

DRAFT CONSTITUTION
OF THE MASONIC BENEVOLENT FUND
OF SOUTH WALES

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions of Parts 1 and 2 of this constitution which is adopted in place of the previous By Laws

2. Name

The association's name is the Masonic Benevolent Fund of South Wales registered charity number 208514 and in this document it is called the MBF.

3. Objects

The objects of the MBF are the education and advancement in life of children of distressed or deceased freemasons of the Masonic Province of South Wales and for the benefit of the widows of such freemasons and in memory of the Right Worshipful Brother Lord Llangattock, a former provincial grand master of this province, to extend the benefits of such funds to old, infirm and distressed freemasons of the said province of South Wales, such freemasons being referred to in this constitution as brother or brethren and also to subscribe annually to any or either of the recognised Masonic Charitable Institutions such sums as may be voted by the Annual Court of Governors. In addition, the Annual Court of Governors may vote a sum, not exceeding one half of the investment income shown in the previous year's revenue account to be dispersed at the discretion of the Executive Committee to non Masonic charities provided that such charities are registered as charities and either based within or operate within the province of South Wales. Always provided that nothing in this constitution shall authorise an application of the property of the MBF for purposes which are not charitable.

4. Application of income and property

- (1) The income and property of the MBF shall be applied solely towards the promotion of the objects.
 - (a) Any person who is a Charity Trustee or any Holding Trustee in relation to the MBF or its property is entitled to be reimbursed from the property of the MBF or may pay out of such property reasonable expenses properly incurred by him when lawfully acting on behalf of the MBF.

- (b) Any person who is a Charity Trustee or any Holding Trustee may benefit from trustee indemnity insurance cover purchased at the expense of the MBF in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the MBF may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the MBF. This does not prevent a member who is not also a Charity Trustee from receiving:
 - (a) a benefit from the MBF in the capacity of a beneficiary of the MBF;
 - (b) reasonable and proper remuneration for any goods or services supplied to the MBF.

5. Benefits and payments to Charity Trustees and connected persons

(1) General provisions

No person who is a Charity Trustee, a Holding Trustee or connected person may:

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

unless the payment is permitted by sub-clause (2) 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 Holding Trustee or connected person may receive a benefit from the MBF in the capacity of a beneficiary of the MBF provided that a majority of the trustees do not benefit in this way.
- (b) A Charity Trustee or Holding 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 MBF where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

- (c) Subject to sub-clause (3) of this clause a Charity Trustee or Holding Trustee or connected person may provide the MBF with goods that are not supplied in connection with services provided to the MBF by the Charity Trustee or connected person.
- (d) A Charity Trustee or Holding Trustee or connected person may receive interest on money lent to the MBF at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- (e) A Charity Trustee or Holding Trustee or connected person may receive rent for premises let by the trustee or connected person to the MBF. 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 Holding Trustee or connected person may take part in the normal trading and fundraising activities of the MBF on the same terms as members of the public.

(3) **Payment for supply of goods only - controls**

The MBF and its Charity Trustees and Holding 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 MBF and the Charity Trustee or Holding 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 MBF.
- (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 Executive Committee is satisfied that it is in the best interests of the MBF to contract with the supplier rather than with someone who is not a Charity Trustee or Holding Trustee or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with a charity 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 MBF.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Executive Committee is present at the meeting.
 - (f) The reason for their decision is recorded by the Executive Committee 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) “MBF” includes any company in which the MBF:
 - (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 34 (Interpretation).

6. Dissolution

- (1) If the members in general meeting (also known as the Court of Governors) resolve to dissolve the MBF the Executive Committee will remain in office and be responsible for winding up the affairs of the MBF in accordance with this clause.
- (2) The Executive Committee must collect in all the assets of the MBF and must pay or make provision for all the liabilities of the MBF.
- (3) The Executive Committee 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 manner as the Charity Commission for England and Wales (‘the Commission’) may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the MBF specifying the manner in which the Executive Committee are to apply the remaining property or assets of the MBF and the Executive Committee

must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

- (5) In no circumstances shall the net assets of the MBF be paid to or distributed among the members of the MBF (except to a member that is itself a charity).
- (6) The Executive Committee must notify the Commission promptly that the MBF has been dissolved. If the trustees are obliged to send the accounts of the MBF to the Commission for the accounting period which ended before its dissolution, they must send the Commission the MBF final accounts.

