



Hull and East Riding Chess Association (Registered Charity 1155858)

Constitution

0. Introductory Statement

The Hull and East Riding Chess Association (HERCA) is an unincorporated charity registered by the Charity Commission (No. 1155858) in 2014 under the then name Hull and District Chess Association. The charity is required to comply with the Charities Act 2011 (or any statutory re-enactment or modification of that provision). The Constitution is based on a template provided by the Charity Commission.

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Part 1 and Part 2 of this constitution.

2. Name

The association's name is

The Hull & East Riding Chess Association

(and in this document it is called the charity).

3. Objects

The charity's objects ('the objects') are for the public benefit, namely:

- (1) The advancement of amateur sport by promoting the game of Chess for the benefit of the residents of Hull and the East Riding (defined as that area bounded on the south by the River Humber, on the east by the North Sea, and inland by the boundary of the County of East Yorkshire "the Beneficiaries");
- (2) The provision of facilities for the learning, teaching and playing of chess for the benefit of the Beneficiaries with the objects of improving conditions of life.

4. 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 189 of the Charities Act 2011.
- (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.

5. 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 (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 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 185 of the Charities Act 2011.

- (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 not more than the Bank of England bank rate (also known as the base rate).
- (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 subclause (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:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
 - (b) 'connected person' includes any person within the definition set out in clause 35 (Interpretation).

6. Dissolution

- (1) A resolution of the members of the type described in clause 6(2) and clause 6(4) may only be passed when approved at a general meeting by in excess of two thirds of those members present and eligible to vote.
- (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 (4) 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.

7. Amendment of constitution

- (1) 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.
- (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 of the charity¹

- (1) There shall be two classes of membership. Full member and junior member.
 - a) Full membership is open to individuals or members of organisations who meet the criteria of affiliation, are 18 or over and are approved by the Trustees, or at a general meeting, following an application having been made in writing to the General Secretary on behalf of the Trustees. Full membership for individuals entails voting rights and

¹ Membership of the HERCA Facebook community is excluded from this Constitution. Facebook members are not members of the charity.

the right to stand for election, as well as other rights and responsibilities enshrined in this constitution.

- b) Junior membership is open to individuals under 18. Junior membership does not carry any voting rights and does not entitle the junior member to any of the rights and responsibilities associated with Full Membership. Junior members automatically become full members on their 18th birthday.

(2) Members and Affiliated Organisations

- a) Affiliated organisations shall be those who meet the criteria of affiliation as established by the Trustees
- b) Individual members of affiliated organisations have the right to apply to become full or junior members of the charity.

(3) Responses to an application for membership shall be made in writing after the relevant general meeting or meeting of the trustees to consider an application.

- a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
- b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Honorary life members may be elected at an Annual General Meeting.

(5) The trustees must keep a register of names and contact details of the members. In the case of Junior members this should be the parent/guardian.

(6) Copies of the Association's Constitution, Bye-laws and Playing Rules will be supplied to any affiliated organisation or person, on request, by the General Secretary. A reasonable fee may be payable

9. Termination of membership

Membership is terminated if:

- (1) the member resigns by written notice to the charity;
- (2) the member ceases to maintain registration;
- (3) 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 or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

10. General meetings (Annual General and Extraordinary 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 (**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 extraordinary general meetings.
- (4) The trustees may call an extraordinary general meeting (EGM) at any time.
- (5) The trustees must call an extraordinary general meeting if requested to do so by the members of the charity pursuant to the terms of the bye-laws of the charity from time to time in force.
- (6) If members of the association wish to call for a vote of no confidence in the Executive Committee, this call must be made in writing to the General Secretary, supported by (a) a signed petition of 20 full members detailing the names, contact details and signatures, as well as (b) the names of the proposed new officers to replace the serving officers. The vote will be held through a properly convened general meeting.
- (7) Further regulations relating to the calling of an extraordinary general meeting shall be set out in the bye-laws of the charity in accordance with subclause 33(2)(d) of this constitution.

