



# **Constitution of Pastiche Musical Theatre**

**17<sup>th</sup> July 2024**

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## **1 Name**

The name of the charity shall be Pastiche Musical Theatre, hereinafter referred to as Pastiche.

## **2 National Location of principal office**

The principal office is in England.

## **3 Objects(s)**

The objects of Pastiche are:

1. For the public benefit, promote the arts of drama, music and dance in Hillingdon and the surrounding areas through in particular but not exclusively the arts of musical theatre;
  - a. by enabling the instruction of dance, music and drama which supports people of all levels of experience and ability;
  - b. by enabling the local community to have affordable access to the dramatic arts; and
  - c. to further develop local community appreciation of said art through staging of performances and other activities.

Nothing in this constitution shall authorise an application of the property of Pastiche for the purposes which are not charitable.

## **4 Powers**

Pastiche has power to do anything which is calculated to further its objects or is conducive or incidental to doing so.

In particular, Pastiche has power to:

- 1) Pay reasonable and proper remuneration for any goods or services supplied to Pastiche;
- 2) Purchase, hire or lease property and to maintain and equip it for use;
- 3) Sell, lease or hire any property belonging to Pastiche;
- 4) Employ and remunerate such persons as are necessary for carrying out the work of Pastiche;
- 5) Pastiche may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- 6) Deposit funds.

## **5 Application of income and property**

The income and property of Pastiche must be applied solely towards the promotion of the objects.

Pastiche trustees are entitled to be reimbursed from the property of Pastiche or may pay out of such reasonable expenses properly incurred by them when acting on behalf of Pastiche.

Pastiche trustees may benefit from trustee indemnity insurance cover purchased at Pastiche's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

None of the income or property of Pastiche may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of Pastiche, trustee or connected person.

## **6 Benefits and payments to charity trustees and connected persons**

### **6.1 General provisions**

No Pastiche trustee or connected person may:

- 1) buy or receive any goods or services from Pastiche on terms preferential to those applicable to members of the public;
- 2) sell goods or services, to Pastiche;
- 3) be employed by, or receive any remuneration from Pastiche;
- 4) receive any other financial benefit from Pastiche;

unless the payment or benefit is permitted by sub-clause (6.2) or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### **6.2 Scope and powers permitting trustees’ or connected persons’ benefits**

A trustee or connected person may supply services and/or goods to Pastiche where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

A trustee or connected person may receive rent for premises let by the trustee or connected person to Pastiche. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

A trustee or connected person may take part in the normal trading and fundraising activities of Pastiche on the same terms as members of the public.

### **6.3 Conflicts of interest and conflicts of loyalty**

A Pastiche trustee must:

- 1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with Pastiche or in any transaction or arrangement entered into by Pastiche which has not previously been declared; and
- 2) absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of Pastiche and any personal interest (including but not limited to any financial interest).

Any Pastiche trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **7 Liability of Members to contribute to the assets of Pastiche if it is wound up**

If Pastiche is wound up, the Members of Pastiche have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **8 Members**

### **8.1 Membership**

#### **8.1.1 Who may be a Member**

Membership and involvement will be open to all without prejudice. Membership of Pastiche is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a Member and acceptance of the duty of Members set out in sub-clause 8.1.4.

#### **8.1.2 Memberships**

The trustees may resolve to have multiple forms of memberships– hereafter termed Members.

The form(s) of membership shall be referred for adoption at either an Annual General Meeting or Extraordinary General Meeting.

#### **8.1.3 Membership fees**

Pastiche may require Members to pay reasonable membership fees.

The membership fee and any other fees for the forthcoming year shall be decided by the Trustees, on the recommendation of the Treasurer. If required, any changes can be deferred for adoption at either an Annual General Meeting or Extraordinary General Meeting.

A number of membership types and fees may be decided by the Trustees, such as Adult, Child and Concessionary. Membership types and fees will be stated on the Pastiche website.

Membership fees becomes due for payment within 30 days upon publication.

Members leaving the group during the year will not have membership fees refunded unless there are special circumstances.

#### **8.1.4 Duty of Members**

It is the duty of each Member of Pastiche to exercise their powers as a Member of Pastiche in the way they decide in good faith would be most likely to further the purposes of Pastiche.

#### **8.1.5 Admission procedure**

Pastiche trustees:

- 1) may require applications for membership to be made in any reasonable way that they decide;
- 2) shall, if they approve an application for membership, notify the applicant of their decision within [21 days];
- 3) may refuse an application for membership if they believe that it is in the best interests of Pastiche for them to do so;
- 4) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- 5) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

#### **8.1.6 Termination of membership**

Membership of Pastiche comes to an end if:

- 1) the Member dies; or

- 2) the Member sends a notice of resignation to the Pastiche trustees; or
- 3) any sum of money owed by the Member to Pastiche is not paid in full within six months of its falling due; or
- 4) the trustees decide that it is in the best interests of Pastiche that the Member in question should be removed from membership, and pass a resolution to that effect.

