

CONSTITUTION

OF

The VISUALLY IMPAIRED SAILING ASSOCIATION OF GREAT BRITAIN

adopted on the 1 August 2011

- 1 INTERPRETATION *
- 3 MEMBERS *
- 4 CLASSES OF MEMBERSHIP *
- 5 TERMINATION OF MEMBERSHIP *
- 6 GENERAL MEETINGS *
- 7 NOTICE OF GENERAL MEETINGS *
- 8 PROCEEDINGS AT GENERAL MEETINGS *
- 9 PROXIES *
- 10 WRITTEN RESOLUTIONS *
- 11 VOTES OF MEMBERS *
- 12 TRUSTEES *
- 13 APPOINTMENT OF TRUSTEES *
- 14 RETIREMENT OF TRUSTEES *
- 15 DISQUALIFICATION AND REMOVAL OF TRUSTEES *
- 16 TRUSTEES' REMUNERATION *
- 17 CHAIRMAN OF TRUSTEES *
- 18 POWERS OF TRUSTEES *
- 19 PROCEEDINGS OF TRUSTEES *
- 20 APPOINTMENT OF SECRETARY AND PATRONS *
- 21 DELEGATION *
- 22 CONFLICTS OF INTEREST *
- 23 RECORDS AND MINUTES *

24 ACCOUNTS *

25 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES *

26 NOTICES *

27 INDEMNITY *

28 RULES *

29 DISSOLUTION *

1. Interpretation

In this constitution:

1. "**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;
2. "**CA 2006**" means the Companies Act 2006;
3. "**the Charity**" means the company intended to be regulated by this constitution;
4. "**clear days**" in relation to the period of a notice means a period excluding:
 1. the day when the notice is given or deemed to be given; and
 2. the day for which it is given or on which it is to take effect;
5. "**the Commission**" means the Charity Commission for England and Wales;
6. "**member**" and "**membership**" refer to membership of the Charity carrying an entitlement to vote at any general meeting of the Charity (excluding non-voting membership).
7. "**the constitution**" means the Constitution of the Charity;
8. "**officers**" include the Trustees and the secretary but may be considered to include managers of the Charity for the purposes of Directors' and Officers' insurance cover;
9. "**secretary**" means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity, including a joint, assistant or deputy secretary;
10. "**the United Kingdom**" means Great Britain and Northern Ireland; and
11. "**the Trustees**" means the Trustees of the Charity. The Trustees are charity trustees as defined by Section 97 of the Charities Act 1993.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in this constitution

have the same meaning as in CA 2006 but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

1. OBJECTS

1. The Charity's objects ("**the Objects**") are for the public benefit to:

1. promote the empowerment and equality in life for visually impaired and blind people by providing leisure facilities and activities, including but not limited to off-shore sailing; sail training (including but not limited to on ocean-going yachts and tall ships); and
2. promote any other charitable purpose or charitable organisation connected with or otherwise associated with the Charity as the Trustees shall from time to time in their absolute discretion determine.

2. In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

1. to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
3. to sell, lease, license or otherwise dispose of all or any part of the land or other property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
4. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
7. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charities, voluntary bodies and statutory authorities formed for any of the Objects;
8. to enter into contracts to provide services to or on behalf of other bodies
9. to set aside funds for special purposes or as reserves against future expenditure;
10. to employ or engage and remunerate such staff, agents or advisers as are necessary for carrying out the work of the Charity. The Charity may

employ or remunerate a Trustee only to the extent it is permitted to do so by article 16.4 and provided it complies with the conditions in that article;