11. Annual General Meeting

The Annual General Meeting shall:

- (1) Be held at a suitable time after the conclusion of the winter league season.
- (2) Receive the Annual Report of the Charity;
- (3) Present trophies, unless they are to be presented at a separate event/occasion;
- (4) Elect the Trustees of the Charity in accordance with clause 19 (1);

- (5) Consider and vote upon any amendments to the constitution, the bye-laws and playing rules unless these have already been considered and voted upon during an EGM during the current winter season.
- (6) Determine the annual subscription for HERCA team competitions, individual members outside affiliated organisations and, if necessary, affiliated organisations.
- (7) If necessary, call an extraordinary general meeting.
- (8) Deal with any other matters arising or put before it.

12. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen 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 twenty members entitled to attend and vote.
- (3) The minimum period of notice required for the Annual General Meeting of the charity is forty-two days from the date on which the notice is deemed to have been given.
- (4) 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.
- (5) The notice must be given in writing by the General Secretary to the members, to affiliated organisation secretaries and to the trustees.
- (6) In the case of a notice of Annual General Meeting there shall also be included a request of the members to confirm any desired amendments to the constitution or other non-playing rule matters of the charity.
- (7) Members' proposed amendments to the constitution and bye-laws shall be made, in writing, to the General Secretary at least twenty-eight days before the date of the Annual General Meeting and shall bear the name and signatures of the proposing member and a second supporting member. Members' proposed amendments to the Playing Rules shall be submitted using the 'Rule Change Form', to the League Secretary by the 31st of March of the current winter league season and shall bear the name and signatures of the proposing member and a second supporting member
- (8) The only exception to the above clause 12 (7) shall be that at general meetings amendments to proposals for constitution, bye-law and playing rule changes may be made with the consent of the original proposer and at the Chair of the meeting's discretion. The Chair of the meeting will determine that an amendment is that and not a new constitutional clause, bye-law or playing rule.

- (9) Any other items submitted for inclusion on the agenda for the Annual General Meeting must be made in writing to the General Secretary and must bear the signature of the proposing member.
- (10) The General Secretary shall notify members in writing of the agenda of the Annual General Meeting no later than fourteen days before the date of the Annual General Meeting. This will include details of all proposals for amendments to the constitution, bye-laws and the playing rules, unless these have already been considered and voted upon during an EGM during the current winter season.
- (11) As soon as reasonably possible following the Annual General Meeting the secretary of each affiliated organisation shall submit a list of its officers to the General Secretary, together with any other relevant information requested by the General Secretary on behalf of the charity
- (12) Unless otherwise resolved, any amendments to the constitution and bye-laws shall take effect from the end of the meeting at which they are approved.
- (13) Unless otherwise resolved, any amendments to the Playing Rules shall take effect from the start of the next winter league season

13. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is fifteen members (excluding junior members), of whom five must be non-trustees.
- (3) 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.
- (4) The trustees must re-convene the meeting and must give at least seven days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (5) 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 President.

- (2) If the President is not present within fifteen minutes of the time appointed for the meeting the General Secretary, or if they are not present, 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 days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

16. Votes

- (1) At a general meeting each member (except Junior members) shall have one vote but if there is an equality of votes the President or such other person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

17. Representatives of Affiliated Organisations

- (1) An affiliated organisation where the majority of its own members are members of the charity may nominate any person to act as its representative at any meeting of the trustees of the charity. The representative shall be entitled to attend in an observing capacity only with the right to contribute to debates through the Chair.
- (2) Affiliated clubs as in 17 (1) above must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any trustee 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.
- (3) 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 an executive committee comprising the Trustees of the Charity in accordance with this constitution.
- (2) The charity shall have the following officers who shall all be trustees:
 - (a) President
 - (b) General Secretary
 - (c) Treasurer
 - (d) Head of Governance
 - (e) Lead for the Charity's Junior Academy
 - (f) Lead for Community Chess
 - (g) Lead HERCA Competitions, Teams & Rules
- (3) Subject to the number of trustees not exceeding any maximum number (as determined by or in accordance with this constitution), further trustees may be appointed without portfolio in accordance with clause 19.
- (4) A trustee must be a member of the charity.
- (5) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 21.
- (6) The number of trustees shall be not less than three and (unless otherwise determined by a resolution of the charity in general meeting) shall not exceed 15.
- (7) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (8) 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 shall elect the officers as in 18 (2) and up to five further Trustees without portfolio.
- (2) The trustees may appoint any person who is willing to act as a trustee, subject to that person not being 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). Subject to sub-clause (6)(b) of this clause, they may also appoint trustees to act as officers.

