

Paddlers for Life (Windermere)

CONSTITUTION

adopted on the 27th October 2007
amended 10th September 2010
amended 20th February 2011
amended 14th May 2012
amended 6th December 2020

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PART 1

1 Adoption of the Constitution.

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

2 The Name.

The association's name is Paddlers for Life (and in this document it is called the Charity).

3 The Objects.

The Charity's objects (the Objects) are:

To relieve sickness and protect and preserve good health for persons facing cancer, in particular but not exclusively breast cancer, or persons in need of rehabilitation as a result of such illness within Cumbria and Lancashire by providing or assisting in the provision for physical activity and recreation, notably Dragon Boating.

4 Application of the Income and Property.

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

(2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(3) 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) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (b) a Trustee from:
 - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee.

(5) A Trustee may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by or receive any remuneration from the Charity;

(c) receive any other financial benefit from the Charity,

if:

(d) he or she is not prevented from so doing by sub-clause (4) of this clause; and

(e) the benefit is permitted by sub-clause (3) of this clause; or

(f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:

(i) declare his or her interest in the proposal;

(ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;

(iii) not be counted in determining whether the meeting is quorate;

(iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

(7) A Trustee must absent himself or herself from any discussions of the 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) and take no part in the voting upon the matter.

(8) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5 Dissolution.

(1) 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.

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

(3) 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 Commissioners 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 Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

(5) 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).

(6) 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 to the Commission the charity's final accounts.

6 Amendments.

(1) Any provision contained in Part 1 of this constitution may be amended 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 not be within the reasonable contemplation of the members of or donors to the Charity;

(c) no amendment may be made to clause 4 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 must be sent to the Commission within twenty one days of it being passed.

PART 2

7 Membership.

(1) Types, rights and responsibilities of membership are set out in Appendix A.

(2) The Trustees may only refuse to recognise a membership if the criteria set out in Appendix A has not been met.

(3) Where membership is deemed not to have met the requisite criteria by the Trustees the individual claiming membership must be informed of this decision and the reasons for it in writing within 21 days of the decision being made.

(4) Membership is not transferable to anyone else.

(5) The Trustees must keep, and be responsible for, a register of names and postal addresses (and email addresses where given) of the members.

(6) Members of the Charity can appoint Patrons who will act as ambassadors to promote the Charity's work, in line with the stated aims and ethos of Paddlers for Life. A Patron may choose to be an active member of the Charity, by registering annually his or her full commitment to the team.

8 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 Charity unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the Charity is not paid in full within six months of it falling due, and at the discretion of the Trustees;

(4) the member is removed from membership by a resolution of a majority of the voting members 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 general meeting of the Charity 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.

9 General meetings.

(1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) The types of and arrangements for all general meetings other than annual general meetings, are set out in Appendix B. Any details not covered in Appendix B should be taken as being the same as those for annual general meetings.

(4) The Trustees may call an extraordinary general meeting at any time.

(5) The Trustees must call an extraordinary general meeting if requested to do so in writing by at least five full members or one fifth of the full membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty eight days of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this constitution.

10 Notice.

(1) The minimum period of notice required to hold any annual or ordinary general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.

(2) An extraordinary general meeting may be called by shorter notice, if it is so agreed by a majority of the trustees and 5 members or 20% of the total membership. Period of notice should not be less than seven days.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Trustees.

11 Quorum.

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

(2) A quorum is;

- 5 members and/or Trustees entitled to vote upon the business to be conducted at the meeting; or
 - one fifth of the total voting membership at the time,
- whichever is the greater.

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

(4) If:

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

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

(5) The Trustees must 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 reconvened 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.

12 Chair.

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

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

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

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

13 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 reconvened unless those details are specified in the resolution.

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

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

14 Votes.

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

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

(3) Proxy voting applies at an extraordinary general meeting and must be in writing or electronic.

(4) Votes will be accepted by proxy to the chair, a minimum of two days prior to an extraordinary general meeting.

15 Representatives of Other Bodies.

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

(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

(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.

16 Officers and Trustees.

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

(2) The Charity shall have the following Officers:

A chair,

A secretary,

A treasurer.

(3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.

(5) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.

(6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.

