



WFRA Constitution

Contents

1. Introduction.....	2
2. Principle Office	2
3. Objects	2
4. Powers	2
5. Application of Income and Property.....	3
6. Benefits and Payments to Trustees and Connected Persons	3
7. Conflicts of interest and conflicts of loyalty.....	5
8. Liability of members to contribute to the assets of the Association if it is wound up	5
9. Membership of the Association.....	6
10. Members' decisions	7
11. General meetings of members	8
12. Trustees	11
13. Appointment of Trustees	12
14. Information for new Trustees.....	13
15. Retirement and removal of Trustees.....	13
16. Reappointment of Trustees	13
17. Taking of decisions by Trustees	14
18. Delegation by Trustees	14
19. Meetings and proceedings of Trustees	14
20. Saving provisions.....	15
21. Execution of documents.....	15
22. Use of electronic communications	15
23. Keeping of Registers.....	16
24. Minutes.....	16
25. Accounting records, accounts, annual reports and returns, register maintenance	16
26. Rules	16
27. Disputes	16
28. Amendment of constitution	16
29. Voluntary winding up or dissolution	17

The Constitution of the Welsh Fell Runners Association

1. Introduction

At its Annual General Meeting on 17 October 2021, the membership of the Welsh Fell Runners Association (a longstanding unincorporated association) voted in favour of transitioning to a Charitable Incorporated Organisational (CIO) structure, noting that a successful application was subject to approval by the Charity Commission.

The effective date of this constitution is **11 March 2022** with this being the date which the Charity Commission approved the Association's registration.

The name of CIO is the **Welsh Fell Runners Association**, or in Welsh "Cymdeithas Rhedwyr Mynydd Cymru" (but for the remainder of this document will be referred to as either the WFRA or the 'Association').

2. Principle Office

The principal office of the Association is:

23 Cowleaze,
Magor,
Monmouthshire
Wales
NP26 3LE

3. Objects

The object of the Association is the promotion of community participation in healthy recreation in particular by the provision of facilities for participating in fell racing and running.

The Association's activities are primarily, but not exclusively, focused on Wales and the Borders.

Nothing in this Constitution shall authorise an application of the property of the Association for the purposes which are not charitable in accordance with the relevant Acts.

4. Powers

The Association has the express power to undertake any activity which may reasonably be assumed to further its objects or is conducive, or incidental to doing so. In particular, the Association has specific powers to:

- borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed subject to compliance with the relevant legislative requirements;
- buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
- employ and remunerate such staff as are necessary for carrying out the work of the Association;
- employ or remunerate a Trustee but only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Trustees and connected persons), and
- deposit or invest funds, employ a professional accountant, and arrange for the investments or other property of the Association to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of Income and Property

- 1). The income and property of the Association must be applied solely towards the promotion of its objects.
 - (a) A Trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
 - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense 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 Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Trustee receiving:
 - (a) a benefit from the Association as a beneficiary of the Association, and/or
 - (b) reasonable and proper remuneration for any goods or services supplied to the Association.
- 3). Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and Payments to Trustees and Connected Persons

1). General provisions

No Trustee or connected person may:

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

(d) receive any other financial benefit from the Association;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court, or the prior written consent of the Charity Commission (“the Commission”) has been obtained. 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 Trustee or connected person may receive a benefit from the Association as a beneficiary of the Association provided that a majority of the trustees do not benefit in this way.
- (b) A 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 Association where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a Trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Trustee or a connected person.
- (d) A Trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate.
- (e) A Trustee or connected person may receive rent for premises let by the trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The 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 Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

3). Payment for supply of goods only – controls

The Association and its 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 a written agreement between the Association and the Trustee or connected person supplying the goods (“the supplier”).
- (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 Trustees are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Trustee or connected person. In

reaching that decision the Trustees must balance the advantage of contracting with a 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 Association.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

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

- (a) “the Association” includes any company in which the Association:
 - (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 directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

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

Any 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 Trustees on the matter.

8. Liability of members to contribute to the assets of the Association if it is wound up

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

9. Membership of the Association

(1) Admission of new members

Eligibility

Membership of the Association is open to any adult who is interested in furthering its purposes who has not previously been sanctioned or censured by the Association, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. A junior, non-voting, category of associate membership may be established by the Association for those too young for full membership.

A member must be an individual.

Admission procedure

The Trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 28 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the Association for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the Association cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the Association to exercise his or her powers as a member of the Association in the way he or she decides in good faith which would be most likely to further the purposes of the Association. Members are required to comply with the Association's Code of Conduct, uphold its values and ethos in respect of fellracing and take steps to promote and ensure adherence to its safety requirements and rules for competition, and otherwise take reasonable steps to ensure that the Association is not brought into disrepute.

