

ANNUAL GENERAL MEETING 2019

TUESDAY, 29 OCTOBER 2019, 7.30 p.m. Exeter Hall, Kidlington

MINUTES

Present:

<i>David Astor</i>	<i>OPFA President (M) (in the Chair)</i>
<i>Bob Johnston</i>	<i>OPFA Chair (M)</i>
<i>Julian Cooper</i>	<i>OPFA Treasurer (M)</i>
<i>Paul Bramwell</i>	<i>OPFA Trustee (M)</i>
<i>Sir Charles Ponsonby</i>	<i>OPFA Trustee (M)</i>
<i>Meryl Smith</i>	<i>OPFA Hon Manager (M)</i>
<i>John Sword</i>	<i>OPFA Trustee (M)</i>
<i>Roz Smith</i>	<i>Oxfordshire County Council (M)</i>
<i>Phil Bridge</i>	<i>Berinsfield Parish Council (M)</i>
<i>Steve McKechnie</i>	<i>East Hanney Parish Council (M)</i>
<i>Stephen Dexter</i>	<i>Grove Parish Council (M)</i>
<i>Mario Tenzino</i>	<i>Piddington Parish Council (M)</i>
<i>Jeremy Sacha</i>	<i>Sacha Barnes Ltd</i>
<i>Nicole O'Donnell</i>	<i>OPFA Community Development Officer (CDO)</i>

M = OPFA Member

1. WELCOME

The President welcomed people to the meeting and pointed out that, where a vote needed to be taken on matters on this agenda, only members of OPFA were entitled to vote. Everyone then introduced themselves.

2. APOLOGIES

MS reported on an apology received from Liz Bickley, OPFA Vice-Chair.

3. MINUTES AND MATTERS ARISING

The Meeting approved the minutes of the AGM held on 11 September 2018, which were signed. .

Matters Arising

There were none identified.

4. ANNUAL REPORT 2018/2019

Bob Johnston, OPFA Chairman, introduced the Annual Report, which was received by the Meeting.

Roz Smith thanked the Trustees and the Community Development Officer for providing an important service to local organisations. The charity made a very special contribution to community life in the county

5. ANNUAL ACCOUNTS 2018/2019

Julian Cooper, as the Hon. Treasurer, presented the Accounts. In particular he thanked Charles Ponsonby for a number of productive approaches to local Trusts for donations.

Steven Dexter reported that Grove Parish Council had recently invested funds in one of the CCLA Investment Funds –a Property Fund - and recommended that OPFA looked at CCLA investment options for charities.

The Accounts were received by the Meeting.

6. PRESIDENT AND VICE-PRESIDENTS

Meeting noted that the OPFA Constitution makes the appointments of President and Vice-Presidents ongoing until the incumbents wish to stand down.

DA confirmed that he was willing to continue to serve as President.

JC reported that sadly Joyce Williams, one of the Vice-Presidents, had died earlier in the year. The meeting recognised her long-standing interest in OPFA and the provision of local recreational facilities.

DA reported that Pauline Narroway and Tony Walker were willing to continue to serve as Vice-Presidents.

7. HON OFFICERS 2019/2020

Chairman

DA reported that Bob Johnston was willing to continue to serve. There were no other nominations or volunteers and Bob was duly re-elected.

Vice-Chairman

DA reported that Liz Bickley was willing to continue to serve. There were no other nominations or volunteers and Liz was duly re-elected.

Hon. Treasurer

DA reported that Julian Cooper was willing to continue to serve. There were no other nominations or volunteers and Julian was duly re-elected.

Hon Manager

DA reported that Meryl Smith was willing to continue to serve. There were no other nominations or volunteers and Meryl was duly re-elected.

DA thanked all the Hon Officers for their support for OPFA during the year.

8. EXECUTIVE COMMITTEE 2019/2020

The Meeting was invited to elect up to 6 people to serve on the Executive Committee along with the 4 Hon. Officers.

Members of the Committee thanked Roz Smith for serving as a member for the past 8 years and were sorry that Roz has had to resign due to other commitments.

DA reported that the following were willing to stand for re-election:
Charles Ponsonby, John Sword, Paul Bramwell

The Meeting agreed that all three willing to serve should be elected to the Committee for the coming year. They were thanked for their work during the past year.

This meant that there were 3 vacancies and further nominations/volunteers would be welcome. Steve McKechnie expressed interest in finding out more and would be invited to attend the next Committee meeting as an observer.

9. INDEPENDENT EXAMINER 2019/20

Mike Watkinson MBE had examined the Accounts for 2018/2019 and the Meeting thanked him for his service to OPFA performed free of charge. MS was asked to relay this message to MW.