(7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

17 The Appointment of Trustees.

(1) The Charity in general meeting shall elect the Officers and the other Trustees by a simple majority vote.

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

(3) Trustees may be re-elected a maximum of three consecutive times then shall retire with effect on completing his or her three years appointment but shall be eligible for re-election next after 12 months.

(4) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:

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

(b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) (a) The appointment of a Trustee by the Charity in general meeting 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 Charity 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.

(6) The general role and responsibilities of each additional Trustee beyond the Officers shall be proposed by the existing Trustees and agreed by majority vote at a general meeting of the Charity.

18 Powers of Trustees.

(1) The Trustees must manage the business of the Charity and they 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 substantial 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 up to an expenditure of £1500;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity up to a value of £1000. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

(d) to borrow money up to a value of £500 and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 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;

(j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity up to an expenditure of £1500, with the exception of garage rental (£3,600 in 2020) which may be paid, unless it increases by more than 10% from the previous year, without referral to members;

(k) 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;

(l) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) Before entering into any transactions with a value of more than £1500 the Trustees must have explicit authorisation given by simple majority vote of a general meeting of the Charity.

(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.

(5) The Trustees commit to raising awareness of the benefits of Dragon Boating as a form of physical recreation to improve the quality of life of persons living with the disease and to inspire them to overcome the challenges of their journey.

19 Disqualification and Removal of Trustees.

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

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

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

(3) 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.

(6) receives a vote of no confidence which is passed by a 2/3rds majority at a general meeting of the charity; a vote of no confidence must be proposed in writing to the Trustees, with the reasons for it, by a full member of the Charity at least 14 days before the general meeting where it is to be proposed, and the Trustee (or their representative) must be given a chance at that general meeting to answer the specified reasons before the vote is taken.

20 Proceedings of Trustees.

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one third of the total number of Trustees plus one, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

21 Delegation.

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 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.

22 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:
 - 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 the resolution would otherwise have been void.

(3) All resolutions or acts done by a general meeting of the Charity shall be valid notwithstanding the participation in any vote of a member who did not meet the criteria for full membership if, without:

- the vote of that member; and
- that member being counted in the quorum,

the decision has been made by the necessary majority of the members at a quorate meeting.

(4) 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.

23 Minutes.

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Charity;
- (2) proceedings at meetings of the Charity;
- (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.

In addition:

(4) Any member or Trustee of the Charity shall be able to request a copy of the minutes of any meeting, whether or not they were present, and the Trustees shall be responsible for providing the requested copy within 7 days of the request.

24 Annual Report and Return and Accounts.

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Charity;
 - (b) the preparation of annual statements of account for the Charity;
 - (c) the transmission of the statements of account to the Charity;
 - (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.

25 Registered particulars.

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

This shall normally be the responsibility of the Secretary, and the registered entry includes its name, correspondence address, objects, governing document (and any amendment) and names of its trustees.

26 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.

27 Repair and insurance.

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the property of the Charity. They must also insure suitably in respect of public liability and employer's liability.

28 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) Notice may be given to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be guaranteed 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.

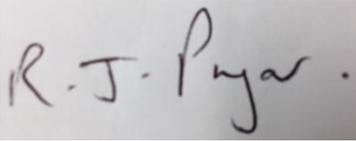
(b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.

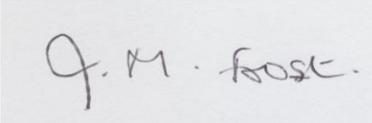
(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

29 Rules.

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

I certify that this is a true copy of the Constitution of the Paddlers for Life

Name Rowena Pryor Sign  Date 9th December 2020

Name Jill Frost Sign  Date 9th December 2020

Note: Original copy certified and signed by: Susan Cogley (Chair) and Louisa Balderson (Survivor member) on the 27th October 2007

Note: Amended copy certified and signed by: Susan Cogley (Chair) and Rowena Pryor (Survivor Member) on the 17th April 2011

Note: Amended copy certified and signed by: Susan Cogley (Chair) and Ann Johnson (Survivor Member) on the 14th May 2012

Note: Amended copy certified and signed by: Rowena Pryor (Chair) and Jill Frost (Survivor Member) on the 6th December 2020

