

PLYMOUTH TREE PEOPLE

CONSTITUTION

for a

CHARITABLE INCORPORATED ORGANISATION

We hereby certify this to be the Constitution, which took effect from 1st April 2015 having been adopted by the members of Plymouth Tree Partnership at a Special Members' Meeting held on 11th March 2015, and which was amended by resolutions passed at an Annual General Meeting held on 5th July 2023.

Chair of the Charity Trustees:

Secretary:

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Date of constitution (last amended)

5th July 2023

1 Name

The name of the Charitable Incorporated Organisation is Plymouth Tree People, having been changed from Plymouth Tree Partnership on 5th July 2023.

2 National location of principal office

The principal office of Plymouth Tree People is in Plymouth, England.

3 Objects

The objects of Plymouth Tree People are to promote, for public benefit, the conservation, protection and improvement of the environment through the planting, care, nurture and cultivation of trees, in the local authority area of the City of Plymouth.

4 Powers

Plymouth Tree People has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, the powers of Plymouth Tree People include authority to:

- (1) take up association to The Tree Council's Tree Warden Scheme; and
- (2) work with others to identify needs, undertake projects and support community actions for improving the public realm; and
- (3) disseminate knowledge, understanding and appreciation of the value of trees, their use as part of urban design and their requirements for healthy growth; and
- (4) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. Plymouth Tree People must comply as appropriate with sections 124 and 125 of The Charities Act 2011 if it wishes to mortgage land; and
- (5) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use; and
- (6) sell, lease or otherwise dispose of all or any part of the property belonging to Plymouth Tree People. In exercising this power, Plymouth Tree People must comply as appropriate with sections 117 to 123 of the Charities Act 2011; and
- (7) employ, appoint and remunerate such staff and office holders as are necessary for carrying out the work of Plymouth Tree People. The charity may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Charity Trustees and connected persons) and provided it complies with the conditions of those clauses; and
- (8) deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of Plymouth Tree People to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5 Application of income and property

- (1) The income and property of Plymouth Tree People must be applied solely towards the promotion of its objects.
- (2) A Charity Trustee is entitled to be reimbursed from the property of Plymouth Tree People or may pay out of such property reasonable expenses properly incurred by him/her when acting on behalf of Plymouth Tree People.
- (3) A Charity Trustee may benefit from trustee indemnity insurance cover purchased at Plymouth Tree People's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (4) None of the income or property of Plymouth Tree People may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Plymouth Tree People. This does not prevent a member who is not also a Charity Trustee receiving:
 - (a) a benefit from Plymouth Tree People as a beneficiary of Plymouth Tree People; or
 - (b) reasonable and proper remuneration for any goods or services supplied to Plymouth Tree People.

6 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 Plymouth Tree People on terms preferential to those applicable to members of the public; or
- (b) sell goods, services, or any interest in land to Plymouth Tree People; or
- (c) be employed by, or receive any remuneration from, Plymouth Tree People; or
- (d) receive any other financial benefit from Plymouth Tree People;

unless the payment or benefit 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 Charity Trustees' or connected persons' benefits

- (a) A Charity Trustee or connected person may receive a benefit from Plymouth Tree People provided that the 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 Plymouth Tree People where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

- (c) Subject to sub-clause (3) of this clause a Charity Trustee or connected person may provide Plymouth Tree People with goods that are not supplied in connection with services provided to Plymouth Tree People by the Charity Trustee or connected person.
- (d) A Charity Trustee or connected person may receive interest on money lent to Plymouth Tree People at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Charity Trustees.
- (e) A Charity Trustee or connected person may receive rent for premises let by the Trustee or connected person to Plymouth Tree People. 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 Plymouth Tree People on the same terms as members of the public.

(3) **Payment for supply of goods only - controls**

Plymouth Tree People and its Charity Trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between Plymouth Tree People and the Charity Trustee or connected person supplying the goods ("the supplier"); and
- (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; and
- (c) the other Charity Trustees are satisfied that it is in the best interests of Plymouth Tree People 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; and
- (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/her or it with regard to the supply of goods to Plymouth Tree People; and
- (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; and
- (f) the reason for their decision is recorded by the Charity Trustees in the minute book; and
- (g) a majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by clause 6 (Benefits and payments to Charity Trustees and connected persons).

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

- (a) "Plymouth Tree People" includes any company in which Plymouth Tree People:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) "connected person" includes any person within the definition set out in clause 29 (Interpretation).

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

Any Charity Trustee absenting himself /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.