MS reported that Mike was willing to be Independent Examiner for 2019/2020 and this was agreed by the Meeting.

10. PROPOSALS TO AMEND THE OPFA CONSTITUTION

The Meeting received a paper giving details of proposed changes to the OPFA Constitution.

Meryl Smith reported that the proposed changes were largely prompted by:

- an awareness that the representative membership structure of the Association was no longer relevant in the current operational environment in which OPFA is working; and
- a wish to confirm the validity of the OPFA's increased involvement in primary purpose trading in the form of its project management services provided under contract.

The opportunity had also been taken to up-date some other clauses in line with the current published Charity Commission Model Governing Documents.

MS had checked Charity Commission advice on their website about how to make changes to governing documents and the nature of the proposed changes appeared to allow for agreement by the charity without needing Commission approval.

The proposed amendments put before the Meeting are shown as an Appendix below. The proposed changes/new wording are marked in red. Wording to be replaced/deleted is scored through.

Members were invited to ask any questions about the proposals. The question of considering incorporation was raised but the Meeting was informed that this was currently problematic in terms of triggering an Employer Debt on Withdrawal from the pension scheme used by the charity. OPFA was taking advice on this issue.

MS reported that the Constitution advised that any resolution to amend the provisions in question should be passed by a simple majority of the members present and voting at a general meeting.

A vote on whether to agree the proposed amendments was taken and passed by 12 votes in favour and none against.

11. THANKS AND FAREWELL TO NICOLE O'DONNELL, OPFA CDO SINCE 2010

The Meeting welcomed Nicole O'Donnell and members of her family. Nicole had served as OPFA Community Development Officer since November 2010 and left on 10 October to take up a new role as Chief Executive of the National Children's Choir of Great Britain.

On behalf of the OPFA Executive Committee and all the OPFA Members BJ thanked her formally for all she had done to take forward the OPFA's work during her time with the charity and presented her with a farewell gift. MS added her own tribute.

12. ANNOUNCEMENT OF APPOINTMENT OF NEW CDO

MS reported that a contract for services was being agreed with Andrew Parsons who would take over as OPFA CDO in early November. Andrew had over the past 10 years been an independent consultant focusing particularly on green space good practice issues and had previously worked as Head of Parks and Green Spaces at Oxford City Council.

13. ANY OTHER BUSINESS **MEMBERS' REPORTS, NETWORKING AND GENERAL DISCUSSION**

Members reported on recent developments in their area, as follows:

Piddington Parish Council – had raised £50,000 for a new play area.

Berinsfield Parish Council – Berinsfield was now designated as a Garden Village. Size of village was increasing which was bringing in new funding. Looking to expand their outdoor recreational facilities including outdoor gym equipment. Would be looking for advice from OPFA.

Grove Parish Council – also undergoing significant new housing development. Seeking to liaise with the various developers regarding adequate provision of new facilities.

East Hanney Parish Council – have ambitious plans for a new pavilion and football pitch with improvements to the cricket pitch. Also looking at reorganisation of facilities. Would be looking for advice from OPFA.

Kennington Parish Council – new facilities planned.

Risinghurst Parish Council – planning new pavilion and adult fitness equipment. Would be looking for advice from OPFA.

14. CLOSE OF ANNUAL GENERAL MEETING

DA thanked everyone for coming to support OPFA and closed the Meeting.

THE OXFORDSHIRE PLAYING FIELDS ASSOCIATION

CONSTITUTION

NAME

1. The Association shall be called THE OXFORDSHIRE PLAYING FIELDS ASSOCIATION

OBJECTS

2. The objects of the Association shall be as follows:
 - a) To advise on and assist in the provision of adequate playing fields and playgrounds for the purpose of outdoor games, sports and pastimes;
 - b) To encourage and develop the playing of all games, sports and pastimes as aforesaid with a view to promoting the physical and moral welfare and the safety of the population and to extend the benefits of playing fields, playgrounds and open spaces to all members of the community;
 - c) To encourage and develop all types of children's play facilities and play leadership;
 - d) To encourage and develop facilities for the recreation of people with disabilities;
 - e) To ensure that the fullest use is made of all playing fields;
 - f) To co-operate in saving threatened recreational facilities;
 - g) To examine all schemes submitted and where approved either
 - 1) make recommendations to other bodies and/or
 - 2) give direct financial or other aid where possible;
 - h) To co-operate with local authorities and all statutory or other bodies for the furtherance of the objects of the Association and to encourage the exercise of all statutory and other powers under which playing fields, playgrounds and open spaces can be acquired and where necessary to promote the extension of such powers;
 - i) To raise by subscription or otherwise funds for the furtherance of the objects of the Association;
 - j) To do all or any of the above things by or through trustees, nominees, agents or otherwise and either alone or in conjunction with others.