7. Amendment of constitution

- (1) The MBF 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 MBF 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 MBF;
 - (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 a majority of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

Part 2

8. Membership

- (1) Membership of the MBF is open to individuals over eighteen who are Freemasons and who are subscribing members of Masonic Lodges recognised by, and meeting in the jurisdiction of, the Masonic Province of South Wales approved by the Executive Committee and who either
 - a. Were members of the MBF as Life Governors immediately before the adoption of this amended constitution (continuing members) or

- b. Who after its adoption pay to the Treasurer of the MBF the lifetime subscription of £10.00 (Ten Pounds)

Such a continuing or other member may be referred to as a Life Governor of the MBF but such title shall confer no rights or powers beyond those specifically provided for in this amended constitution.

- (2) (a) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the MBF to refuse the application.
 - (c) The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Executive Committee must keep a register of names and addresses and email addresses of the members which must be made available to any member upon request and the payment of a £10 administration fee payable to the Treasurer. The address of the member shall be the definitive address for all dealings with that member by the MBF and all notices and any attachments sent to that address or email address shall be deemed received the day after posting or if by email that the email is sent, whether it is actually received or not.

9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the MBF unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the MBF is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the MBF 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 or, at the option of the member, the member's representative (who need not be a member of the MBF) has been allowed to make representations to the meeting.

10. General meetings

- (1) The MBF must hold a general meeting of the members which may be referred to as a General Meeting of the Court of Governors within twelve months of the date of the adoption of this constitution on a date to be notified to the membership by the Secretary of the Executive Committee.
- (2) An annual general meeting which may be referred to as the Annual Court of Governors must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) At the Annual Court of Governors
 - a. the Executive Committee shall present to the meeting
 - i. A report of the transactions of the Executive Committee including
 - 1. details of all applications for relief from the MBF under the provisions of its objects and action taken in relation to those applications
 - 2. all other payments proposed to be made or relief granted or proposed to be granted pursuant to the objects of the MBF
 - ii. The accounts of the MBF to include all such audited accounts as may be available at the time of the meeting.
 - iii. Such proposition as the Committee may determine to make for the approval of or any applications for grants or payments which qualify under the objects of the MBF to be made to other charities or any other proposition which the Executive Committee sees fit
 - b. The Holding Trustees shall present to the meeting a report upon
 - i. The assets held by the MBF
 - ii. The nature, location and value of the assets

- iii. Whether or not the assets have increased or decreased in value since the last Annual Court of Governors
 - iv. In presenting such a report the Holding Trustees may rely on any information supplied to them by professional advisers
 - c. There shall be elected such officers and other persons as provided for in this Constitution
- (4) All general meetings other than annual general meetings shall be called special general meetings or special meetings of the Court of Governors, as the case may be.
- (5) The Executive Committee may call a special general meeting at any time.
- (6) The Executive Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the lesser. The request must state the nature of the business that is to be discussed and exhibit a draft notice of motion or draft resolution duly signed by the signatories of the request for a General Meeting. If the Executive Committee 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.
- (7) Any General Meeting shall have the power of a Special General Meeting, or of an Extraordinary General Meeting or of an Annual General Meeting notwithstanding that any power is expressed to exercisable by either a Special General Meeting, an Extraordinary General Meeting or an Annual General Meeting as the case may be.
- (8) The General Meeting by which this constitution is adopted shall have the powers expressed in this constitution to be those of an Annual General Meeting, Extraordinary General Meeting or a Special General Meeting, as the case requires, without the need for the production, service or submission of any notice or written proposition, or any other formal provision otherwise required by this constitution in relation to any other General Meeting, and, in particular, but without derogating from the generality of the power granted by this provision to do all things necessary for the filling of all offices or positions required by this constitution to be filled and the full implementation of this constitution.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the MBF is ten clear days from the date on which the notice is deemed to have been given.
- (2) A special 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 Executive Committee.
- (5) Any member may apply for any business or proposition to be considered or voted upon or for the nomination of any person to be elected to any office or position at the Annual Court of Governors and shall do so by giving not less than 7 clear days notice to the Secretary of the business or proposition or nomination together with a signed draft of any proposition or nomination to be presented.
- (6) Where any person is to be nominated for election to any office or position then the nomination must include that persons signed consent.
- (7) Where any notice or other document is required to be signed then it may be signed electronically.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 10 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 lesser.
- (3) The authorised representative of a member organisation (if any) 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 Executive Committee must in such case as provided in sub clause (4) above reconvene the meeting and must give at least seven clear days' notice of the reconvened 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.

