

The Fairlight Preservation Trust

Charity Constitution.

Adopted on the 4th day of July 2004 (incorporating amendments agreed on 21st November 2004, 12th June 2005, 5th September 2010 and 26th November 2016)

A Name.

The name of the association is “The Fairlight Preservation Trust” (“the Charity”)

B Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by clause “G” of this Constitution (“the Executive Committee”)

C Objects

The Charity’s objects (“the Objects”) are.

1. The preservation of human life and property by procuring the provision of coastal defences in order to protect Fairlight Cove and surrounding areas from coastal erosion and /or landslip.
2. To promote the conservation, protection and improvement of the flora and fauna of Fairlight Cove and surrounding areas.

D Powers.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the Law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

- (v) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purpose and to exchange information and advice with them;
- (vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (vii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (viii) power to do all such other lawful things as are necessary for the achievement of the Objects.
- (ix) power to insure against any claim upon the Charity, its property and/or Trustees.

E Membership.

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the Objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2)(deleted)
- (3)(deleted)
- (4) Every full member shall have one vote.
- (5) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- (6) Membership is not transferrable.
- (7) The Executive Committee must keep a register or electronic record of the names and addresses of members. Every member shall provide to the charity the details of their address. For the purposes of this Constitution “address” means a postal address and/or an email address for electronic communications.
- (8) Membership is terminated if:
 - (a) a member dies, or
 - (b) a member resigns by written notice to the charity,
 - (c) a member fails to pay their annual subscription within 28 days of its being requested by the Executive Committee.

F Honorary Officers.

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a Chairman, Vice-Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

G Executive Committee.

- (1) The Executive Committee shall consist of not less than 4 members nor more than 10 members being:
 - (a) the Honorary Officers specified in the preceding clause;
 - (b) not less than 1 and not more than 6 members elected at the Annual General Meeting who shall hold office from the conclusion of the meeting.
- (2) The Executive Committee may in addition appoint not more than 2 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members.
- (3) All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6)(deleted)

H Determination of Membership of the Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated;
or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least two meetings each year. A meeting may be called at any time by the Chairman or by the Secretary at the request of any two members of the Executive Committee, upon reasonable notice being given to the other members of the Executive Committee of the matters to be discussed.
- (2) The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meetings the Vice-Chairman shall chair the meetings, failing which the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) 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 Chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents, No rule may be made which is inconsistent with this Constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee or any member of the Charity approved by the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
- (8) The Executive Committee may from time to time invite the Fairlight Parish Council to nominate one of their councillors, to be approved by the Executive Committee, to attend meetings of the Executive Committee and to act as a liaison with the Fairlight Parish Council. The person so nominated and approved shall be entitled to attend meetings of the Executive Committee when invited by the Secretary but shall not be entitled to vote.
- (9) A resolution in writing and signed by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held, and for this purpose the resolution may be contained in one or more than one document in like form and will be treated as passed on the date of the last signature.

K Receipts and expenditure.

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into one or more accounts operated by the Executive Committee in the name of the Charity at

such bank or banks as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

(2) The funds belonging to the Charity shall be applied only in furthering the Objects.

L Property.

(1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

(a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and

(b) all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustees has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such nominee reasonable and proper remuneration for acting as such.

M Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to:

(1) the keeping of accounting records for the Charity;

(2) the preparation of annual statements of account for the Charity;

(3) the auditing or independent examination of the statements of account of the Charity; and

(4) the transmission of the statements of account of the Charity to the Commission.

N Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P Annual General Meeting.

- (1) There shall be an Annual General Meeting of the Charity in each calendar year at such date as the Executive Committee shall determine.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All members of the Charity shall be entitled to attend and vote.
- (3) The Chairman shall preside at the Annual General Meeting and if he or she is not present then the Vice-Chairman shall chair the meeting. In the absence of both the Chairman and the Vice-Chairman, before any other business is transacted the members present shall select one of their number to act as Chairman of the meeting.
- (4) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by the members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Q Special General Meetings.

The Executive Committee may call a Special General Meeting of the Charity at any time. If at least 10 members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings.

- (1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Charity.
- (2) No business shall be transacted at any General Meeting unless a quorum is present. The quorum at any General Meeting shall be at least ten members of the Charity present in person.
- (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 Executive Committee shall determine under R(4) below.

- (4) The Executive Committee must re-convene the meeting and must give at least 7 days' notice of the reconvened meeting, stating the date, time and place of the meeting and the nature of the business to be transacted.
- (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 the meeting.
- (6) The Chairman of a General Meeting may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting to another time and/or place. If a meeting is adjourned for more than 14 days, at least 7 days' notice shall be given of the re-convened meeting, stating the date, time and place of the meeting and the nature of the business to be transacted.

S Notices.

- (1) Any notice required to be given to any member of the Charity or to any member of the Executive Committee may be given:
 - (a) in electronic form by email, or
 - (b) personally, or
 - (c) by leaving it at the address of the member, or
 - (d) by sending it by post in a pre-paid envelope.

Notice of General Meetings may also be given by any Fairlight village or community website or on any Fairlight village noticeboard if the Executive Committee so determines.

- (2) Any notice sent in electronic form shall be deemed to have been served 24 hours after the email was sent to that member. Any notice sent by post shall be deemed to have been served 48 hours after the envelope containing the notice was posted.
- (3) A member present in person at any General Meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (4) No resolution or act of
 - (a) the Executive Committee, or
 - (b) any sub-committee of the Executive Committee, or
 - (c) the Charity in General Meeting

shall be invalidated (i) by reason of the accidental failure or omission to give notice to any member of the Executive Committee or any member of the Charity, or (ii) by reason of any procedural defect in the meeting unless it is shown that the procedural defect has materially prejudiced the Charity.

T Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause “A”, clause “C”, clause “I”, clause “U” or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

U Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of the Charity, of which not less than 21 days’ notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose, or transferred to the Fairlight Parish Council with the proviso that it be used for charitable environmental projects. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

V Arrangement until first Annual General Meeting.

The original Constitution was adopted on the 4th July 2004 by Paul Capps, Chairman and John Sinclair, Secretary.

The above document is duly certified to be a true copy of the Constitution of The Fairlight Preservation Trust as prepared 4th July 2004 and amended 21st November 2004, 12th June 2005, 5th September 2010 and 26th November 2016.

Signed Date

(David Shortman – Chairman)

Signed Date

(Paul Draper – Secretary)