

Harborne Royalty Trust
Constitution March 2017

Name of Organisation: Harborne Royalty Trust ('The Trust')

Current Status: Unincorporated community organisation, not for profit

Bank Account: Lloyds Bank, Treasurers Account

1. Aims:

- To work in partnership to ensure the preservation of The Royalty in Harborne, a Grade II listed building of historical importance and to ensure its ongoing conservation and care for public use.
- To ensure the advancement of community development by providing a multi-use community building, ensuring urban regeneration and provision of social and community infrastructure for the general public.
- To ensure the advancement of the arts, culture and heritage by ensuring the provision of mixed use performance, exhibition, entertainment and community space for the benefit of the general public and local community.
- To ensure the advancement of the arts, culture and heritage by protecting the unique art deco features of the building, its influence on early cinema design.
- To undertake any other activities that shall further the attainment of the objectives to ensure the preservation, understanding and continued use of the building for the benefit of the public, as decided by The Trustees.

2. Board Members

(1) Functions and duties of board members

The Board Members shall manage the affairs of The Trust and may for that purpose exercise all the powers of The Trust. It is the duty of each board member:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a member of The Trust in the way he or she decides in good faith would be most likely to further the aims of The Trust; 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:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) if he or she acts as a Board Member of The Trust in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for Board Membership

- (a) Every Board Member must be a natural person. Board members must be 18 years or older.
- (a) There must be at least three board members. If the number falls below this minimum, the remaining members may act only to call a meeting of the Board Members, or appoint a new Board Member
- (b) The maximum number of Board Members is 12.



(4) First Board Members

Rob Sutton (Chair)

Adam Fraise

Bob Boucher

Simon Coghlan

Rachael Magson

(5) General provisions

No Board Member or connected person may:

- (a) buy or receive any goods or services from The Trust on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to The Trust
- (c) be employed by, or receive any remuneration from The Trust;
- (d) receive any other financial benefit from The Trust;
- (e) Board Members will serve an initial term of three years.
- (f) In selecting Board Members for appointment, they must have regards to the skills, knowledge and experience needed for the effective management of The Trust

2. Conflicts of Interest

The Board Members will maintain a log of declarations of interest of all Board Members. This will be reviewed regularly at board meetings.

A Board Member 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 Trust or in any transaction or arrangement entered into by The Trust which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Board Members 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 Trust and any personal interest (including but not limited to any financial interest).

Any Board Member 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 Board Members on the matter.

4. Retirement and removal of Board Members

- (a) A Board Member may retire by notifying The Trust in writing (but only if enough Board Members 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 Board Members from all their meetings held within a period of six months and the Board Members resolve that his or her office be vacated;
- (c) dies;

- (d) in the written opinion, given to the Company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting and may remain so for more than three months
- (e) Any person retiring as a Board Member is eligible for reappointment.

5. Taking of decisions by Board Members

Any decision may be taken either:

- at a meeting of the Board Members; or
- by resolution in writing or electronic form agreed by all of the Board Members, 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 Board Members has signified their agreement.

6. Delegation by Board Members

- (1) The Board Members may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Board Members may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power 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 Board Member;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Board Members as a whole as soon as is reasonably practicable; and
 - (c) the Board Members shall from time to time review the arrangements which they have made for the delegation of their powers.

7. Meetings of Board Members

- (1) Calling meetings
 - (a) Any Board Member may call a meeting of the Board Members.
 - (b) Subject to that, the Board Members shall decide how their meetings are to be called, and what notice is required.
- (2) Chairing of meetings

The Board Members 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 Board Members 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 two Board Members, or the number nearest to one third of the total number of Board Members, whichever is greater, or such larger number as the Board Members may decide from time to time. A Board Member 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 person who chairs the meeting 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 Board Members in which each participant may communicate with all the other participants.
 - (b) Any Board Member participating at a meeting by suitable electronic means agreed by the Board Members in which 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.

7. Financial Management

- 1) The Trust has its own bank account which requires two signatories
- 2) Financial records of all income and expenditure will be kept, and reported on at each board meeting
- 3) An annual review of the accounts will take place in each year, with a statement of the accounts which will be independently verified

8. Decisions which must be made by the members of The Trust

- (1) Any decision to:
 - (a) amend the constitution of The Trust;
 - (c) wind up or dissolve The Trust (including transferring its business to another not for profit organisation, charity or CIO)must be made by a resolution of the members of The Trust
- (2) Decisions of the members may be made either:
 - (a) by resolution at a general meeting; or
 - (b) by resolution in writing, in accordance with sub-clause (4) of this clause.
- (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as The Trust has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of The Trust on the date when the proposal is first circulated.

9. Meetings of members

Board Members will:

- 1) Meet no less than 4 times per year

- 2) Ensure all meetings are quorate
- 3) Ensure there is a clear agenda for each meeting
- 4) Circulate minutes of meetings to its Board Members within 3 weeks of the meeting itself

10. Minutes

The Board Members will keep minutes of all:

- (1) appointments of officers made by the Board Members;
- (2) proceedings at general meetings of The Trust;
- (3) meetings of the Board Members and committees of Board Members including:
 - the names of Board Members present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the Board Members otherwise than in meetings.

11. Disputes

If a dispute arises between members of The Trust 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.

12. Application of income and property

- (1) The income and property of the trust must be applied solely towards the promotion of the objects.
 - (a) A board member is entitled to be reimbursed from the property of the trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the trust.
 - (b) A board member may benefit from indemnity insurance cover purchased at the trust'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 trust may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the trust.
- (3) Nothing in this clause shall prevent a board member or connected person receiving any benefit or payment which is authorised by 2 point (5)

13. Amendment of constitution

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of The Trust; or
 - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of The Trust

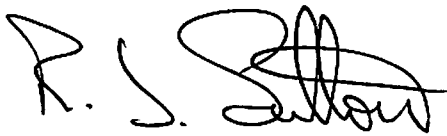
14. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, The Trust may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve The Trust would be made at a formal meeting with at least 75% of all members present.
- (2) Subject to the payment of all The Trust's debts:
 - (a) Any resolution for the winding up of The Trust or for the dissolution of The Trust without winding up, may contain a provision directing how any remaining assets of The Trust shall be applied.
 - (b) If the resolution does not contain such a provision, the Board Members must decide how any remaining assets of The Trust shall be applied.
 - (c) In either case the remaining assets must be applied for not for profit organisations with objectives the same as or similar to those of The Trust.

Constitution amended:

22 March 2017

Signed

A handwritten signature in black ink, appearing to read 'R. S. Sutton', written over a faint printed name.

Rob Sutton
Chair

22/3/2017