

Harborne Royalty Trust

Constitution May 2019

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

Current Status: Unincorporated Community Organisation, not for profit

1. Aims:

- (1) To work 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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. Committee Members

- (1) Functions and duties of Committee Members

The Committee 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 Committee 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 Committee 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 Committee Membership
 - (a) Every Committee Member must be a natural person. Committee members must be 18 years or older.
 - (b) There must be at least three Committee members. If the number falls below this minimum, the remaining members may act only to call a meeting of the Committee Members, or appoint a new Committee Member
 - (c) The maximum number of Committee Members is 12.
- (3) General provisions
 - (a) No Committee Member or connected person may:
 - (i) buy or receive any goods or services from The Trust on terms preferential to those applicable to members of the public;
 - (ii) sell goods, services, or any interest in land to The Trust
 - (iii) be employed by, or receive any remuneration from The Trust;
 - (iv) receive any other financial benefit from The Trust;
 - (v) Committee Members will serve an initial term of three years.
 - (vi) In selecting Committee Members for appointment, Committee Members must have regards to the skills, knowledge and experience needed for the effective management of The Trust

3. Conflicts of Interest

- (1) The Committee Members will maintain a log of declarations of interest of all Committee Members. This will be reviewed regularly at Committee meetings. A Committee Member must:
 - (a) 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

- (b) absent himself or herself from any discussions of the Committee 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).
- (c) Any Committee 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 Committee Members on the matter.

4. Members

- (1) The first members of the Committee are the first members of the The Trust.
- (2) Membership is open to other individuals over the age of 16 who support the aims of The Trust and who:
 - (a) apply to the The Trust in the form required by the Committee Members; and
 - (b) are approved by the Committee Members.
- (3) The Committee Members may refuse an application for membership if:
 - (a) acting reasonably and properly, they consider it to be in the best interests of the The Trust to refuse the application.
 - (b) The Committee Members must inform the applicant in writing of the refusal within twenty-one days of the decision.
 - (c) The Committee Members must consider any written representations the application may make about the decision. The Committee Members' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
- (5) The Committee Members must keep a register of names and addresses of the members.

5. Classes of Membership

- (1) The Committee Members may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Committee Members may directly or indirectly alter the rights or obligations attached to a class of membership.

- (3) The rights attached to a class of membership may be varied if:
 - (a) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

6. Termination of Membership

- (1) Membership is terminated if:
 - (a) The member dies;
 - (b) The member resigns by written notice to the The Trust unless, after the resignation, there would be less than two members;
 - (c) Any sum due from the member to the The Trust is not paid in full within six months of it falling due;
 - (d) The member is removed from membership by a resolution of the Committee Members that it is in the best interests of the The Trust that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (e) the member has been given at least fourteen days' notice in writing of the meeting of the Committee Members at which the resolution will be proposed and the reasons why it is to be proposed;
 - (g) the member or, at the option of the member, the member's representative (who need not be a member of The Trust) has been allowed to make representations to the meeting.

7. Retirement and removal of Committee Members

- (1) A Committee Member may retire by notifying The Trust in writing (but only if enough Committee Members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (a) is absent without the permission of the Committee Members from all their meetings held within a period of six months and the Committee Members resolve that his or her office be vacated;
 - (b) dies;

(c) in the written opinion, given to The Trust, 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

(d) Any person retiring as a Committee Member is eligible for reappointment.

8. Appointment of Committee Members

(1) The Committee Members at any time may by ordinary resolution:

- (a) appoint a person who is willing to act to be a Committee Member; and
- (b) determine the rotation in which any additional Committee Members are to retire.

No person other than a Committee Member retiring by rotation may be appointed a Committee Member at any AGM unless:

- (c) he or she is recommended for re-election by the Committee Members; or
- (d) not less than fourteen nor more than thirty-five clear days before the date of the meeting, The Trust is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a Committee Member;
 - (iii) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(2) A Committee Member must be a member of The Trust.

(3) All members who are entitled to receive notice of an AGM must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Committee Member other than a Committee Member who is to retire by rotation.

(4) The appointment of a Committee Member, whether by The Trust in AGM or by the other Committee Members, must not cause the number of Committee Members to exceed any number fixed as the maximum number of directors.

9. Taking of decisions by Committee Members

(1) Any decision may be taken either:

- (a) at a meeting of the Committee Members; or

- (b) by resolution in writing or electronic form agreed by all of the Committee 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 Committee Members has signified their agreement.

