CONSTITUTION OF THE ARNSIDE/SILVERDALE AONB LANDSCAPE TRUST

The name of the Trust is "The Arnside and Silverdale Area of Outstanding Natural Beauty Landscape Trust" (The Trust)

1. **Objects:**

The objects of the Trust are:-

To work for the public benefit of both residents and visitors within the Arnside and Silverdale Area National Landscape (NL - formerly Area of Outstanding Natural Beauty- AONB) by stimulating and encouraging both understanding of and active involvement in the protection, conservation and practical improvement of features of general public amenity or historical interest within the landscape and for this purpose but not otherwise the Trust shall have the following powers:

2. **Powers:**

In furtherance of the foregoing objects but not otherwise, the Trust may:-

(a) procure to be prepared, printed, published or issued for the promotion of its objects such papers, books, leaflets, periodicals, journals, magazines, websites or content of websites, public information boards, pamphlets or advertisements as be necessary;

(b) establish, subsidise, promote, co-operate or affiliate with or become affiliated to, or manage or lend money or other assistance to any Trust, society or other body, corporate or un-incorporate, established for charitable purposes only, and for the purpose of promoting any objects of the Trust to co-operate with manufacturers, dealers or other traders and with the press and other sources of publicity;

(c) present, promote, organise, provide, manage, produce or conduct or cause to be presented, promoted, organised, provided, managed, produced or conducted for the purpose of furthering the objects of the Trust such performances of plays, dramas,

films, lectures, recitals, discussions or exhibitions, and also such artistic, cultural or educational events, walks and study days, whether in the NL or elsewhere and including broadcasting, television and other means of reproduction, as the Trust shall think fit;

(d) appoint, employ, dismiss and enter into agreements with such managers, staff, servants and other persons as may be requisite, upon such terms and conditions as the Trust may deem fit;

(e) retain or employ professional and technical advisers or workers in connection with the objects of the Trust and to pay such fees or other moneys for their services as may be deemed necessary;

(f) act as trustees or managers of any property, endowment, legacy, bequest or gift for charitable purposes only;

(g) accumulate funds for such periods as is allowed by law, and to receive voluntary donations and subscriptions for any of the purposes of the Trust;

(h) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Trust;

(i) manage any property which is in the ownership of the Trust and also (by agreement as necessary with the owners or tenants thereof) manage any property not in the ownership of the Trust;

(j) subject to any consents required by law, sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or rights of the Trust as may be thought necessary with a view to promotion of its objects;

(k) undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be necessary to its objects;

(l) apply for and accept grants to enable the Trust to carry out activities which fall within its objects; and subject to any consents required by law, borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit;

(m) invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys representing property shall be subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(n) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects; grants may be awarded in collaboration with the NL partnership's sustainable development fund to individuals or organisations in the NL to further this aim, overseen by a joint committee of representatives.

(o) pay reasonable annual sums or annual premiums towards the provision of pensions for officers or servants for the time being of the Trust or their dependants;

(p) do all such other lawful things as are necessary to the attainment of the above objects or any of them;

Provided that:-

(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as is allowed

by law, having regard to such trusts.

(ii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners of England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managing Committee or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property.

3. Members:

(1) The Secretary shall maintain a list of the members of the Trust.

(2) Any person over the age of 18 years who is in sympathy with the objects of the Trust may apply in writing to the Managing Committee for membership.

(3) The Managing Committee may request reasonable information from an applicant before granting membership.

(4) The Committee shall not reject an application without sufficient reason.

(5) The NL Manager shall automatically be a member of the Trust and shall be an ex-officio member of the Managing Committee.

4. Subscriptions:

(1) There shall be an annual subscription for members of an amount to be determined from time to time by the Trust in general meeting. Subscriptions shall be paid on such dates and in such manner as may be prescribed from time to time by the Managing Committee.

(2) The Managing Committee may reduce or waive the subscription for any members or category of members.

5. Termination of Membership:

(1) A member may resign by written notice to the Secretary.

(2) A person's membership shall cease if he is in arrears with his subscription for two months (or such longer period as the Managing Committee shall decide).

(3) The Managing Committee shall have the right to terminate a person's membership of the Trust if there is sufficient reason for so doing, but only after the member has had a fair opportunity of being heard.

6. General Meetings:

(1) An Annual General Meeting of the Trust shall be held once in every calendar year

(2) Not more than 18 months shall elapse between the date of one Annual General Meeting and the next, unless the Managing Committee agrees that the meeting should be deferred due to issues of public health or safety.

(3) Resolutions for consideration at the Annual General Meeting shall be submitted to the Secretary in writing, signed by at least five members, not less than 28 days before the meeting.