(4) Termination of membership

(a) Membership of the Association comes to an end if:

- the member dies, or
- the member sends a notice of resignation to the Trustees; or
- any sum of money owed by the member to the Association is not paid in full within one month of its falling due; or

- the Trustees decide that it is in the best interests of the Association that the member in question should be removed from membership and passes a resolution to that effect.

(b) Before the Trustees take any decision to remove someone from membership of the Association they must:

- inform the member of the reasons why it is proposed to remove him or her from membership;
- give the member at least 21 clear days' notice in which to make representations to the Trustees as to why he or she should not be removed from membership;
- at a duly constituted meeting of the Trustees or an appropriately authorised sub-committee of the Trustees, consider whether or not the member should be removed from membership;
- consider at that meeting any representations which the member makes as to why the member should not be removed; and
- allow the member, or the member's representative, to make those representations via teleconferencing or similar technology at that meeting, if the member so chooses.

(5) Membership fees

The Association may require members to pay reasonable membership fees to the Association.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the Association may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in subclause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the Association may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Association has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the Association on the date when the proposal is first circulated in accordance with paragraph (a) above.

- (d) Not less than 10% of the members of the Association may request the Trustees to make a proposal for decision by the members.
- (e) The Trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the Association must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Association to one or more other Associations must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the Association. The first AGM must be held within 18 months of the registration of the Association, and subsequent AGMs must be held at intervals of not more than 15 months.

The AGM must receive the annual statement of accounts (duly examined) and the Trustees' annual report, and must elect Trustees as required under clause 13.

Other general meetings of the members of the Association may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The Trustees:
 - (i) must call the annual general meeting of the members of the Association in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The Trustees must, within 21 days, call a general meeting of the members of the Association if:

(i) they receive a request to do so from the lesser of 50 members or 10% of the members of the Association and those members have been members of the Association for at least twelve months, and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the Association for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 25 was substituted for 50 and 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the Trustees at the request of the members of the Association must be held within 28 days from the date on which it is called.

(g) If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way (i.e. as set out in sub-clause 2g) must be held not more than 3 months after the date when the members first requested the meeting.

(i) The Association will reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the Association shall be entitled to be indemnified by the Trustees who were responsible for such failure.

(3) Notice of general meetings

(a) The Trustees, or, as the case may be, the relevant members of the Association, must give at least 14 clear days' notice of any general meeting to all of the members, and to any Trustee of the Association who is not a member.

(b) If it is agreed by not less than 90% of all members of the Association, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

- state the time and date of the meeting;
- give the address at which the meeting is to take place, or in the case of 'virtual' meetings, an appropriate link;
- give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- if a proposal to alter the constitution of the Association is to be considered at the meeting, include the text of the proposed alteration;
- include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where

allowed under clause 22 (Use of electronic communication), details of where the information may be found on the Association's website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Association.

(4) Chairing of general meetings

The person nominated as chair by the Trustees under clause 19 (2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. In any other instance the members of the Association who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the Association unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the lesser of 5% of the membership or ten members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Association's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- a) Any decision other than one falling within clause 10(4) shall be taken by a simple majority of votes cast at the meeting including proxy and postal votes. Every member has one vote.
- b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the Chair or by the majority of the members present in person or by proxy at the meeting. Any such resolution decided at a meeting is not necessarily binding on the Executive Committee.

- c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken as soon as reasonably practicable. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- d) A poll may be taken:
- at the meeting at which it was demanded; or
 - at some other time and place specified by the chair; or
 - through the use of postal or electronic communications.
- e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(8) Adjournment of meetings

The Chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Trustees

(1) Functions and duties of Trustees:

- (i) The Trustees shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each Trustee to exercise his or her powers and to perform his or her functions as a Trustee of the Association in the way he or she decides in good faith would be most likely to further the purposes of the Association; and to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a Trustee of the Association in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every Trustee must be a natural person.
- (b) No one may be appointed as a Trustee if he or she:
- is under the age of 18 years; or
 - would automatically cease to hold office under the provisions of clause 15(1), or
 - is not a current member of the Association, or
 - has had membership suspended or terminated within the last 24 months, or

- is not a fit and proper person.

No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Trustees decide, his or her acceptance of the office of Trustee.

(3) Number of Trustees

- a) There should be not less than three nor more than 12 Trustees.
- b) There must be at least three Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee.
- c) The maximum number of Trustees that can be appointed is as provided in sub-clause (a) of this clause. No Trustee appointment may be made in excess of these provisions.