11. to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and dependants;
12. to deposit or invest in funds in any manner as the Trustees consider necessary, and having regard to the suitability of investments and the need for diversification, but to invest only after obtaining advice from an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 ("**a financial expert**")
13. to delegate the management of investments to a financial expert, but only on terms that:
 1. the investment policy is set down in writing for the financial expert by the Trustees;
 2. every transaction is reported promptly to the Trustees;
 3. the performance of the investments is reviewed regularly with the Trustees;
 4. the Trustees are entitled to cancel the delegation arrangement at any time;
 5. the investment policy and the delegation arrangement are reviewed at least once a year;
 6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 7. the financial expert must not do anything outside the powers of the Trustees.
14. to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
15. to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
16. to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as mentioned in article 2.3 of these articles, but subject to the restrictions specified in article 2.4 of this constitution;
17. to insure the property of the Charity against any foreseeable risk and take out insurance policies to protect the Charity when required;
18. to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
19. to promote or carry out research;

20. to provide advice, and to publish and distribute information;
 21. to establish or acquire subsidiary companies to assist or act as agents for the Charity.
 22. to make grants and donations;
 23. to lend money and to give guarantees;
 24. to do all such other lawful things as are necessary for the achievement of the Objects;
3. The liabilities relating to indemnity insurance referred to in article 2.2(p) are:
 1. any liability that by virtue of any rule of law would otherwise attach to a Trustee of a charity in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity.
 2. the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
 4. The following liabilities are excluded from article 2.3(a):
 1. fines;
 2. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 3. liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the interests of the Charity or not.
 2. There is excluded from article 2.3(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
 5. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
 6. The liability of the members is limited.

2. Members

1. The subscribers to the Constitution are the first members of the Charity.
2. Membership is open to other individuals or organisations who:
 1. apply to the Charity in the form required by the Trustees; and
 2. are approved by the Trustees.
3. The Trustees may only refuse an application for membership if, acting

reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

1. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
2. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing and shall be final.
4. Membership is not transferable to anyone else.
5. The Trustees must keep a register of names and addresses of the members.

3. Classes of Membership

1. The Trustees may establish classes of membership (including non-voting membership) with different rights and obligations and shall record the rights and obligations in the register of members.

4. Termination of Membership

Membership is terminated if:

1. the member dies or becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
2. the member resigns by written notice to the Charity (but only if at least three members will remain when the notice of resignation is to take effect);
3. if he or she holds office as a Trustee and for any reason ceases to be a Trustee in which case he or she shall be deemed to have resigned as a member with effect from the date on which he or she ceased to be a Trustee .
4. any membership subscription due from the member to the Charity is not paid in full within six months of it having been demanded and it falling due;
5. the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 1. the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 2. the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

2. General Meetings

1. The Charity must hold its first annual general meeting within eighteen months after the date of the adoption of the constitution. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. Otherwise the Trustees may convene a general meeting of the members of the Charity whenever it thinks fit.

2. A general meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303 - 305 of CA 1993. At any general meeting convened on such requisition or by such requisitionists no business shall be transacted except that stated by the requisition or proposed by the Trustees.

3. Notice of General Meetings

1. A general meeting shall be convened by not less than 14 clear days' notice.
2. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.
3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of CA 2006 and article 9 of this Constitution.
4. The notice must be given to all the members and to the Trustees and auditors.
5. 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 Charity.

4. Proceedings at general meetings

1. No business shall be transacted at any general meeting unless a quorum is present. The quorum is two members of the Charity present in person or by proxy.
2. If:
 1. a quorum is not present within half an hour from the time appointed for the meeting; or
 2. during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Trustees shall determine.
1. The Trustees 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.
2. If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
3. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
4. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
5. If there is only one Trustee present and willing to act, he or she shall chair the meeting.

6. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
7. The members present or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
8. 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.
9. 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.
10. 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.
11. 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
 1. by the person chairing the meeting; or
 2. by at least two members having the right to vote at the meeting; or
 3. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
12. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 1. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
13. 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.
 1. 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.
14. The person who is chairing the meeting may direct that a poll be taken, that, scrutineers (who need not be members) be appointed and a time and place be fixed for declaring the results of the poll.
 1. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
15. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 1. 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.
 2. The poll must be taken within thirty days after it has been demanded.
 3. 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.

4. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

2. Proxies

1. Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a general meeting of the Charity. The proxy need not be a member of the Charity.
2. Proxy forms must be delivered to the secretary at least 24 hours before the meeting. The Trustees may prescribe a form of proxy.
3. Members present by proxy shall be counted in the quorum for a general meeting.

3. Written resolutions

1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation dated. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

4. Votes of Members

1. Every member shall have one vote.
2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

5. Trustees

1. A Trustee must be a natural person aged 18 years or older.
2. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 15.
3. The number of Trustees shall be not fewer than one and not more than nine unless otherwise determined by ordinary resolution of the Charity.
4. The first Trustees shall be those persons who are named in the Constitution and adopted as the Charity as the first directors of the Charity, and future Trustees shall be appointed in accordance with the provisions of article 13.
5. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

6. Appointment of Trustees

1. The members of the Charity may by ordinary resolution

1. appoint persons who are willing to act to be Trustees; and
 2. determine the rotation in which any additional Trustees are to retire.
2. No person other than a Trustee retiring by rotation in accordance with the provisions of article 14 may be appointed a Trustee at any general meeting unless:
 1. he or she is recommended for election by the Trustees; or
 2. not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 1. is signed by a member entitled to vote at the meeting;
 2. states the member's intention to propose the appointment of a person as a Trustee;
 3. contains the details that, if the person were to be appointed, the Charity would have to file with HM revenue and Customs and the charities bankers; and
 4. is signed by the person to be proposed to show his or her consent to be appointed.
 3. All members who are entitled to receive notice of a general meeting 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 Trustee other than a Trustee who is to retire by rotation.
 4. The Trustees may appoint a person who is willing to act to be a co-opted Trustee provided that any such person must retire at the next annual general meeting of the Charity and must not be taken into account in determining the Trustees who are to retire by rotation.
 5. The appointment of a Trustee , including co-opted Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
 6. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.
 7. Each Trustee shall be under an overriding duty to act in the best interests of the Charity.

7. Retirement of Trustees

1. At the first and at each subsequent annual general meeting one-third of the Trustees (excluding any co-opted Trustees) or, if their number is not three or a multiple of three, the number nearest to one third must retire from office.
2. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
3. If a Trustee is required to retire at an annual general meeting by a provision of

this constitution the retirement shall take effect from the conclusion of the meeting.

4. A Trustee who retires by rotation is eligible for re-appointment by the Charity if he or she is willing to continue to act as a Trustee.
5. A Trustee who has served two consecutive three-year terms shall retire and shall not be capable of re-appointment under this constitution for a minimum period of one year from such retirement.

8. Disqualification and Removal of Trustees

1. A Trustee shall cease to hold office if he or she:
 1. is removed as a Trustee by an ordinary resolution of the members passed pursuant to section 168 of the CA 2006 or ceases to be a Trustee by virtue of any other provision in CA 2006, or is prohibited by law from being a Trustee;
 2. is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 3. ceases to be a member of the Charity (unless following a resolution passed by a majority of the other Trustees, that Trustee's membership resumes before the next annual general meeting of the Charity);
 4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 5. resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
 6. is absent without the permission of the Trustees from all their meetings held within a period of twelve consecutive months and the Trustees resolve that his or her office be vacated.

9. Trustees' Remuneration

1. Trustees must not be paid any remuneration unless it is authorised by this article 16.
2. A Trustee is entitled to be reimbursed from the property of the Charity or may be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 1. Subject to the restrictions in article 2.3 and 2.4, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
 2. A Trustee may receive an indemnity from the Charity in the circumstances specified in article 27.
3. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee

receiving:

1. a benefit from the Charity in the capacity of a beneficiary of the Charity;
2. reasonable and proper remuneration for any goods or services supplied to the Charity.

4. No Trustee may:

1. buy any goods or services from the Charity;
2. sell goods, services or any interest in land to the Charity;
3. be employed by, or receive any remuneration from the Charity;
4. receive any other financial benefit from the Charity;

unless:

1. the payment is permitted by article 16.5 of these articles, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Trustees having received a financial benefit from the Charity; or
2. the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

2. A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity or may pay for the supply of goods or services by the Charity where such supply is reasonable in all the circumstances.