(4) The business to be transacted at an Annual General Meeting shall include:-

(a) considering the minutes of the previous meeting (and of any Special General Meeting) and matters arising therefrom;

(b) considering the Chairman's Report;

(c) considering the Treasurer's Report on the Trust's accounts;

(d) the election of Officers and of trustee members of the Managing Committee;

(e) the appointment of an independent external scrutineer for the accounts;

(f) considering and, if thought fit, passing any resolution notified in accordance with Rule 6(3).

(5) A Special General Meeting of the Trust shall be called on a written request to the Secretary from:-

(a) The Managing Committee or

(b) The Trustees appointed under Rule 14 or

(c) Any twenty five members of the Trust

The request shall set out the text of any resolution to be proposed at the meeting and the meeting shall be called for a date not later than 42 days after the request.

(6) Subject to the foregoing rules, General Meetings shall be held at such time and place as the Managing Committee shall determine and shall be called on behalf of the Managing Committee by the Secretary giving at least 21 days clear notice in writing to each member. Publication in the relevant preceding edition of the Trusts' Journal of a notice of the time and date of the agenda, together with arrangements for members to obtain electronic or paper copies of relevant documents shall be deemed to fulfil this requirement. Notices shall contain details of the business to be discussed and the text of any resolutions which, in the case of an Annual General Meeting, have been submitted in accordance with Rule 6(3) and, in the case of a Special General Meeting, are contained in a request under Rule 6(5).

7. Procedure at General Meetings:

(1) The quorum for transaction of business at any General Meeting shall be twelve.

(2) The Chairman of the Managing Committee shall, subject to clause 9 hereinafter providing, preside as Chairman of every General Meeting. In the absence of the chairman within 15 minutes of the start of the meeting, or if there is no chairman or no

one willing to act, the members present may choose another member to act as Chairman of the meeting.

(3) Each member shall have one vote on every question arising at the meeting; and subject to any provisions of the law or of this Constitution, every question shall be decided by a simple majority of those present and voting. Voting shall be conducted in accordance with rules laid down by the Managing Committee. In the absence of any rules voting shall be by a show of hands.

(4) In the case of an equality of votes, the Chairman of the meeting shall have a second, or casting vote.

8. The Managing Committee:

(1) The affairs of the Trust shall be managed by a committee of members ("the Managing Committee", who are trustees of the charity, or invitees).

(2) The Managing Committee shall be entitled to exercise all the powers of the Trust except any which are required to be exercised in general meeting.

(3) The Managing Committee shall consist of the Chairman, the Vice-Chairman, the Secretary and the Treasurer of the Trust and not less than three and not more than six ordinary members of the Trust (including the Vice-Chairman) and shall be elected by the Annual General Meeting.

(4) Each member of the Managing Committee shall be elected for a period of three years and shall retire at the end of that period but shall be eligible for re-election thereafter. A review of trusteeship may be held after six months to reflect on the trustee's and the board's view of the relationship.

(5) Only members of the Trust are eligible for election to the Managing Committee. They must be nominated for membership of the Managing Committee by a proposer and a seconder both of whom must be members of the Trust. Each nominee shall sign a form of consent to their nomination, which consent shall confirm that they have read and agree to be guided by the latest "The Essential Trustee: What you need to know" document issued by the Charity Commission. After a period of six months a mutual review of the relationship between any new trustee and the chairman will take place to ensure that continuation is in the nest interest of both trustee and the Trust.

(6) The Managing Committee may at any time or times appoint a member to fill a casual vacancy on the Managing Committee. Such an appointment shall come to an end at the next Annual General Meeting but s/he shall be eligible for election to the Managing Committee at that meeting.

(7) The Managing Committee may at any time or times co-opt a member for a specific purpose such as to advise on a particular scheme or development for the trust. Such an appointment shall come to an end at the next Annual General Meeting but s/he shall be eligible for election to the Managing Committee at that meeting or continuation of the co-option if it is deemed appropriate.

(8) The Managing Committee may establish one or more sub-committees, and shall set the terms of reference of any such sub-committee in writing. The Managing Committee shall appoint the Members of any such sub-committee, and such members

may include members of the Trust who are not members of the Managing Committee; each will be chaired by a trustee. The Managing Committee may revocably delegate any of its powers to a sub-committee. Any such sub-committee shall act strictly in accordance with the instructions of the Managing Committee and

shall not incur expenditure except as expressly authorised by the Managing Committee. All acts and proceedings of the sub-committee shall be reported to the Managing Committee in good time for full committee meetings.

(10) The Managing Committee shall have power to enter into contracts for the purposes of the Trust on behalf of the members of the Trust.

(11) Non-attendance by a member of the Managing Committee without prior apology at three consecutive meetings of the Managing Committee shall be deemed to be a resignation from the Committee.

9. President of the Trust:-

The Annual General Meeting may elect a president (or joint presidents) who shall be an ex officio member of the Managing Committee and who shall be entitled to chair any General Meeting of the Trust.

