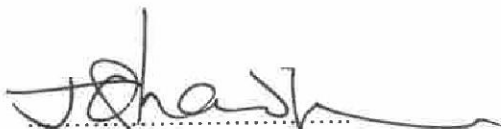
As information and activities of the Charity are clearly displayed on its website, and are available to the public, the Trustees are satisfied that they have fully complied with the Charity Commission guidance on public benefit.

FINANCIAL REVIEW

The financial affairs of the Charity for the year ended 31 December 2022 are shown in the attached Accounts, which have been prepared on a Receipts and Payments basis in accordance with Section 130 of the Charities Act 2011.

All donations and contributions to the funds are considered to be 'unrestricted' and are recorded as such in the Accounts.

The Trustees, having full consideration of the requirement for charities to hold Reserve Funds, consider that the level of funds at the end of the financial year are appropriate to meet current and future planned activities.



(For and on behalf of the Trustees)

8th July...2023

Joint Christian Science Reading Room UK

INDEPENDENT EXAMINER'S REPORT

To the Members of the Joint Christian Science Reading Room UK

I report on the Accounts of the Charity, registered number 1143776 for the year ended 31 December 2022.

The Charity Trustees consider that an audit is not required for this year (under section 144(2) of the Charities Act 2011 (the 2011 Act) and that an independent examination is needed.

It is my responsibility to:

- examine the accounts (under section 145 of the Act),
- to follow the procedures laid down in the General Directions given by the Charity Commission (under section 145 (5) (b) of the act, and
- to state whether particular matters have come to my attention.

My examination was carried out in accordance with General Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeking explanations from you as Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently I do not express an audit opinion on the accounts.

In the course of my examination, no matter has come to my attention, which gives me reasonable cause to believe that in, any material respect, the Members have not met the requirements to ensure that:

- proper accounting records are kept (in accordance with section 130 of the Act); and
- accounts are prepared which agree with the accounting records and comply with the accounting requirements of the Act; or

to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.

Sarah R Hammond FFA
14 Watchet Lane
Holmer Green
BUCKINGHAMSHIRE HP15 6UA

.....2023

Joint Christian Science Reading Room UK

Closing Balances on Accounts

	2022	2022	2021	2021
	£		£	
Bank Accounts				
CAF Current Account				
Movement in year	-107			
Balance C/Fwd		1,121	1,014	
CAF ORR				
Movement in year	191			
Balance C/Fwd		1,107	1,298	
CAF GOLD				
Movement in year	20,573			
Balance C/Fwd		139,385	159,958	
Stripe	-28	28		
PayPal	-79	80	0	
		0		162,271
		<u>141,721</u>		<u>162,271</u>

Joint Christian Science Reading Room UK

STATEMENT OF ASSETS AND LIABILITIES AS AT 31 DECEMBER 2022

	2022 £	2021 £
MONETARY ASSETS		
Value of funds brought forward at 1.1.22	162,271	172,039
Add		
Surplus of income for year	-20,550	-12,645
Value of funds carried forward at 31.12.22	<u>141,721</u>	<u>159,394</u>

represented by:

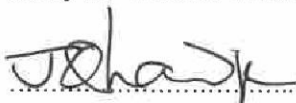
Bank Accounts

CAF Gold Account	139,385	157,458
CAF Current Accounts		
Joint CS Reading Room	1,121	715
On-Line Reading Room	1,107	1,220
PayPal Account	80	1
Stripe A/c	28	
	<u>141,721</u>	<u>159,394</u>

OTHER ASSETS

Stock at cost	18,644	25,968
(insured value 2021 £42,000; 2020 £40,000)		
Display, Filming and Technical Equipment		
at insured value	69,533	57,750
Sales and Fees receivable		
	<u>88,176</u>	<u>83,718</u>