- (3) Unless otherwise agreed Trustees shall serve for a period of three years but shall be able to stand for further periods of office
- (4) Each of the Trustees shall retire with effect from the conclusion of their agreed tenure but shall be eligible for re-election or re-appointment.
- (5) No-one may be elected a trustee or an officer at any annual general meeting unless at least 14 days 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.
- (6)
 - (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
 - (b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

20. Powers of trustees

- (1) The Trustees as a whole shall appoint to officer positions not identified in 18 (2) to ensure the effective running of the charity and in the fulfilment of its objectives. Unless otherwise agreed, these appointed officers shall serve for a period of up to a maximum of three years but shall be able to be re-appointed for further periods of office
- (2) 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 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 charity 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 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.
- (3) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (4) 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 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 charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (4) 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
- (5) 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.

22. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The trustees agree that meetings shall be convened at regular intervals not exceeding three months
- (3) Any trustee may call a meeting of the trustees.
- (4) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (5) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote. The Executive Committee may also pass resolutions in writing between their meetings and in situations where decisions have to be taken by the Executive Committee at short notice. Resolutions in writing may be circulated by post or any other suitable electronic means by any member of the Executive Committee (or any other person nominated by the Executive Committee for this purpose) and to all other members of the Executive Committee who may indicate their approval by signing a copy of the resolutions or by any suitable electronic means, including, but not limited to e-mail.
- (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 three 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 President shall chair meetings of the trustees.
- (11) If the President is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the General Secretary shall chair

the meeting. If they are not present or willing to chair 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.

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 containing two or more trustees but the terms of any such delegation must be recorded in the minutes.
- (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 (2) 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 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 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 for a minimum of six years 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 2011 (or any statutory re-enactment or modification of the Act) 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.
- (3) If anyone requests a copy of the charity's most recent annual report in writing and agrees to pay a reasonable fee required to cover the costs (if any). The charity's trustees must provide the report within 2 months of the request date.

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 contact details 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. Bye-laws and Playing Rules

- (1) The trustees may from time to time make playing 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 affiliated status) 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) 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 playing rules or bye-laws.

- (4) The trustees must adopt such means as they think sufficient to bring the playing rules and bye-laws to the notice of members of the charity.
- (5) The playing rules or bye-laws shall be binding on all members of the charity. No playing rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

34. Disputes

If a dispute arises between members of the charity or between affiliated organisations about the validity or propriety of anything done under this constitution and bye-laws (but not including matters relating to Playing Rules) or HERCA operating policies and procedures, the Executive Committee shall attempt to resolve the dispute by agreement. If agreement cannot be reached between the parties, then the Executive will establish an examining panel consisting of three trustees (not conflicted by reason of membership of a particular affiliated organisation) and two unconflicted full members of the charity. The panel's decision will be subject to appeal. Any appeal will be considered by the Executive Committee (excluding those trustees on the examining panel and others conflicted by reason of membership of a particular affiliated organisation). The Executive Committee's decision will be final.

If a decision of the HERCA Executive Committee is challenged in writing by an affiliated organisation or an individual HERCA member, then a dispute arises. The trustees, if they are unable to resolve the dispute, will appoint a panel of three impartial trustees, and five other impartial members who are not trustees, to investigate the issue thoroughly and make a recommendation to the Executive Committee, which may or may not involve a change to the original decision. The recommendation will include a full report on what the panel considers to be relevant evidence. The Executive Committee will give full consideration to this recommendation, and then make a final decision on the matter.

35. Interpretation In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within subclause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled
 - (a) by the trustee or any connected person falling within sub-clause (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 charity trustee 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 (as subsequently amended) apply for the purposes of interpreting the terms used in this clause.

Change History

Issue	Date	Summary of Changes	Author
1	Aug 2023	Replacement of HDCA by HERCA, from version 2022.1	Keith Porteous
2	June 2025	Several on right to apply for membership; termination of membership; votes of no confidence; method of giving notice to members; quorum; junior member as observer at Executive Committee meetings; disputes and appeals.	Graham Chesters