10. Officers of the Trust:

(1) Unless such officers have been elected by the AGM the Managing Committee shall appoint from among its members the following officers:-

(a) Chairman

(b) A Vice-Chairman be appointed to serve for three years by election from within and by the serving trustees (or one elected at the AGM).

(c) Secretary

(d) Treasurer

(2) An officer shall cease to hold office if s/he ceases to be a member of the Managing Committee or if s/he gives notice in writing to the Secretary of his or her retirement. Otherwise, s/he shall hold office until the end of the Annual General

Meeting three years following appointment but (if still a member of the Managing Committee) shall be eligible for reappointment.

(3) The Managing Committee shall seek to ensure that any vacancy in any office is filled without delay.

(4) During any vacancy in the office of Secretary, the functions under this Constitution shall be carried out by the Managing Committee and any requirement for notice to be given to the Secretary shall be satisfied by giving notice to any member of the Managing Committee.

11. Proceedings of the Managing Committee:-

(1) The quorum for a meeting of the Managing Committee shall be five.

(2) The chair at the meetings of the Managing Committee shall be taken by the Chairman. In the absence of the Chairman, the Vice-Chairman will preside or, if absent, a chairman for the meeting shall be selected from the members present.

(3) All questions arising at a meeting of the Managing Committee shall be decided by a simple majority of the members of the Committee attending the meeting and voting. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

(4) The Committee shall lay down its own procedures but only so far as consistent with the provisions of this Constitution.

(5) The Managing Committee may delegate any of its powers to an officer of the Trust, or to some other member of the Managing Committee, and any such delegation may be general or relate to some specific matter. All such delegations, and any conditions attached to them, shall be recorded in the minutes of the Managing Committee.

(6) A written resolution (including electronic) signed by all members for the time being of the Managing Committee shall be as effective as if it had been properly passed at a duly constituted meeting of the Managing Committee. Any resolution may consist of separate documents in like form each signed by one or more of the member of the Managing Committee.

(7) The proceedings of the Managing Committee shall not be invalidated by any defect in the election, appointment or qualification of any member.

12. Minutes:

Proper Minutes shall be kept by the Secretary of the proceedings of all General Meetings of the Trust, and all meetings of the Managing Committee. The Secretary shall also make arrangements to ensure that minutes are kept of the meetings of any sub-committees.

13. Finance:

(1) The money and other assets of the Trust shall be applied in furthering the objects of the Trust and not for any other purpose but this shall not prevent payment in good faith of reasonable and proper remuneration to any employee of the Trust or the

repayment to members of the Managing Committee or any sub-committee of reasonable out of pocket expenses.

(2) The Treasurer shall keep proper records of the Trust's financial affairs and shall report regularly to the Managing Committee.

(3) Annual accounts shall be prepared to each March 31st (or such other day as may for the time being be prescribed in general meeting). The accounts shall be subject to external scrutiny by an appropriate person appointed at the Annual General Meeting or in the absence of any such appointment, appointed by the Managing Committee.

(4) The Trust shall open and maintain a bank account or accounts in the name of the Trust with such Bank or Banks as the Managing Committee shall from time to time select. Every account shall be under the control of the Managing Committee. Cheques for unlimited amounts must be signed by, and the banks may act on the instructions of, two of the four Officials of the Trust, namely Chairman, Vice Chairman, Secretary and Treasurer appointed at the Annual General Meeting.

14. Trust property:

(1) Any property belonging to the Trust may be held on behalf of the Trust either by a corporation lawfully entitled to act as Custodian Trustee or by not less than two or more than four individual Trustees appointed from time to time by the Managing Committee. The Committee may from time to time by resolution fill any vacancy among such trustees or remove a trustee from office.

(2) Trustees shall deal with property held by them at all times in accordance with the instructions of the Managing Committee.

15. Alterations to the Constitution:

(1) This Constitution (except rule 1, this rule 15 and rule 18) may be altered by a resolution in general meeting passed by a majority of not less than three quarters of the members present and voting at that meeting.

(2) No alteration shall be made which would result in the Trust ceasing to be a charity.

16. Indemnity:

Members of the Managing Committee of the Trust shall be entitled to be indemnified out of the Trust's assets against all expenses and liabilities incurred by them in or in relation to the execution of their office but this indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the member sought to be made liable.

17. Notices:-

Any notice may be given to any member either personally or by sending it through the post in a prepaid envelope addressed to that member at the member's last known address in the United Kingdom and any notice so sent shall be taken to have been received within seven days of posting. Any such notice may also be given by electronic mail to the latest email address given to the Trust by the member concerned.

18. Dissolution:

The Trust may be dissolved by a resolution in General Meeting passed by a majority of at least three-quarters of the members present and voting at that meeting. Upon dissolution, the Trust's assets, after satisfaction of liabilities, shall be given or transferred to such other charitable body as the Managing Committee may determine.