1. A Trustee may enter into a contract for the supply of goods or services to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
2. A Trustee may receive interest on money lent to the Charity 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 Trustees.
3. A company of which a Trustee is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
4. A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Trustee shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
5. The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

3. The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:

1. a partner;
 2. an employee;
 3. a consultant;
 4. a trustee; or
 5. a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital of that company.
4. In sub-articles 16.1- 16.6 of this article 16:
1. "**Charity**" shall include any company in which the Charity:
 1. holds more than 50% of the shares; or
 2. controls more than 50% of the voting rights attached to the shares;
or
 3. has the right to appoint one or more Trustees to the Board of the company.
 2. "**Trustee**" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.
5. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this Constitution or the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
1. the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 2. the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 3. the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.

2. Chairman of Trustees

1. At their first meeting following incorporation of the Charity, and at their subsequent meetings when required, the Trustees shall appoint a Trustee to chair their meetings and meetings of the Charity from nominees who shall be proposed and seconded by written notice to the secretary prior to the commencement of the meeting.
2. Unless the Trustees resolve at any time to revoke such appointment, the chairman of the Trustees may hold that office for a maximum period of three years, on the expiry of which he or she shall retire. The Trustees may re-appoint him or her for one further term of three years if so nominated in accordance with article 17.1 and if he or she is willing to continue to act as the chairman. A chairman who has

served two consecutive three-year terms shall retire as chairman and shall not be capable of re-appointment under this constitution for a minimum period of one year from such retirement.

3. All resolutions of the Trustees relating to the appointment or removal of the chairman shall be conducted by a secret ballot of the Trustees.
4. If no-one has been appointed to chair meetings of the Trustees and of the Charity, or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustee present may appoint one of their number to chair that meeting.
5. The person appointed to chair meetings of the Trustees shall have no authority, functions or powers except those conferred by this constitution or delegated to him or her by the Trustees.

3. Powers of Trustees

1. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by CA 1993 or this constitution or any special resolution.
2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
3. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

4. Proceedings of Trustees

1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
2. Any Trustee may call a meeting of the Trustees.
3. The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
4. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
5. Resolutions arising at a meeting of Trustees shall be decided by a simple majority of votes.
6. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
7. The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
8. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
9. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies

or of calling a general meeting.

10. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
11. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

5. Appointment of Secretary and Patrons

1. Subject to the provisions of CA 2006, a secretary may be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them
2. The Trustees may appoint and remove any person or persons as a patron of the Charity and on such terms as they shall think fit. A person so appointed shall have the right to attend and speak (but not vote) at any general meeting of the Charity and to be given notice of it as if a member and shall also have the right to receive accounts of the Charity when available to members.

6. Delegation

1. The Trustees may delegate any of their functions to a committee consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and the terms of any delegation must be recorded in the minute book.
2. The Trustees may impose conditions when delegating, including the conditions that:
 1. the relevant powers are to be exercised exclusively by the committee to whom they delegate.
 2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed by a meeting of the Trustees.
3. The Trustees may revoke or alter a delegation.
4. All acts and proceedings of any committees must be fully recorded and promptly reported to the next meeting of the Trustees.

7. Conflicts of interest

1. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
2. If they consider it is in the interests of the Charity in the circumstances applying, the Trustees may authorise, to the fullest extent permitted by law:
 1. any matter which may otherwise result in a Trustee infringing his or her duty under section 175 of CA 2006 to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may

conflict, with the interests of the Charity (including a conflict of interest and duty or conflict of duties); and

2. a Trustee to accept or continue in any office, employment or position in addition to his or her office as a Trustee of the Charity; and without prejudice to the generality of paragraph (a) of this constitution the Trustees may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;

subject to article 22.3 and to such terms and conditions, if any, as the Trustees may think fit to impose from time to time, and subject always to its right to vary or terminate such authorisation.