Nothing in the foregoing sub-clauses of this clause shall authorise or empower the Association to participate directly or indirectly in any activity which is not charitable according to the laws of the United Kingdom for the time being in force and the whole of the property and funds of the Association shall at all times be used and applied for such purposes only as are charitable in accordance with such laws.

APPLICATION OF THE INCOME AND PROPERTY

3. All the income and property of the Association shall be applied solely towards the objects of the Association.

4. A Trustee may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.
5. No portion of the income or property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association. This does not prevent:
 - a) a member of the Association who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Association
 - b) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer 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 Association but excluding:
 - 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 Association that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether or not that conduct was in the best interests of the Association.
6. No Trustee may be paid or receive any other benefit for being a Trustee.

MEMBERSHIP

~~The Association shall consist of the following:~~

- ~~a) The Honorary Officers of the Association as specified in Clause 10;~~
- ~~b) Representatives as follows, the number of representatives in each case to be determined from time to time by the Association:
 - ~~1) Of the local authorities within the administrative county of Oxfordshire~~
 - ~~2) Of such national, county and other organisations as may be invited by the Executive Committee~~
 - ~~3) Such other representatives as the Executive Committee may from time to time invite;~~~~
- ~~c) Subscribers under Clause 12;~~
- ~~d) Such persons as may be accepted for membership of the Association by the Executive Committee on such terms as the Executive Committee may from time to time decide.~~

~~In the event of resignation a representative under sub-clause (b) above may continue to act until another representative shall be appointed by the local authority or organisation concerned.~~

7. Membership of the Association is open to:
 - individuals over the age of 18 or any organisation interested in furthering its purposes, who, by applying for membership, have indicated agreement to become a member and acceptance of the duty of members as decided by the Executive Committee set out in Clause 11.
 - such other persons as may be granted membership of the Association by the Executive Committee on such terms as the Executive Committee may from time to time decide.
8. A member may be an individual over 18, a corporate body or an organisation which is not incorporated.
9. The Executive Committee
 - may require applications for membership to be made in any reasonable way that it decides;
 - may refuse an application for membership if it believes that it is in the best interests of the Association for it to do so;
 - shall, if it decides to refuse an application for membership, give the applicant its reasons for doing so and give the applicant the opportunity to appeal against the refusal. Any appeal shall be considered by the Committee but its decision will then be final.
10. Membership of the Association cannot be transferred to anyone else
11. It is the duty of each member of the Association to exercise their powers as a member of the Association in the way they decide in good faith would be most likely to further the purposes of the Association.
12. The Association may require members to pay reasonable membership fees to the Association.
13. An organisation or corporate body that is a member of the Association may authorise a person to act as its representative at any general meeting of the Association.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Association.
14. The Executive Committee/Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
15. Membership of the Association comes to an end if:
 - the member dies, or, in the case of an organisation, that organisation ceases to exist; or
 - the member sends a notice of resignation to the Executive Committee; or
 - any sum of money owed by the member to the Association is not paid in full within six months of its falling due; or

- the Executive Committee decides that it is in the best interests of the Association that the member in question should be removed from membership and passes a resolution to that effect. If so, the member should be given the reasons for this resolution and have an opportunity to appeal against it. Any appeal should be considered by the Committee but its decision will then be final.

HONORARY OFFICERS

16. The Honorary Officers of the Association shall consist of:

- A President and Vice-Presidents, as the Association may from time to time decide
- A Chairman, a Vice-Chairman, an Hon. Treasurer and such other Hon. Officers as the Association may from time to time decide.

17. The Hon. Officers, except the President and Vice-Presidents, shall retire annually but shall be eligible for re-election.

SUBSCRIPTIONS

~~The subscription for individual and representative membership of the Association shall be such sum as the Executive Committee shall from time to time determine.~~

MEETINGS OF THE ASSOCIATION

18. An Annual General Meeting shall be held each year for the following purposes:

- Election of Honorary Officers
- Election of Executive Committee
- Presentation of annual report and examined accounts
- Appointment of an independent examiner of the accounts
- Any other business

19. Fourteen days' notice with an agenda shall be given of any General Meeting and of all resolutions and of any alterations to the Constitution to be proposed thereat and shall be sent to the Officers and Trustees and all members of the Association eligible to attend together with the annual report and examined statement of accounts to be presented thereat.