13. Chairman

- (1) General, Special or Extraordinary meetings shall be chaired by the Chairman of the MBF, or in his absence or at his direction the President or Deputy President or any other member of the Executive Committee and the person chairing the meeting is referred to in this Constitution as the Chairman or the Chairman of the meeting as the case may be.
- (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting any member of the fund nominated by the members of the Executive Committee present shall chair the meeting.
- (3) If there is only one member of the Executive Committee present and willing to act, he shall be chairman.
- (4) As to the procedure to be adopted in the course of the meeting, including as to voting and the method thereof the decision of the Chairman is final
- (5) Where there has been a breach of the any of the rules or procedures of a technical and non prejudicial nature then the Chairman may without notice in any meeting propose to waive any such breach and if voted by a majority of those present the breach shall be waived.

14. Adjournments

- (1) The Chairman shall have the power at any meeting to direct that the meeting shall be adjourned and upon such a direction it shall so stand adjourned.
- (2) The Chairman must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the direction.
- (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 direction 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.

15. Votes

- (1) Each member shall have one vote but if there is an equality of votes the Chairman shall have a casting vote in addition to any other vote he 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 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.

16. Representatives of other bodies

- (1) Any organisation that is a member of the MBF may nominate any person to act as its representative at any meeting of the MBF.
- (2) The organisation must give written notice to the MBF of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the MBF. The nominee may continue to represent the organisation until written notice to the contrary is received by the MBF.
- (3) Any notice given to the MBF will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The MBF shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Executive Committee

- (1) The MBF and its charitable functions shall be managed and administered by a committee called the Executive Committee comprising the Officers and Executive Committee members appointed or elected in accordance with this constitution. The Officers and other members of the committee shall be the Executive of the Charity and in this constitution are together called 'the Executive Committee'. The members of the Executive Committee are by virtue of their holding office as such Charity Trustees within the meaning of the Charities Act 2011.
- (2) The MBF and the Executive Committee shall have the following officers who shall hold office ex officio by virtue of their Rank in the Masonic Province of South Wales;
 - a. The President, to be known as the President of the Masonic Benevolent Fund of South Wales who shall be the Right Worshipful Provincial Grand Master of the Masonic Province of South Wales
 - b. The Deputy President, who shall be the Deputy Provincial Grand Master of the Province
- (3) The following shall also be members and Officers of the Executive Committee
 - a. The Chairman of the MBF

- b. The Secretary
 - c. The Treasurer
 - d. 2 Persons nominated by the President
 - e. Not less than 2 or more than 5 persons elected by the Annual Court of Governors
- (4) The Chairman of the MBF shall be elected by the Annual Court of Governors and shall act as Chairman of all meetings of the Court of Governors and the Executive Committee except as otherwise provided in this constitution.
- (5) The Secretary of the Executive Committee who shall be appointed by the President shall be the Secretary of the MBF for all purposes for which a Secretary is required by law or provided for in this Constitution
- (6) The Treasurer who shall be elected by the Annual Court of Governors shall be the Treasurer of the MBF for all purposes for which a Treasurer is required by law or provided for in this Constitution.
- (7) Every member of the Executive Committee must be a member of the MBF or the nominated representative of an organisation that is a member of the MBF.
- (8) No one may be appointed a member of the Executive Committee if he or she would be disqualified from acting under the provisions of clause 20.
- (9) The members of the Executive Committee (including officers) shall be those persons appointed or elected at the meeting at which this constitution is adopted and thereafter as elected or appointed as provided for in this amended constitution.
- (10) A member of the Executive Committee may not appoint anyone to act on his or her behalf at meetings of the Executive Committee.
- (11) Where any meeting of the Executive Committee takes place such a meeting shall be chaired by the Chairman of the MBF or in his absence or at his direction the President or in his absence or at his direction the Deputy President or otherwise in order of seniority of appointment such or any other member of the Executive Committee as may be present and the person chairing the meeting is referred to in this document as the Chairman.
- (12) Where any vacancy arises in any of the Offices specified above or in the Executive Committee whether by reason of death, incapacity, resignation or removal or for any other reason the President or in his absence or at his direction the Deputy President may make an appointment by virtue of this clause to fill such a vacancy and such an appointment shall be effective until a replacement Officer or Executive Committee

member is either elected or appointed (as the case may be) pursuant to the terms of this constitution..