1. A Trustee must

1. absent himself or herself from any discussion of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) or any office, employment or position he or she holds in addition to his or her office as a Trustee of the Charity;
 2. must not vote, or be counted in the quorum, at any Trustees' meeting at which such matter, or such office, employment or position, is approved; and
 3. (unless otherwise agreed by the Trustees), exclude himself or herself from information, which will or may relate to that matter, or that office, employment or position.
2. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with articles 22.2 and 22.3 then (subject to such terms and conditions, if any, as the Trustees may think fit to impose from time to time, and subject always to its right to vary or terminate such authorisation) the Trustee shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Charity if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him or her in relation to or in connection with that matter, or that office, employment or position.
3. Subject to article 22.6, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
1. who was disqualified from holding office;
 2. who had previously retired or who had been obliged by this constitution to vacate the office;
 3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if without (i) the vote of that Trustee; and (ii) that Trustee being counted in the quorum; the decision has been made by a majority of the Trustees at a quorate meeting.

1. article 22.5 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 22.5 the resolution would have been void, or if the Trustee has not complied with article 22.1 .

2. Records and Minutes

1. The Trustees must keep proper records and minutes of all:
 1. appointments of officers made by the Trustees;
 2. proceedings at general meetings of the Charity;
 3. meetings of the Trustees and committees of Trustees including:
 1. the names of the Trustees present at the meeting;
 2. the decisions made at the meetings; and
 3. where appropriate, the reasons for the decisions.
 4. all reports of committees; and
 5. all professional advice obtained.

3. Accounts

1. The Trustees must prepare for each financial year accounts as required by sections 394 to 396 inclusive (or, if applicable, section 399) of CA 2006. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
2. The Trustees must keep accounting records as required by sections 386 to 389 inclusive of CA 2006.

4. Annual Report and Return and Register of Charities

1. The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
 1. the transmission of the statements of account to the Commission;
 2. the preparation of an annual report and its transmission to the Commission;
 3. the preparation of an annual return and its transmission to the Commission.
2. The Trustee must notify the Commission promptly of any changes to the information recorded in the Charity's entry on the Central Register of Charities.

5. Notices

1. Any notice to be given to or by any person pursuant to this constitution:
 1. must be in writing; or

2. must be given using electronic communications.
2. The Charity may give any notice to a member either:
 1. personally; or
 2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 3. by leaving it at the address of the member; or
 4. by giving it using electronic communications to the member's address.
3. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
4. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
6. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
7. A notice shall be deemed to have been given:
 1. 48 hours after the envelope containing it was posted; or
 2. in the case of an electronic communication, 48 hours after it was sent.

6. Indemnity

1. The Charity shall indemnify any Trustee, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of CA 2006.

7. Rules

1. The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
2. The rules may regulate the following matters but are not restricted to them:
 1. the admission of members of the Charity (including the terms of a class of non-voting membership and the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 2. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 3. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

4. the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by CA 2006 or by the articles;
 5. generally, all such matters as are commonly the subject matter of company rules.
3. The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
 1. The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
 2. The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.

8. Dissolution

1. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding One Pound (£1.00)) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
2. The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 1. directly for the Objects; or
 2. by transfer to any charity or charities for purposes similar to the Objects; or
 3. to any charity for use for particular purposes that fall within the Objects.
3. Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
 1. directly for the Objects; or
 2. by transfer to any charity or charities for purposes similar to the Objects; or
 3. to any charity or charities for use for particular purposes that fall within the Objects.
4. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or

the Charity Commission.

Name and address of subscriber

Colin Fowler

55a Five Oaks, Caddington, LU1 4JD

.....

COLIN FOWLER

Dated

C O N S T I T U T I O N

of

The VISUALLY IMPAIRED SAILING ASSOCIATION

OF GREAT BRITAIN

Each subscriber to this Constitution wishes to register a charity under the Charities Act 1993 and agrees to become a member of the company and to take at least one share.

Authentication by each subscriber

Name of each subscriber

Colin Fowler

Dated: 1st August 2011