20. The Association may meet whenever they think fit. A special general meeting may be called at any time by the Chairman or the Trustees and must be called upon the receipt of a requisition in writing by ten or more members stating the nature of the business that is to be discussed.

21. There shall be a quorum when eight members of the Association are present at any general meeting.

22. If either:

- a quorum is not present within half an hour from the time appointed for the meeting;
or
- during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

23. The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
24. If no quorum is present at the re-convened meeting within 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.

VOTES

25. Subject to the provisions of **Clauses 57 and 62d)**, every question at General Meetings shall be decided by a majority of the votes of all those members present at the meeting. In the case of an equality of votes the person who chairs the meeting shall have a second or casting vote.
26. Each individual and representative member of the Association shall have one vote.
27. Questions arising at meetings of the Executive Committee shall be decided by a majority of votes and, in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

MINUTES

28. Minutes ~~in books kept for the purpose~~ shall be kept of proceedings at meetings of the Association and of the Executive Committee and of any sub-committee.

EXECUTIVE COMMITTEE

29. The Association and its property shall be managed and administered by an Executive Committee consisting of:
 - a) The Honorary Officers, as specified in **Clause 16b)** above
 - b) Members elected at the Annual General Meeting, the number to be determined from time to time by the Association.

The Officers and other members of the Committee, as specified in this Clause **and Clauses 31 and 32**, shall be the Charity Trustees of the Association and in this Constitution are together called "the Trustees".

30. The Executive Committee shall have power to appoint such officers and staff as may be required (who shall not be members of the Executive Committee) at salaries to be determined from time to time.
31. Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association.
32. The Committee may co-opt further members.
- 33.** No-one may be appointed a member of the Committee/Trustee if he or she would be disqualified from acting under the provisions of **Clause 45**.
34. The number of members of the Committee/Trustees shall be not less than three but (unless otherwise determined by a resolution of the Association in general meeting) shall not be subject to any maximum.
35. The Committee shall meet not less than three times per year.

36. Any member of the Executive Committee may call a meeting of the Committee
37. There shall be a quorum when at least one-third of the number of members of the Executive Committee for the time being or two members of the Executive Committee, whichever is the greater, are present at a meeting or such larger number as may be decided from time to time by the Executive Committee.
38. If the number of Committee members is less than the number fixed as the quorum, the continuing Committee members or member may act only for the purpose of filling vacancies or of calling a general meeting.

39. Any decision may be taken by the Executive Committee either:

- at a meeting of the Committee; or
- by resolution in writing or electronic form agreed by a majority of all of the members of the Committee, which may comprise either a single document or several documents containing the text of the resolution in like form, to which the majority of all of the members of the Committee has signified their agreement.

40. Such a resolution in writing or electronic form shall be effective provided that

- a copy of the proposed resolution has been sent, at the same time or as near to the same time as reasonably practicable, to all of the members of the Committee; and
- the majority of all of the members of the Committee has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature or in such other manner as the Committee has previously resolved.

~~A resolution in writing signed by all the members of the Committee entitled to receive notice of a meeting of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.~~

~~The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Committee.~~

41. The Committee shall have power to appoint such sub-committees as it thinks fit and may delegate to such sub-committees such powers as it from time to time may think desirable and may co-opt to such sub-committees non-members of the Executive Committee. Any such sub-committees shall report back as soon as possible to the Executive Committee.

~~The Executive Committee shall have power to appoint representatives to represent the Association in the various areas into which the county may be divided. A representative may be replaced at the discretion of the Executive Committee if at any time he or she fails or is unable to carry out his/her duties satisfactorily.~~

42. The Committee shall have power by resolution to appoint and replace Trustees and Nominees to carry out any object of the Association including for the purpose of holding land, investments or money on behalf of the Association.

43. Any matter not covered by these rules or any question of interpretation shall be dealt with by the Executive Committee.

