

Constitution – The Dulwich Society – Charity number 234192

Date of constitution (last amended):
[insert date of registration with CC post AGM]

1. Name

The name of the charity (the “Society”) is:

The Dulwich Society

2. Objects

The objects of the Society are:

- (1) to maintain and foster the amenities of Dulwich in the interests of its residents and the wider community of which Dulwich is a part;
- (2) to maintain and improve open spaces and encourage the proper public use thereof;
- (3) to safeguard the trees, gardens, verges, wildlife and other natural endowments;
- (4) to preserve and protect buildings of distinction and promote and encourage a good standard of design and appearance in buildings and streets;
- (5) to increase knowledge and appreciation of the amenities, social activities and history of Dulwich and foster a sense of community among all residents;
- (6) to stimulate public interest and obtain support for the Society’s objects by means of meetings, exhibitions, lectures, study groups, publication and co-operation with like-minded individuals and bodies;
- (7) to ensure that the Society’s objects are appreciated and taken account of by public authorities and other bodies and individuals concerned with the development of Dulwich; and
- (8) to do all such things as may, in the opinion of the Executive Committee, be incidental or conducive to the attainment of any of the above objects.

Nothing in this constitution shall authorise an application of the property of the Society for the purposes which are not charitable.

3. Powers

The Society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so.

4. Application of income and property

- (1) The income and property of the Society must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Society’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 Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a charity trustee receiving:

- (a) a benefit from the Society as a beneficiary of the Society;
- (b) reasonable and proper remuneration for any goods or services supplied to the Society.

5. Conflicts of interest and conflicts of loyalty

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

6. Membership of the Society

(1) Admission of new members

(a) Eligibility

Membership of the Society is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

An organisation or a corporate body may not be a member.

(b) Admission procedure

The charity trustees:

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

(2) Transfer of membership

Membership of the Society cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the Society to exercise his or her powers as a member of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society.

(4) Termination of membership

- (a) Membership of the Society comes to an end if:
- (i) the member dies; or
 - (ii) the member sends a notice of resignation to the charity trustees; or
 - (iii) any sum of money owed by the member to the Society is not paid in full within six months of its falling due; or
 - (iv) the charity trustees decide that it is in the best interests of the Society that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove someone from membership of the Society they must:
- (i) inform the member of the reasons why it is proposed to remove him or her from membership;
 - (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he or she should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The Society may require members to pay reasonable membership fees to the Society. At the date of adoption of the constitution, the membership fee is £10 per annum. The membership fee shall become due at the date of application to become a member and thereafter shall become due on the first day of January in every year thereafter. Any member joining the Society in the last three calendar months of the year and paying the subscription, shall not be required to pay another subscription until the first day of the January of the next but one year.

(6) New members voting at general meetings

No member shall be entitled to vote at any general meeting of the members of the Society if they became a member of the Society less than 56 days prior to the date of such general meeting.

7. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the Society shall be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of the Society may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

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

- (a)** Any decision to remove a trustee must be taken in accordance with clause 12(2)
- (b)** Any decision to amend this constitution must be taken in accordance with clause 24 of this constitution (Amendment of Constitution).
- (c)** Any decision to wind up or dissolve the Society must be taken in accordance with clause 25 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

8. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (“AGM”) of the members of the Society. The AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees’ annual report, and must elect trustees as required under clause 10.

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

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

(2) Calling general meetings

- (a)** The charity trustees:
 - (i)** must call the AGM of the members of the Society in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii)** may call any other general meeting of the members at any time.
- (b)** The charity trustees must, within 21 days, call a general meeting of the members of the Society if:
 - (i)** they receive a request to do so from at least 10% of the members of the Society; and
 - (ii)** the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c)** If, at the time of any such request, there has not been any general meeting of the members of the Society for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d)** Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e)** A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f)** Any general meeting called by the charity trustees at the request of the members of the Society must be held within 28 days from the date on which it is called.
- (g)** If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h)** A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i)** The Society must reimburse any reasonable expenses incurred by the members

calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Society shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a)** The charity trustees, or, as the case may be, the relevant members of the Society, must give at least 14 clear days' notice of any general meeting to all of the members.
- (b)** If it is agreed by not less than 90% of all members of the Society, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution or by the Charities Act 2011.
- (c)** The notice of any general meeting must:
 - (i)** state the time and date of the meeting;
 - (ii)** give the address at which the meeting is to take place;
 - (iii)** give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - (iv)** if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration; and
 - (v)** include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 18 (Use of electronic communications), details of where the information may be found on the Society's website.
- (d)** Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e)** The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Society.

(4) Chairing of general meetings

The person appointed as chair of the Society by the members in general meeting, shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Society who are present at a general meeting shall elect a chair from amongst the charity trustees present to preside at the meeting.