8 Liability of members to contribute to the assets of Plymouth Tree People if it is wound up

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

9 Membership of Plymouth Tree People

(1) **Admission of new members**

(a) Eligibility

- (i) Membership of Plymouth Tree People is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.
- (ii) A member must be a natural person. Two individuals living at the same address may apply for joint membership.

(b) Admission procedure

- (i) The Charity Trustees:
 - a. may require applications for membership to be made in any reasonable way that they decide; and
 - b. may refuse an application for membership if they believe that it is in the best interests of Plymouth Tree People for them to do so; and
 - c. 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
 - d. 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

- (i) Membership of Plymouth Tree People cannot be transferred to anyone else.

(3) Duty of members

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

(4) Termination of membership

- (a) Membership of Plymouth Tree People 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 Plymouth Tree People 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 Plymouth Tree People that the member in question should be removed from membership and pass a resolution to that effect.
- (b) Joint membership of Plymouth Tree People comes to an end:
 - (i) on the date that renewal next becomes due following the death of one of the joint members.
 - (ii) if either of the joint members sends a notice of resignation to the Charity Trustees; or
 - (iii) if any sum of money owed by either of the joint members to Plymouth Tree People is not paid in full within six months of its falling due; or
 - (iv) if the Charity Trustees decide that it is in the best interests of Plymouth Tree People that the joint members in question should be removed from membership and pass a resolution to that effect.

- (c) Before the Charity Trustees take any decision to remove someone from membership of Plymouth Tree People, 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 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**
 Plymouth Tree People may require members to pay reasonable membership fees to Plymouth Tree People.
- (6) **Associate (non-voting) membership**
 - (a) The Charity Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
 - (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10 General meetings of members

- (1) **Types of general meeting**
 - (a) There must be an Annual General Meeting (AGM) of the members of Plymouth Tree People 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 12.
 - (b) Other general meetings of the members of Plymouth Tree People 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 Annual General Meeting of the members of Plymouth Tree People 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 Plymouth Tree People if:
 - (i) they receive a request to do so from at least 10% of the members of Plymouth Tree People; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting; and
 - (iii) is authenticated by the members making the request.
 - (c) Any such request shall include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting or an indication of the nature of the matters to be considered.
 - (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - (e) Any general meeting called by the Charity Trustees at the request of the members of Plymouth Tree People must be held within 28 days from the date on which it is called.
 - (f) 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.
 - (g) A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.
- (3) **Notice of general meetings**
- (a) The Charity Trustees, or, as the case may be, the relevant members of Plymouth Tree People, 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 75% of all members of Plymouth Tree People, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause {3} {a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
 - (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting; and
 - (ii) give the address at which the meeting is to take place; and
 - (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; and
 - (iv) if a proposal to alter the constitution of Plymouth Tree People is to be considered at the meeting, include the text of the proposed alteration; and
 - (v) include with the notice for the Annual General Meeting, the annual statement of accounts, Trustees' annual report and details of persons standing for election or re-election as trustee.
 - (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 Plymouth Tree People.

(4) Chairing of general meetings

The person nominated as chair by the Charity Trustees under sub-clause 18(2) shall, if present at a Plymouth Tree People members' meeting and willing to preside as chair of the meeting. Subject to that, the members of Plymouth Tree People who are present at the meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of Plymouth Tree People unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three of the total number of 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 shall be 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 Plymouth Tree People 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 any 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 sub-clause 10(9) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy votes).
- (b) Every individual member has one vote provided that he/she has been a member of Plymouth Tree People for a minimum of 90 consecutive days since joining or re-joining, whichever is later.
- (c) In the case of joint membership, both holders have a right to attend and to speak at general meetings but only one is permitted to vote provided that he/she has been a member of Plymouth Tree People for a minimum of 90 consecutive days since joining or re-joining, whichever is later.
- (d) 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.
- (e) A poll may be taken at the meeting at which it was demanded.

- (f) If a poll is to be held a minimum of two persons shall be appointed as scrutineers to the ballot to count the votes. The person chairing the general meeting of Plymouth Tree People members shall announce the outcome without necessarily revealing the number of votes.
- (g) If there is an equality of votes on any matter at a general meeting of Plymouth Tree People members, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (h) 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) **Proxy voting**

- (a) Any member of Plymouth Tree People may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of Plymouth Tree People. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as Plymouth Tree People may determine; and
 - (iv) is delivered to Plymouth Tree People in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) Plymouth Tree People may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to Plymouth Tree People by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to Plymouth Tree People a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(8) **Adjournment of a Tree Partnership Members' Meeting**

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) **Decisions that must be taken in a particular way**

- (a) Any decision to remove a Charity Trustee must be taken in accordance with sub-clause 14(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 27 (Amendment of constitution).
- (c) Any decision to wind up or dissolve Plymouth Tree People must be taken in accordance with clause 28 (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of Plymouth Tree People to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