Approved by the Trustees on 8th July 2023 and signed on their behalf by

 Trustee

 Trustee

Joint Christian Science Reading Room UK
YEAR ENDED 31 DECEMBER 2022

RECEIPTS AND PAYMENTS ACCOUNTS

	2022	2021	2020
	£	£	£
<u>Online Reading Room Activity</u>			
Income:			
Online & Sundry other sales	11,339	12,449	9,640
Donations for Google Adwords	155	315	380
Donations from churches	28,716	30,958	107,752
Donations from disbanding or reorganising churches			
	<u>40,210</u>	<u>43,721</u>	<u>117,772</u>
Expenditure:			
Stock Purchases	4,015	6,722	10,079
Google AdWords	0	15	523
Employee salaries & employer costs	50,253	29,886	12,952
Social Media Fees	1,813	924	2,045
MyWarehouse Charges	2,310	3,427	3,441
Website & general running costs	2,450	2,264	8,737
Journal card & Other advertising	344	317	457
	<u>61,186</u>	<u>43,555</u>	<u>38,233</u>
SURPLUS / (Deficit)	<u><u>-20,976</u></u>	<u><u>167</u></u>	<u><u>79,538</u></u>
<u>Livestreaming & Video Production of Events</u>			
Income:			
Donations from churches for streaming costs	6,525	19,229	8,443
Expenditure:			
Livestreaming expenditure	12,353	19,581	24,090
(DEFICIT)	<u><u>-5,828</u></u>	<u><u>-352</u></u>	<u><u>-15,647</u></u>
<u>Website Design and Management for Churches</u>			
Income:			
Fees for website creation and management	2,175	1,750	1,164
Expenditure:			
Development costs	634	864	698
(DEFICIT)	<u><u>1,541</u></u>	<u><u>886</u></u>	<u><u>466</u></u>
<u>Reading Room remotely managed display screens</u>			
Income:			
Installation fees from churches (incl Mgt fees)	23,910	16,116	28,847
Expenditure:			
Equipment, installation & development costs	11,329	30,357	30,267
(DEFICIT)	<u><u>12,581</u></u>	<u><u>-14,241</u></u>	<u><u>-1,420</u></u>

Equipment acquisitions

Equipment purchased in Year	11,783	8,735	11,542
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General Income & Expenditure**Income:**

General donations	8,640	18,774	0
Grants from Trust Brit	14,142	0	29,754
Interest	527	16	79
GiftAid refunds	184	696	0
	<u>23,493</u>	<u>19,486</u>	<u>29,833</u>

Expenditure:

Events	15,240	3,493	1,000
Meetings	1,368	3,147	2,570
Insurance	1,008	966	1,016
Professional Fees	675	760	735
Miscellaneous	0	277	0
Mailing, office expenses	1,083	990	953
Bank Charges	204	222	120
	<u>19,578</u>	<u>9,855</u>	<u>6,393</u>

SURPLUS / DEFICIT	3,915	9,631	23,440
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TOTAL RECEIPTS	96,313	100,302	186,059
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TOTAL EXPENDITURE	116,863	112,947	111,223
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TOTAL SURPLUS / DEFICIT	-20,550	-12,645	74,836
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Joint Christian Science Reading Room UK