18. Appointment of Executive Committee members

- (1) The Executive Committee members who under the terms of this Constitution are to be appointed shall be appointed by the President and such appointments shall be announced by the President or his representative to the Annual Court of Governors
- (2) The Annual Court of Governors shall elect those Officers and Executive Committee members who are by this Constitution required to be elected.
- (3) Save for those members who are Officers ex officio Executive Committee members shall retire with effect from the conclusion of the second annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) Those members of the Executive Committee who are Officers ex officio shall cease to hold office immediately upon the appointment of any other person to replace them in that appointment or position in the Masonic Province of South Wales by virtue of which they hold their ex officio position, provided that such other person replacing them in that appointment or position is a member of the MBF and is otherwise entitled to act as a member of the Executive Committee.
- (5) No-one may be elected an officer at any annual general meeting unless 7 days prior to the meeting the Secretary is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states that member's intention to propose the appointment of a person as a as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (6) The appointment of a member of the Executive Committee or Holding Trustee as the case may be, whether by the MBF in general meeting or by any other permitted means must not cause the number of such members or Trustees to exceed any number fixed in accordance with this constitution as the maximum number of such members or Trustees as the case may be.
- (7) The Executive Committee 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 Executive Committee

- (1) The Executive Committee shall manage the business of the MBF 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 Executive Committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) To buy, take on a 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 MBF. In exercising this power, the trustees must comply as appropriate with sections 117 – 122 of the Charities Act 2011;
 - (d) To borrow money and to charge the whole or any part of the property belonging to the MBF as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 – 126 of the Charities Act 2011, 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 MBF;
 - (j) In conjunction with and by directions to the Holding Trustees to open and operate such bank and any other accounts as the Executive Committee 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 receive and determine applications for relief (“petitions”) and charitable payments made by or for the benefit of applicants in accordance with Clause 34 as to the conduct of charitable business.

- (l) to do all such other lawful things as are necessary for the achievement of the objects.
 - (m) To remove from office any Holding Trustee by resolution to that effect
 - (n) To appoint Holding Trustees to replace any vacancy that may arise
 - (o) To delegate any of its functions to any member or sub committee as it sees fit
 - (p) To make rules and devise policies for the better discharge of any of its functions
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
 - (3) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

20. Holding Trustees

- (1) Where the legal ownership of any land, asset, item or thing (“property”) is by virtue of the unincorporated status of the MBF for any purpose required to be registered or otherwise held in the names of any one or more individual then such land, asset item or thing shall be legally vested in the Holding Trustees who shall hold such property as Trustees for the MBF and its objects.
- (2) The Holding Trustees shall be such persons neither less than 2 nor more than 4 appointed to act as Holding Trustees by the Executive Committee.
- (3) The Holding Trustees shall be members of the MBF but shall not be members of the Executive Committee and shall not take part in the management or government of the MBF save to the extent that they are entitled to as members of the MBF.
- (4) In relation to their function as Holding Trustees the Holding Trustees shall act in accordance with the direction of the Executive Committee when acting pursuant to the powers of the Executive Committee as provided in this constitution.
- (5) The Holding Trustees shall have the power to
 - (a) Seek from the Executive Committee clarification of any direction given to them.
 - (b) Be consulted in advance and from time to time about the acquisition or disposal of assets or investments and to offer advice or opinions on such acquisitions or disposals

(c) Meet with, question and receive reports, advice and information from any investment advisors, brokers or agents who may be responsible for the day to day handling or administration of the property of the MBF

(d) Request at such meetings as they may hold from time to time for any purpose connected with this clause or with their holding of the property of the MBF in general the attendance of the President, the Chairman or such other of the Executive Committee as they may deem appropriate and may make such recommendations to such persons, or, in writing, to the Executive Committee as they see fit

Provided that no such step or action that falls within the scope of this sub-clause shall be invalidated, if otherwise valid, by any failure to comply with this sub-clause

- (6) The Holding Trustees shall, as provided above, attend and report at every Annual Meeting of the Court of Governors and as otherwise directed by the Chairman of the MBF and may make such recommendations with regard to the property of the MBF as they see fit.