POWERS OF TRUSTEES/EXECUTIVE COMMITTEE

44. The Trustees/Executive Committee have the following powers in order to further the Objects (but not for any other purpose):

- a) to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent **taxable** trading activities and shall conform to any relevant statutory regulations.
- b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- c) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association.
- d) subject to any consents required by law to borrow money and to charge all or any part of the property of the Association as security for repayment of the money so borrowed.
- e) to employ staff (who shall not be members of the Executive Committee) and to make all reasonable and necessary provision for the payment of salaries, pensions and superannuation
- f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- g) to establish or support any charitable trusts, associations or institutions formed for all or any of the charitable purposes included in the Objects
- h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association
- j) **to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;**
- k) **to do all such other lawful things as are necessary for the achievement of the Objects of the Association.**

DISQUALIFICATION AND REMOVAL OF TRUSTEES

45. A Trustee shall cease to hold office if he or she:

- a) is disqualified from acting as a Trustee by virtue of sections **178 and 179** of the Charities Act **2011** (or any statutory re-enactment or modification of that provision)
- b) ceases to be a member of the Association
- c) becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs
- d) is absent without permission of the Trustees from all their meetings held within a period of **twelve** consecutive months and the Executive Committee resolves that his or her office be vacated

- e) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

INDEMNITY

~~The members of the Executive Committee, as charity trustees, and any holding trustees appointed by the Committee shall not be liable for any loss to the Charity's property arising from acts, mistakes and omissions made in good faith, provided that reasonable supervision shall have been exercised and proper advice sought.~~

DUTY OF CARE AND EXTENT OF LIABILITY

- 46. When exercising any power (whether given to them by this deed, or by statute, or by any rule of law) in administering or managing the charity, each of the Trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ('the duty of care').
- 47. No Trustee, and no one exercising powers or responsibilities that have been delegated by the trustees, shall be liable for any act or failure to act unless, in acting or in failing to act, he or she has failed to discharge the duty of care.

RULES

- 48. The Trustees/Executive Committee may from time to time make rules for the conduct of their business. The rules may regulate the following matters but are not restricted to them:
 - a) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by this Constitution
 - b) the keeping and authenticating of records
 - c) generally all such matters as are commonly the subject matter of the rules of an unincorporated association
- 49. The Association in general meeting has the power to alter, add to or repeal the rules
- 50. No rule shall be inconsistent with, or shall affect or repeal, anything contained in this Constitution

FINANCE

- 51. The Hon. Treasurer shall keep proper account of the finances of the Association.
- 52. An account or accounts shall be opened in the name of the Association at a bank or banks to be approved by the Executive Committee into which fund all monies received on behalf of the Association shall be paid by the Hon. Treasurer or other responsible official.
- 53. All cheques drawn on the account must be signed by at least two members of the Executive Committee except that cheques for amounts up to a limit to be determined by the Executive Committee may be signed by at least one member of the Executive Committee and countersigned by one paid officer of the Association to be nominated by the Committee.
- 54. At the Annual General Meeting every year the Executive Committee shall lay before the members a detailed examined statement of the accounts of the Association for the past

twelve months. A copy of such a statement shall accompany the notices of the Annual General Meeting.

INDEPENDENT EXAMINER

55. The accounts shall be examined by an independent examiner to be elected at the Annual General Meeting each year.

ANNUAL REPORT AND RETURN AND ACCOUNTS

56. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- a) the keeping of accounting records for the Association
- b) the preparation of annual statements of account for the Association
- c) the transmission of the statements of account to the Charity Commission
- d) the preparation of an annual report and its transmission to the Commission
- e) the preparation of an annual return and its transmission to the Commission.

DISSOLUTION

57. The Association may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at a meeting of the Association of which at least twenty-one clear days' notice shall have been sent to all members of the Association.

58. Such resolution may give instructions for the disposal of any assets held by or in the name of the Association PROVIDED THAT, if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Association but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association, as the Association may, with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1960 or other relevant legislation, determine.

59. If the members resolve to dissolve the Association, the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Association in accordance with **Clauses 58-60**.

60. The Trustees must notify the Commission promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Association's final accounts.

ALTERATION OF CONSTITUTION

61. Notice of any proposed alterations to the Constitution shall be submitted by members in writing not less than four weeks before the date of the Annual General Meeting or of any Extraordinary General Meeting called for that purpose.

62. The Association may amend the Constitution provided that:

- a) No amendment may be made that would have the effect of making the Association cease to be a charity at law;
- b) No amendment may be made to alter the Objects without the prior written consent of the Charity Commission, unless the change would be within and not outside the reasonable contemplation of the members of or donors to the Association
- c) No amendment may be made to **Clauses 3-6** inclusive without the prior written consent of the Charity Commission
- d) Any resolution to amend a provision contained in **Clauses 1 to 6** inclusive and/or in **Clauses 57 to 62** inclusive is passed by not less than two-thirds of the members present and voting at a general meeting
- e) Any resolution to amend a provision contained in any other Clause is passed by a simple majority of the members present and voting at a general meeting.
- f) A copy of any resolution amending this Constitution shall be sent to the Charity Commission.