RECEIPTS AND PAYMENTS

	2022 £	2021 £	2020 £
RECEIPTS			
Income			
Church Websites	2,175	1,750	1,164
Donations - General	8,640	18,774	0
Donations - Google AdWords	155	315	380
Donations Livestreaming	6,525	19,229	8,443
Donations - ORR	28,716	30,958	107,752
Donations - TrustBrit	14,142	0	29,754
GiftAids Refund	184	696	0
Interest	527	16	79
On-line Sales	11,339	12,449	9,640
RR Screens	23,910	16,116	28,847
	<u>96,313</u>	<u>100,302</u>	<u>186,059</u>
Expenditure			
On-Line CSRR			
Advertising	344	317	457
Church Websites	634	864	698
Google AdWords	0	15	523
Librarians, admin & Tech	50,253	29,886	12,952
Livestreaming	12,353	19,581	24,090
MyWarehouse fees	2,310	3,427	3,441
ORR Website	1,623	104	6,293
Professional Fees	0	360	0
RR Screens	11,329	30,357	30,267
Running Costs	491	1,180	1,392
Shopify Fees	336	980	1,052
Social Media	1,813	924	2,045
	<u>81,487</u>	<u>87,994</u>	<u>83,210</u>
Stock & Equipment			
Equipment	11,783	8,735	11,542
Stock	4,015	6,722	10,079
	<u>15,798</u>	<u>15,458</u>	<u>21,620</u>
Running Costs			
Bank Charges	204	222	120
Events	15,240	3,493	1,000
Insurance	1,008	966	1,016
Meetings	1,368	3,147	2,570
Professional Fees	675	277	0
Stationary / Postage / Other	1,083	400	735
Miscellaneous	0	990	953
	<u>19,578</u>	<u>9,495</u>	<u>6,393</u>
TOTAL EXPENDITURE	<u>116,863</u>	<u>112,947</u>	<u>111,223</u>
SURPLUS / DEFICIT IN YEAR	<u>-20,550</u>	<u>-12,645</u>	<u>74,836</u>

Joint Christian Science Reading Room UK

Constitution

Adopted 28 February 2013
Amended 20 September 2014
Amended 23 June 2018

(1) Constitution

Adopted on 28 February 2013

PART 1

(2) Name

The charity's name is Joint Christian Science Reading Room UK. In this document it is called the charity.

(3) Object

The purpose of the Joint Christian Science Reading Room UK is the public promotion of the practical healing method known as Christian Science in accordance with the Manual of The First Church of Christ, Scientist, in Boston, Massachusetts, United States of America (in particular Article XXI of the Manual which governs Christian Science Reading Rooms)

[in particular but without limitation] by the:

- sale and distribution of Science and Health with Key to the Scriptures by Mary Baker Eddy and other publications from the Christian Science Publishing Society; and
- provision of public talks, bible study groups and other events.

(4) Activities and powers

The main areas of activity shall be:

- (a) To set up and maintain temporary Christian Science Reading Rooms including shop units, tables, stalls etc at 'well-located' events which would otherwise be too large in scale for individual Branch Churches or Societies to organise.
- (b) To support and help with Christian Science Reading Room activity at events in the region when asked; and to act as a forum for promoting and encouraging Christian Science Reading Rooms to work together at events and occasions in the region.
- (c) To participate in Inter-Faith activities such as local, regional and national Inter-Faith Forums and organisations, making a significant contribution to harmony and understanding in the Community between different faiths, cultures and races and breaking down misunderstandings between our own faith, other faiths and those of no faith at all.
- (d) To participate in dialogue, workshops and other events as part of our outreach and educational role.
- (e) To provide technical and other services to Christian Science Reading Rooms and Churches and Societies in support of our commitment to health, healing and spiritual and physical well-being
- (f) to establish, hold shares in, or acquire subsidiary companies.

(5) Application of income and property

(1) The income and property of the charity shall be applied solely towards the promotion of the objects.

- (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

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

- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

(6) Benefits and payments to charity trustees and connected persons

(1) General provisions.

No charity trustee or connected person may

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

unless the payment is permitted by sub-clause 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.

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

- (a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) 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 charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the charity trustees.
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee

concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only - controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

- (a) 'the charity' includes any company in which the charity:
- (b) holds more than 50% of the shares; or
- (c) controls more than 50% of the voting rights attached to the shares; or
- (d) has the right to appoint one or more trustees to the board of the company.
- (e) 'connected person' includes any person within the definition set out in clause 35 (Interpretation).

(7) Dissolution

(1) The charity may be dissolved by a proposition with due notice by a simple majority of those present and voting at an Annual Meeting.

(2) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

(3) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

(4) The trustees must apply any remaining property or money:

- (a) directly for the objects;

- (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (5) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (6) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (7) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

(8) Amendment of constitution

- (1) The constitution and rules may be amended by a proposition with due notice at a meeting of the charity by a simple majority.
- (2) The charity 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 charity 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 charity;
 - (c) no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (3) 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.
- (4) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

PART 2

(9) Membership

- (1) Each Branch Church or Society may appoint a person, who must be a member of the said Branch Church or Society by which he or she is appointed, as a member of the charity.
- (2) Each Branch Church or Society must give the secretary the name of its appointed member.
- (3) Membership is not transferable to anyone else.