21. Disqualification and removal of Executive Committee Members and Holding Trustees

An Executive Committee Member or Holding Trustee as the case may be shall cease to hold office if he:

- (1) 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);
- (2) ceases to be a member of the MBF;
- (3) in the written opinion, given to the MBF, of any registered medical practitioner has or will become physically or mentally incapable of acting as a trustee and have been or may remain so for more than 30 days;
- (4) (In the case of any Holding Trustee) upon a direction by the Executive Committee that he or they shall cease to be a Holding Trustee.
- (5) resigns (in such capacity to which this clause relates) by notice to the MBF (but for Holding Trustees only if at least two Holding Trustees will remain in office when the notice of resignation is to take effect); or
- (6) (In the case of an Executive Committee Member only) is absent without the permission of the Executive Committee from all the meetings of the Executive Committee held within a period of six consecutive months and the Executive Committee resolves that his office be vacated.

22. Proceedings of Executive Committee Members and Holding Trustees

The Executive Committee Members and Holding Trustees may, in their respective functions and duties, regulate their proceedings as they think fit, subject to the provisions of this constitution.

23. Further Provisions for Conduct of Business of the Executive Committee

- (1) The Chairman of the MBF the President or Deputy President or any other two or more members of the Executive Members may call a meeting of the Executive Committee.
- (2) The secretary must call a meeting of the Executive Committee if requested to do so in accordance with Clause 23 (1) above.
- (3) Questions arising at a meeting must be decided by a majority of votes.
- (4) In the case of an equality of votes, the Chair shall have a second or casting vote.
- (5) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be four.
- (7) A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that person is not entitled to vote.
- (8) If the number of Executive Committee members is less than the number fixed as the quorum, the continuing Executive Committee members may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
- (10) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Executive Committee.

24. Conflicts of interests and conflicts of loyalties

Any person who is an Executive Committee member or a Holding 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 MBF or in any transaction or arrangement entered into by the MBF which has not been previously declared; and
- (2) absent himself or herself from any discussions of the MBF or any committee or body in which it is possible that a conflict will arise between his duty to act solely in the interests of the MBF and any personal interest (including but not to limited to any personal financial interest).
- (3) Any person who absents himself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision on the matter on which.

25. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Executive Committee or Holding Trustees, or of a committee of any of them, shall be valid notwithstanding the participation in any vote of a member of such a body
 - (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 member being counted in the quorum, the decision has been made by a majority of the Executive Committee or Holding Trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a member of the Executive Committee or the Holding Trustees to keep any benefit that may be conferred upon him by a resolution of the Executive Committee or Holding Trustees or of a committee of any of the aforementioned if, but for sub-clause (1), the resolution would have been void, or if the member of the Executive Committee or Holding Trustee has not complied with clause 24 (Conflicts of interests and conflicts of loyalties).

26. Delegation

- (1) The Executive Committee may delegate any of their powers or functions to a committee of two or more members of the Executive Committee but the terms of any such delegation must be recorded in the minute book.
- (2) The Executive 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 MBF except in accordance with a budget previously agreed with the Executive Committee.
- (3) The Executive Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Executive Committee.
- (5) Generally in relation to the management, control, investment or holding of any property (as defined above) or the conduct of any legal proceedings the Executive Committee and where necessary the Holding Trustees may delegate the same to any advisor agent or broker who is or which are in the opinion of the Executive Committee or Holding Trustees suitably qualified to act.

27. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Executive Committee, Holding Trustees, or of any sub committee shall be valid notwithstanding the participation in any vote of a person:
- (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 person; and
- (e) that person being counted in the quorum,

the decision has been made by a majority of the persons entitled to attend at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a Charity or Holding Trustee to keep any benefit that may be conferred upon him or her by any resolution of any meeting or committee if the resolution would otherwise have been void.
- (3) No resolution or act of
- (a) The Executive Committee

- (b) the Holding Trustees
- (c) any sub committee
- (d) the Annual Court of Governors

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 MBF.