10, Delegation by Committee Members

- (1) The Committee Members may delegate any of their powers or functions to a sub committee or sub committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Committee 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 sub committee may consist of two or more persons, but at least one member of each sub committee must be a Committee Member;
 - (b) the acts and proceedings of any sub committee must be brought to the attention of the Committee Members as a whole as soon as is reasonably practicable; and
 - (c) the Committee Members shall from time to time review the arrangements which they have made for the delegation of their powers.

11. Meetings of Committee Members

- (1) Calling meetings
 - (a) Any Committee Member may call a meeting of the Committee Members.
 - (b) Subject to that, the Committee Members shall decide how their meetings are to be called, and what notice is required.
- (2) Chairing of meetings
 - (a) The Committee Members may appoint one of their number to represent the Trust in any public forum, chair their Committee meetings, Annual General Meetings and Extraordinary General 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 Committee 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 Committee Members, or the number nearest to one third of the total number of Committee Members, whichever is greater, or such larger number as the Committee Members may decide from time to time. A Committee 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 Committee Members in which each participant may communicate with all the other participants.
 - (b) Any Committee Member participating at a meeting by suitable electronic means agreed by the Committee 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.

12. Annual General Meetings

- (1) The Trust must hold its first Annual General Meeting within eighteen months after the date of agreement of the Constitution.
- (2) An AGM must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

The Committee Members may call an AGM at any time.

13. Notice of Meetings

- (1) The minimum periods of notice required to hold a meeting of The Trust are:
 - (a) twenty-one clear days for an AGM.
- (2) An Extraordinary General Meeting (EGM) shall be called by a notice in writing to the Committee signed by a majority who together hold not less than 80 percent of the

total voting rights. The Committee shall have the discretion to call an EGM by decision of a simple majority of its members. At least 21 days notice must be given.

- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted.
- (4) The notice must be given to all the members and to the Committee Members.

The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by The Trust.

14. Proceeding at Annual General Meetings

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 5 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time;

whichever is the greater.

- (3) If:
 - (a) quorum is not present within half an hour from the time appointed for the meeting; or
 - b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Committee Members shall determine.
- (4) The Committee Members must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- (6) Meetings shall be chaired by the person who has been appointed to chair meetings of the Committee Members.

- (7) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Committee Member nominated by the Committee Members shall chair the meeting.
- (8) If there is only one Committee Member present and willing to act, he or she shall chair the meeting.
- (9) If no Committee Members is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- (10) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (11) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (12) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (13) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- (14) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
 - (d) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (e) The result of the vote must be recorded in the minutes of The Trust but the number or proportion of votes cast need not be recorded.

- (f) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (g) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (h) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (i) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (j) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (k) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (l) The poll must be taken within thirty days after it has been demanded.
- (m) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (n) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

15. Financial Management

- (1) The funds of the The Trust, including all donations, contributions and bequests but excluding day to day petty cash shall be paid into an account operated by the Committee in the name of the The Trust at such bank or building society as the Committee shall from time to time decide. The Trust may operate more than one bank account. All cheques drawn on the Trusts bank account must be signed by two members of the Committee.
- (2) Financial records of all income and expenditure will be kept, and reported on at each Committee 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

17. Meeting of Committee Members

- (1) Committee Members will:

- (a) Meet no less than 4 times per year
- (b) Ensure all meetings are quorate
- (c) Ensure there is a clear agenda for each meeting
- (d) Circulate minutes of meetings to its Committee Members within 3 weeks of the meeting itself

18. Minutes

- (1) The Committee Members will keep minutes of all:
 - (a) appointments of officers made by the Committee Members;
 - (b) proceedings at Annual General Meetings and Extraordinary General Meetings of The Trust;
 - (c) meetings of the Committee Members and committees of Committee Members including:
 - (d) the names of Committee Members present at the meeting;
 - (e) the decisions made at the meetings; and
 - (f) where appropriate the reasons for the decisions;
 - (g) decisions made by the Committee Members otherwise than in meetings.

19. Disputes

- (1) 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.

20. Application of income and property

- (1) The income and property of The Trust must be applied solely towards the promotion of the Aims.
 - (a) A Committee 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 Committee member may benefit from indemnity insurance cover purchased at The Trust's expense.

- (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 Committee member or connected person receiving any benefit or payment which is authorised by 2 (3).

21. Amendment of constitution

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all Committee 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

22. Dissolution

- (1) The Trust may be dissolved by resolution agreed in writing by all Committee Members of The Trust or 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 dissolution of The Trust by Members 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 Committee 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 Approved:

Date: 2nd May 2019



Signed: R. J. Sutton.

Chair Harborne Royalty Trust