(5) Quorum at general meetings

- (a)** No business may be transacted at any general meeting of the members of the Society unless a quorum is present when the meeting starts.
- (b)** Subject to the following provisions, the quorum for general meetings shall be twenty members.
- (c)** If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d)** If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must

adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the Society's members at least seven clear days before the date on which it will resume.

- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 7(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

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

9. Charity trustees

(1) Functions and duties of charity trustees

The Executive Committee comprises the officers (chair, vice-chair, secretary and treasurer) and the other charity trustees. The Executive Committee shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society; and

- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or holds himself or herself out as having.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - (i) if he or she is under the age of 16 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 12(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (d) Every charity trustee must be a member of the Society.

(3) Number of charity trustees

- (a) There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (b) The maximum number of charity trustees is 16. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

10. Appointment of charity trustees

- (1) At every AGM of the members of the Society, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office.
- (2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any charity trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (3) The vacancies so arising may be filled by the decision of the members at the AGM; any vacancies not filled at the AGM may be filled as provided in sub-clause (4) of this clause;
- (4) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 12 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 9(3) on the number of charity trustees would not as a result be exceeded;
- (5) A person so appointed by the members of the Society shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next AGM after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

11. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

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

12. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the Society in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
 - (e) is removed by the members of the Society in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 8, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with sub-clause (2) above shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.
- (4) A charity trustee or committee member shall be removed from office if a resolution to remove that trustee or committee member is proposed at a meeting of the charity trustees called for that purpose and properly convened in accordance with clause 16 and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (5) A resolution to remove a charity trustee or committee member in accordance with sub-clause (4) above shall not take effect unless the quorum for such meeting is at least half the charity trustees and the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the charity trustees.

13. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the Society is eligible for reappointment.

14. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by a majority of all of the charity

trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:

- (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- (ii) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Society at such place as the charity trustees may resolve.

15. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

16. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The chair of the Society shall chair the meetings of the charity trustees. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a)** A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b)** Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c)** Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

17. Execution of documents

- (1)** The Society shall execute documents by signature.
- (2)** A document is validly executed by signature if it is signed by at least two of the charity trustees.

18. Use of electronic communications

(1) General

The Society will provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form and will comply with any requirements to provide information to the Charity Commission in a particular form or manner.

(2) To the Society

Any member or charity trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

(3) By the Society

- (a)** Any member or charity trustee of the Society, by providing the Society with his or her email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society his or her unwillingness to receive such communications in that form.
- (b)** The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i)** provide the members with the notice referred to in clause 8(3) (Notice of general meetings); and
 - (ii)** give charity trustees notice of their meetings in accordance with clause 16(1) (Calling meetings).
- (c)** The charity trustees must:
 - (i)** take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - (ii)** send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

19. Keeping of Registers

The Society must comply with its obligations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

20. Minutes

- (1)** The charity trustees must keep minutes of all:
 - (a)** appointments of officers made by the charity trustees;
 - (b)** proceedings at general meetings of the Society;
 - (c)** meetings of the charity trustees and committees of charity trustees including:
 - (i)** the names of the charity trustees present at the meeting;
 - (ii)** the decisions made at the meetings; and
 - (iii)** where appropriate the reasons for the decisions;
 - (d)** decisions made by the charity trustees otherwise than in meetings.
- (2)** Once approved by the charity trustees, minutes of general meetings must be made available to any member of the Society on request. Approved minutes of meetings of the charity trustees and, unless the chair or vice chair of the Society considers that publication is not appropriate (for example if publication were to breach the Society's policy on data protection), each committee must be made available to any member of the Society on request.

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

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

22. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Society on request.

23. Disputes

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

24. Amendment of constitution

- (1)** This constitution can only be amended:
 - (a)** by resolution agreed in writing by all members of the Society; or
 - (b)** by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Society.
- (2)** Any alteration of clause 2 (Objects), clause 25 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any

benefit to be obtained by charity trustees or members of the Society or persons connected with them, requires the prior written consent of the Charity Commission.

- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Society's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

25. Voluntary winding up or dissolution

- (1) The Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
 - (a) at a general meeting of the members of the Society called in accordance with clause 8 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote;
 - (b) by a resolution passed by a 75% majority of those voting, or
 - (c) by a resolution agreed in writing by all members of the Society.
- (2) Subject to the payment of all the Society's debts:
 - (a) Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Society shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- (3) The Society must apply to the Charity Commission for the Society to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees must send with their application to the Charity Commission:
 - (i) a copy of the resolution passed by the members of the Society;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within a reasonable time to every member and employee (if any) of the Society, and to any charity trustee of the Society who was not privy to the application.

26. Interpretation

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution. In this constitution:

“**charity trustee**” means a charity trustee of the Society.

“**Executive Committee**” means the charity trustees from time to time.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.