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

(10) Termination of membership

- (1) Membership is terminated if:

- (a) The Branch Church or Society by which the member was appointed ceases to exist or is otherwise no longer recognised as a Branch Church or Society by The Mother Church
- (b) The member ceases to be a member of the Branch Church or Society by which the member was appointed
- (c) The member gives one month's written notice of resignation to the charity
- (d) The member dies
- (e) The member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated.
A resolution to remove a member from membership may only be passed if:
 - a. 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;
 - b. the member has been allowed to make representations to the meeting.

(11) General meetings

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

(12) Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.

(13) Quorum

(1) No business shall be transacted at any general meeting unless a quorum is Present.

(2) A quorum is:

- (a) four members entitled to vote upon the business to be conducted at the meeting; or
- (b) one tenth of the total membership at the time, whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

(4) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the trustees shall determine.

(5) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(6) If no quorum is present at the re-convened meeting 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 meeting.

(14) Chair

(1) General meetings shall be chaired by the person who has been elected as Chair.

(2) if there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

(3) If there is only one trustee present and willing to act, he or she shall chair the meeting.

(4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

(15) Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

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

(16) Votes

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

(17) Representatives of other bodies

(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

(2) The organisation must give written notice to the charity of the name of its representative.

(3) The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

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

(18) Officers and trustees

(1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.

(2) The charity shall have the following officers:

- (a) A Chair
- (b) A secretary
- (c) A treasurer.

(3) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 21.

(4) The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not be more than ten.

(5) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted; future trustees shall be appointed as subsequently laid out in this constitution.

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

(19) Appointment of trustees

(1) The charity in general meeting of its members shall elect any person who is willing to act, from amongst the members, as an officer or other trustee of the charity, subject to clause 18 (4).

(2) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.⁷⁷

(3) No-one may be elected a trustee or an officer at any general meeting unless prior to the meeting the charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (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.

(4) The trustees may at any time co-opt any person duly qualified to be appointed as a trustee to fill a vacancy in their number (subject to clause 18 (4)), but a co-opted trustee holds office only until the next AGM.

(20) Powers of trustees

(1) The trustees must manage the business of the charity 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 charity. In exercising this power, the trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- (j) 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;

(k) to do all such other lawful things as are necessary for the achievement of the objects.

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

(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.

(21) Disqualification and removal of trustees

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

(1) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the charity;

(3) dies;

(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(5) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

(7) is removed by a majority vote of the members in a general meeting.

(22) Proceedings of trustees

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

(2) Any trustee may call a meeting of the trustees.

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

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.

(7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.

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

(9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the trustees.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.

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

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

(15) 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 participants simultaneously (for example but without limitation, by telephone or video conference).

(23) Conflicts of interests and conflicts of loyalties

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

(24) Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who is disqualified from holding office;
- (b) who had previously retired or who had been obliged by this constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 23 (Conflicts of interests and conflicts of loyalties).

(25) Delegation

(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

(2) The trustees may impose conditions when delegating, including the conditions that:

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

(3) The trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

(26) Irregularities in proceedings

(1) Subject to sub-clause of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that trustee; and
- (e) that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quadrate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

- (a) the trustees
- (b) any committee of the trustees
- (c) the charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

(27) Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:

- (a) the names of the trustees present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions.

(28) Accounts, Annual Report, Annual Return

(1) The trustees must comply with their obligations under the Charities Act 1993 with regard to:

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

(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.

(29) Registered particulars

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

(30) Property

(1) The trustees must ensure the title to:

- (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.

(3) The trustees may remove the holding trustees at any time.

(31) Repair and insurance

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

(32) Notices

(1) Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

(2) The charity may give any notice to a member either:

- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

(33) Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee 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.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