Appendix A – Membership

- (1) Only the Trustees and full members of the Charity shall have voting rights.
- (2) To be a full member, an individual must have had cancer, predominantly but not exclusively, breast cancer, and be an active member of the Dragonboat team, where 'active' means :
 - Registering annually a commitment in remaining a full member
- (3) Anyone meeting the criteria for full membership is automatically considered to be a full member.
- (4) Anyone not fulfilling the criteria for full membership may become a supporting member by registering with the Charity as such.
- (5) Full members who subsequently fail to fill the criteria for 'active' membership of the Charity team(s) shall automatically be re-designated as supporting members (and shall therefore lose their voting rights).
- (6) All members (voting and non-voting) shall have the right to attend, and participate in, all general meetings of the Charity
- (7) Full members have the right to vote in all types of general meetings.
- (8) Trustees have the right to vote in Trustees meetings and all types of general meetings.
- (9) Composition of the Charity Board of Trustees at any given time may be entirely comprised of breast cancer survivors. Survivors of other types of cancer and supporters may be appointed as trustees provided that the proportion of such trustees does not exceed 2 such trustees to every 3 trustees being breast cancer survivors.
- (10) Any member – whether full or supporting – may stand for election as a Trustee.
- (11) In exercising their right to vote and influence the governance of the Charity, the members and Trustees should ensure that their behaviour is not damaging to the running of the Charity or to its good name.
- (12) Charity members and Trustees should exercise their right to vote in the interests of the Charity.
- (13) Charity members and Trustees should be prepared to abide by decisions that are taken fairly and within the rules of the Charity, even if this does not match their own personal preferences.
- (14) A complaint to the Charity Commission should only be made if, and only if, there are well founded suspicions or evidence of malpractice.
- (15) The Trustees have a responsibility to:
 - encourage members to read and understand the membership provisions of the Charity;
 - keep and communicate information about the roles and responsibilities of different types of member in the Charity;
 - keep a record of the rules that surround continued membership and make it available to all stakeholders.
- (16) The Charity is not responsible for any commitment made by an individual member unless details have been submitted to the Trustees and written approval given. Until such approval is received, any commitment (financial or otherwise) remains the responsibility of the individual concerned.

Appendix B – Meetings

(1) In addition to the annual general meeting, there shall be a minimum of 3 ordinary general meetings per year, and there shall be no more than 4 months between any 2 of these meetings.

(2) In addition there may be any number of extraordinary general meetings. These may be called by a simple majority of the Trustees or at least five full members or one fifth of the membership and require notice.

(3) The responsibilities of the Secretary during general meetings include ensuring that:

- there are copies of all documents needed for the meeting;
- arrangements for any vote or poll which may be needed are in place;
- the meeting is properly convened;
- there is a quorum (and if required, that it is present throughout the meeting);
- apologies for absence are noted; and
- all decisions made at the meeting are minuted (if the result of a discussion is unclear, clarify decisions with the Chair during the meeting to ensure the minutes are accurate).

(4) If it appears that a matter has been overlooked, the Secretary should draw this to the attention of the Chair.

(5) If a meeting needs to come to a decision, the Chair should make sure that all charity Trustees (and members in a general meeting) understand what the decision means to the charity, eg agreeing to a grant of money or establishing an investment policy.

(6) At a general meeting the Chair should make it clear to members which decisions (if any) voted upon by the members are binding on the charity Trustees. It may be that the voting is merely a recommendation to the charity Trustees.

(7) Once the formal minutes of the previous meeting have been approved, they should be signed as an accurate record by the Chair, and they then form the only legal record of the business of the previous meeting.

(8) If any member or Trustee is unable to agree that the draft minutes are an accurate record of the meeting, then he or she should draw the matter to the attention of the Chair before they are approved and signed. It is for this reason that copies of the draft minutes should be sent to every member and Trustee that attended the meeting to ensure they have the opportunity to comment. If after discussion the member or Trustee is still unable to agree then his or her dissension should be formally noted and recorded as a postscript to the minutes before they are signed.

(9) An extraordinary general meeting should only be called to discuss a specific and urgent issue that if left to an ordinary general meeting will be detrimental to the charity.