28. Minutes

The Executive Committee must keep minutes of all:

- (1) appointments of officers and trustees made by the Executive Committee;
- (2) proceedings at meetings of the MBF;
- (3) meetings of the Executive Committee and committees of the Executive Committee including:
 - (a) the names of the members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

29. Accounts, Annual Report, Annual Return

- (1) The Executive Committee must comply with its obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the MBF;
 - (b) the preparation of annual statements of account for the MBF
 - (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.
 - (f) A statement (within the statement of account) as to the reserve policy of the MBF (see Clause 33)
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the members of the

Executive Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

30. Registered particulars

The Executive Committee must notify the Commission promptly of any changes to the MBF entry on the Central Register of Charities.

31. Property

- (1) The Executive Committee must ensure the title to:
- (a) all land held by or in trust for the MBF that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the MBF, is vested either in a corporation entitled to act as custodian trustee or the 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 Executive Committee and that if they do so they will not be liable for the acts and defaults of the Executive Committee or of the members of the Executive Committee or the MBF.

32. Repair and insurance

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

33. Reserves Policy

The Executive Committee shall within 6 months from the adoption of this Constitution formulate a reserves policy which shall be prepared in accordance with the current published guidance of the Commission (from time to time) and which may be reviewed at any time but which shall be reviewed at least every three years such a policy shall take into consideration

- a. The funds of the MBF and
 - i. Whether they are restricted or unrestricted ii.how they can be or may be applied
- b. The income or expected income of the MBF

- c. The need or purposes for which any income not applied is or is not to be retained
- d. The nature of any such contingencies which might arise
- e. The adequacy of the reserves for any contingencies that may arise

34. Applications for Charitable Relief (“Petitions”)

Where an individual person who is qualified under the terms of the objects of the MBF to apply for charitable provision seeks to make such an application which may be referred to as a “Petition”

- (1) Such an application or petition must be made on notice in either written or electronic form (by email) to the Secretary of the MBF in such format as the Executive Committee may under the terms of this amended constitution provide
- (2) The Secretary shall present the application or petition to the Executive Committee at the next available meeting of the Executive Committee, and at such meeting the Executive Committee may do one or more of the following
 - (a) direct that such or any other charitable provision be made
 - (b) direct that further enquiries be made
 - (c) refuse such an application either with or without prejudice to subsequent applications
 - (d) refer the matter to the Annual Court of Governors either with or without a recommendation as to acceptance or refusal

35. 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 MBF or any Committee 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 last known address; or
 - (c) by leaving it at the last known address of the member; or
 - (d) by giving it using electronic communications to the member's last known address.
- (3) A member who does not register an address with the MBF or who registers only a postal or email address that is not within the United Kingdom shall not be entitled to receive any notice from the MBF.
- (4) A member present in person at any meeting of the MBF 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.

36. Rules

- (1) The Executive Committee may from time to time make rules or for the conduct of their business.
- (2) Such rules may regulate the following matters but are not restricted to them:
- (a) the admission of members of the MBF (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 MBF in relation to one another, and to the MBF's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the MBFs premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the Executive Committee in so far as such procedure is not regulated by this constitution;

- (e) The forms or format of application or petition to be used by persons making application for charitable provision and the manner in which those applications or petitions are dealt with.
 - (f) the keeping and authenticating of records. (If regulations made under this clause permit records of the MBF 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.)
 - (g) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Annual Court of Governors has the power to alter, add to or repeal the rules.
 - (4) The Executive Committee must adopt such means as they think sufficient to bring the rules to the notice of members of the Charity.
 - (5) The rules shall be binding on all members of the MBF. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

37. Disputes

If a dispute arises between members of the MBF 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.

38. Interpretation

In this constitution

'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the person in question;
- (2) spouse or civil partner of the person in question or of any person falling within subclause (1) above;
- (3) a person carrying on business in partnership with the person in question or with any person falling within sub-clauses (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the person in question or any connected person falling within sub-clauses (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together

- (5) a body corporate in which -
 - (a) the person in question or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.