11 Charity Trustees

(1) **Functions and duties of Charity Trustees**

The Charity Trustees shall manage the affairs of Plymouth Tree People and may for that purpose exercise all the powers of Plymouth Tree People. It is the duty of each Charity Trustee:

- (a) to exercise his/her powers and to perform his/her functions as a trustee of Plymouth Tree People in the way that the Charity Trustees as a group, taking into account the objects of Plymouth Tree People, decide in good faith would be most likely to further the objects of Plymouth Tree People; 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/she has or holds himself/herself out as having; and
- (c) to take note of the directions and requests of Plymouth Tree People members expressed at general meetings.

(2) **Eligibility as a Charity Trustee**

- (a) Every Charity Trustee must be a natural person and not a corporate (i.e. business entity) or public (i.e. government) organisation.
- (b) Charity Trustees must be members of Plymouth Tree People.
- (c) No one may be appointed as a Charity Trustee:
 - (i) if he/she is under the age of 16 years; or
 - (ii) if he/she would automatically cease to hold office under the provisions of sub-clause 14(1) (f).
- (d) No one is entitled to act as a Charity Trustee whether on election or on any re-election until he/she has expressly acknowledged, in whatever way the Charity Trustees decide, his/her acceptance of the office of Charity Trustee.
- (e) The total number of Charity Trustees under the age of 18 years must not at any time be more than one-third of the total number of Charity Trustees in office.

(3) **Number of Charity Trustees**

- (a) There must be at least three Charity Trustees. If the number falls below this minimum, the remaining Charity Trustee or Trustees may act only to call a meeting of the Charity Trustees, or to seek nominations for additional Charity Trustees and to convene a general meeting where elections can be held.
- (b) The maximum number of Charity Trustees is twelve. The Charity Trustees may not appoint any Charity Trustee if as a result the number of Charity Trustees would exceed the maximum.

12 Appointment of Charity Trustees

- (1) At every Annual General Meeting of the members of Plymouth Tree People, 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, but if there is only one charity Trustee, he or she shall retire;
- (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 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 Annual General Meeting; any vacancies not filled at the Annual General Meeting may be filled as provided in sub-clause (5) 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 14 (Retirement and removal of Charity Trustees), or as an additional Charity Trustee, provided that the limit specified in clause 11 (3) on the number of Charity Trustee would not as a result be exceeded;
- (5) A person so appointed by the members of Plymouth Tree People 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 Annual General Meeting 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.

13 Information for new Charity Trustees

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

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of Plymouth Tree People's latest Trustees' annual report and statement of accounts.

14 Retirement and removal of Charity Trustees

- (1) A Charity Trustee shall cease to hold office if he/she:
 - (a) retires by notifying Plymouth Tree People 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); or
 - (b) is absent without permission of the Charity Trustees from all their meetings held within six months and the Charity Trustees resolve that his/her office be vacated; or

- (c) dies; or
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
 - (e) is removed by the members of Plymouth Tree People in accordance with sub- clauses (2) and (3) of this clause; or
 - (f) is disqualified from acting as a Charity Trustee by virtue of sections 178 to 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 dismiss that trustee is proposed at a general meeting of Plymouth Tree People members called for that purpose and properly convened in accordance with clause 10 (General Meetings of Plymouth Tree People members), and the resolution is passed by a majority of votes cast at the meeting.
- (3) A resolution to remove a Charity Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of Plymouth Tree People.

15 Reappointment of Charity Trustees

Any person who retires as a Charity Trustee by rotation or by giving notice to Plymouth Tree People is eligible for reappointment. A Charity Trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

16 Taking of decisions by Charity Trustees

Any decision may be taken either:

- (1) at a meeting of the Charity Trustees, by consensus or by a vote or by a poll; or
- (2) by resolution in writing or electronic form agreed by 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 each of which one or more Charity Trustees has signified their agreement.

17 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 in the General Regulations and any other 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; and
 - (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.

18 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 Charity Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Charity Trustees 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 two Charity Trustees, or the number nearest to one third of the total number of Charity Trustees, whichever is greater.
- (b) A Charity Trustee shall not be counted in the quorum present when a decision is made about a matter upon which he/she is not entitled to vote.

(4) Taking decisions by consensus

Where there is a clear agreement Charity Trustees may reach a decision by consensus without a vote, provided that the decision taken is clearly recorded in the minutes as a decision of the Charity Trustees.