(4) First Trustees

The first Trustees of the Association are:

Craig Jones

Andrew Blackmore

Gareth Jaggard

Linda Katherrine Edmondson

Margaret Oliver

Eluned Salisbury

13. Appointment of Trustees

- (1) At the first annual general meeting of the members of the Association all the Trustees shall retire from office;
- (2) At every subsequent annual general meeting of the members of the Association, one-third of the Trustees shall retire from office. If the number of Trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Trustee, he or she shall retire;
- (3) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;

(5) The members or the Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with clause 15, or as an additional Trustee, provided that the limit specified in clause 12(3) on the number of Trustees would not as a result be exceeded;

(6) A person so appointed by the members of the Association shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the Trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Trustees is to retire by rotation at that meeting.

14. Information for new Trustees

The Trustees will make available to each new Trustee, on or before his or her first appointment:

- a copy of this constitution and any amendments made to it; and
- a copy of the Association's latest trustees' annual report and statement of accounts.

15. Retirement and removal of Trustees

(1) A Trustee ceases to hold office if he or she:

- retires by notifying the Association in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- is absent without the permission of the Trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- dies;
- in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- is removed by the members of the Association in accordance with sub-clause (2) of this clause; or
- is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A Trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a simple majority of those present.

A resolution to remove a Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Association.

16. Reappointment of Trustees

Any person who retires as a Trustee by rotation or by giving notice to the Association is eligible for immediate re-appointment.

17. Taking of decisions by Trustees

Any decision may be taken either:

- at a meeting of the Trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Trustees; and the majority of all of the Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Trustees have previously resolved, and delivered to the Association at its principal office or such other place as the trustees may resolve.

18. Delegation by Trustees

(1) The Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements –

- a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
- the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
- the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Trustees

(1) Calling meetings

Any Trustee may call a meeting of the Trustees. Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is the lesser of three or 33% of all Trustees entitled to vote or such larger number as the Trustees may decide from time to time. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote and present at the meeting.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

(b) Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

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

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

(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, but for clause (1), the resolution would have been void, or if the Trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

(1) The Association shall execute documents by signature.

(2) A document is validly executed by signature if it is signed by at least two of the Trustees.

22. Use of electronic communications

(1) General

The Association will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form, and
- any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The Association must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Trustees.

24. Minutes

The Trustees must keep minutes of all:

- (1) appointments of officers, i.e. individuals who have been allocated specific responsibilities in furtherance of the Association's objectives, made by the Trustees;
- (2) proceedings at general meetings of the Association;
- (3) meetings of the Trustees and committees of Trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the Trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Association, within 10 months of the financial year end.
- (2) The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Association entered on the Central Register of Charities.

26. Rules

The Trustees may from time to time make such reasonable and proper rules (including policies, standards and other requirements) as they deem necessary or expedient for the proper conduct and management of the Association, but such rules must not be inconsistent with any provision of this Constitution.

Examples of such rules include the Association's Safety Rules, Codes of Conduct, Race Acceptance Policy, Rules for Competition and those requirements as set out in the Race Organisers' Handbook. Trustees may consult members in developing or updating these rules with matters of significance being tabled for review at the next general meeting.

Copies of any such rules, policies, requirements or bye laws currently in force shall be made available to any member of the Association on request.

27. Disputes

If a dispute arises between members of the Association 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.

28. Amendment of constitution

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

(1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the Association; or
- (b) by a resolution passed by a 66% majority of votes cast at a general meeting of the members of the Association.

(2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Association or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the Association's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the Association may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Association can only be made at a general meeting of the members of the Association called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- by a resolution passed by a 66% majority of those voting, or
- by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting or by a resolution agreed in writing by all members of the Association.

(2) Subject to the payment of all the Association's debts:

- (a) Any resolution for the winding up of the Association, or for the dissolution of the Association without winding up, may contain a provision directing how any remaining assets of the Association shall be applied.
- (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Association shall be applied.
- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Association.

(3) The Association must observe the requirements of the Dissolution Regulations in applying to the Commission for the Association to be removed from the Register of Charities, and in particular:

(a) the Trustees must send with their application to the Commission:

- a copy of the resolution passed by the members of the Association;
- a declaration by the Trustees that any debts and other liabilities of the Association have been settled or otherwise provided for in full; and
- a statement by the Trustees setting out the way in which any property of the Association has been or is to be applied prior to its dissolution in accordance with this constitution.

(b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Association, and to any Trustee of the Association who was not privy to the application.

(4) If the Association is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.