(5) Taking decisions by vote

- (a) Each Charity Trustee shall have one vote, which they may use at a Charity Trustees' Meeting after hearing about the issues and any comments or questions raised by other members in advance of the vote or in the case of a resolution in writing or a meeting held by electronic means in accordance with clause 21 (Use of electronic communications).
- (b) Where a vote is needed a decision shall be made by a majority of those present or participating in the meeting and eligible to vote.
- (c) If there is an equality of votes, the chair shall have a second, or casting vote.

19 Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
 - (a) who was disqualified from holding office; or
 - (b) who had previously retired; or
 - (c) who had been obliged by the constitution to vacate office; or
 - (d) 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 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/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 7 (Conflicts of Interest).

20 Execution of documents

- (1) Plymouth Tree People shall execute documents by the signatures of at least two of the Charity Trustees.

21 Use of electronic communications

(1) General

Plymouth Tree People will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

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

22 Keeping of Registers

Plymouth Tree People must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.

23 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 Plymouth Tree People
 - (c) meetings of the Charity Trustees and committees of Charity Trustees including:
 - (i) the names of those present at the meeting; and
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.
- (2) The Charity Trustees must keep a record of decisions made by the Charity Trustees otherwise than in meetings.

24 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 Plymouth Tree People, within 10 months of the financial year end.
- (2) The Charity Trustees must inform the Charity Commission within 28 days of any change in the particulars of Plymouth Tree People entered on the Central Register of Charities.

25 Proper Rules

The Charity Trustees may from time to time with the agreement of Plymouth Tree People members at a general meeting make such reasonable and proper rules as they may deem necessary or helpful for the proper conduct and wellbeing of Plymouth Tree People, but such rules or handbook must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of Plymouth Tree People.

26 Disputes

- (1) If a dispute arises between members of Plymouth Tree People 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.

27 Amendment of constitution

- (1) As provided by clauses 224 to 227 of the Charities Act 2011, this constitution can only be amended:
 - (a) by a resolution agreed in writing by all members of Plymouth Tree People; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of Tree Partnership members.
- (2) Any alteration of clause 3 (Objects), clause 28 (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 Plymouth Tree People or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of Plymouth Tree People'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.

28 Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, Plymouth Tree People may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Plymouth Tree People can only be made:

- (a) at a general meeting of Plymouth Tree People members called in accordance with clause 10 (General meetings of members), of which not less than 14 clear days' notice has been given to members of Plymouth Tree People and a resolution passed by at least a two-thirds majority of those voting; or
 - (b) by a resolution agreed in writing by all members of Plymouth Tree People.
- (2) Subject to the payment of all Plymouth Tree People's debts:
 - (a) Any resolution for the winding up of Plymouth Tree People, or for the dissolution of Plymouth Tree People without winding up, must contain a provision directing that any remaining assets of Plymouth Tree People be applied for charitable purposes the same as or similar to those of Plymouth Tree People.
 - (b) Any decisions taken under this clause in relation to property must comply with the requirements of statute law and any property trusts under which the land and buildings are used and occupied by Plymouth Tree People.
- (3) Plymouth Tree People must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for Plymouth Tree People 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 Plymouth Tree People; and
 - (ii) a declaration by the Charity Trustees that any debts and other liabilities of Plymouth Tree People have been settled or otherwise provided in full; and
 - (iii) a statement by the Charity Trustees setting out the way in which any property of Plymouth Tree People has been or is to be applied prior to its dissolution in accordance with this constitution; provided that any decisions taken under this clause in relation to property must comply with the requirements of statute law and any property trusts under which the land and buildings are used and occupied by Plymouth Tree People.
 - (b) the Charity Trustees must ensure that a copy of the application is sent within seven days to every member and employee of Plymouth Tree People, and to any Charity Trustee of Plymouth Tree People who was not privy to the application.
- (4) If Plymouth Tree People is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29 Interpretation

In this constitution:

- (1) **"connected person"** means:
 - (a) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee; or
 - (b) the spouse or civil partner of the Charity Trustee or of any person falling within sub-clause (a) above; or
 - (c) a person carrying on business in Tree Partnership with the Charity Trustee or with any person falling within sub-clause (a) or (b) above; or
 - (d) an institution which is controlled -
 - (i) by the Charity Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together; or
 - (e) a body corporate in which -
 - (i) the Charity Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 18 to the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

- (2) **"General Regulations"** means the Charitable Incorporated Organisations (General) Regulations 2012.
- (3) **"Dissolution Regulations"** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- (4) the **"Communications Provisions"** means the Communications Provisions in Part 9 of the General Regulations.
- (5) **"Charity Trustee"** means a Charity Trustee of Plymouth Tree People.
- (6) a **"poll"** means a counted vote or ballot, usually (but not necessarily) in writing.

End of Constitution