Before the charity trustees take any decision to remove someone from membership of Pastiche they must:

- 1) inform the Member of the reasons why it is proposed to remove them from membership;
- 2) give the Member at least 21 clear days notice in which to make representations to the charity trustees as to why they should not be removed from membership;
- 3) at a duly constituted meeting of the charity trustees, consider whether or not the Member should be removed from membership;
- 4) consider at that meeting any representations which the Member makes as to why the Member should not be removed; and
- 5) allow the Member, or the Member's representative, to make those representations in person at that meeting, if the Member so chooses.

#### 8.1.7 Informal or associate (non-voting) membership

The trustees may create other classes of non-voting membership, such as Friends of Pastiche, and may determine the rights and obligations of any such Members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of Members.

Other references in this constitution to "Members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as Members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

#### 8.1.8 Honorary roles

The Committee may appoint persons to honorary positions such as President and Patron, and define the role(s) of these Honorary positions.

When appointed, they shall remain in position until such time as the Committee decide to make a change.

The creation of honorary roles is at the discretion of the trustees.

Honorary roles will be non-voting members.

## 8.2 Members' decisions

### 8.2.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 8.2.4 of this clause, decisions of the Members may be taken either by vote at a general meeting as provided in sub-clause 8.2.2 of this clause or by written resolution as provided in sub-clause 8.2.3 of this clause.

### 8.2.2 Taking ordinary decisions by vote

Subject to sub-clause 8.2.4 of this clause, any decision of the Members may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting, including votes cast by postal or email ballot, and proxy votes.

### 8.2.3 Taking ordinary decisions by written resolution without a general meeting

Subject to sub-clause 8.2.4, a resolution in writing agreed by a simple majority of all the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- 1) a copy of the proposed resolution has been sent to all the Members eligible to vote; and
- 2) a simple majority of Members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a Member's agreement must be authenticated by their signature, or in such other manner as Pastiche trustees have specified.

Eligibility to vote on the resolution is limited to Members who are Members of Pastiche on the date when the proposal is first circulated.

Not less than 20% of the Members may request the trustees to make a proposal for decision by the Members.

The trustees must within 21 days of receiving such a request comply with it if:

- 1) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- 2) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Members; and
- 3) Effect can lawfully be given to the proposal if it is so agreed.

This clause applies to a proposal made at the request of Members.

### 8.2.4 Decisions that must be taken in a particular way

Any decision to remove a trustee must be taken in accordance with clause 11.9.

Any decision to amend this constitution must be taken in accordance with clause 14 of this constitution (Amendment of Constitution).

Any decision to wind up or dissolve Pastiche must be taken in accordance with clause 15 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of Pastiche to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## 8.3 General meetings of Members

### 8.3.1 Types of general meeting

There must be an annual general meeting (AGM) of the Members of Pastiche. The first AGM shall be held within 18 months of the registration of Pastiche, and subsequent AGMs shall be held at intervals of not more than 15 months.

The AGM shall receive the annual statement of accounts and the trustees' annual report, and must elect trustees as required under clause 11.7.

Other general meetings of the Members may be held at any time.

All general meetings must be held in accordance with the following provisions.

### 8.3.2 Calling general meetings

The charity trustees:

- 1) must call the annual general meeting of the Members in accordance with the term of this clause, and identify it as such in the notice of the meeting; and



- 2) may call any other general meeting of the Members at any time.

The charity trustees must, within 21 days, call a general meeting of the Members if:

- 1) they receive a request to do so from at least 20% of the Members of Pastiche; and
- 2) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member(s) making the request.

If, at the time of any such request, there has not been any general meeting of the Members for more than 12 months, then 10% of Members may request a general meeting.

Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

Any general meeting called by the charity trustees at the request of the Members must be held within 28 days from the date on which it is called.

If the charity trustees fail to comply with this obligation to call a general meeting at the request of its Members, then the Members who requested the meeting may themselves call a general meeting. A general meeting called in this way must be held not more than 3 months after the date when the Members first requested the meeting.

### 8.3.3 Notice of general meetings

The charity trustees and Members must give at least 14 clear days notice of any general meeting.

If it is agreed by not less than 90% of all Members, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 8.3.2 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

The notice of any general meeting must:

- 1) state the time and date of the meeting;
- 2) give the address at which the meeting is to take place;
- 3) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- 4) if a proposal to alter the constitution of Pastiche is to be considered at the meeting, include the text of the proposed alteration;
- 5) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 12 use of electronic communication, details of where the information may be found on Pastiche's website.

Proof that an email, text or WhatsApp message containing a notice was properly addressed and sent; shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was sent.

The proceedings of a meeting shall not be invalidated because a Member who was entitled to receive notice of the meeting did not receive it because of accidental omission by Pastiche.

### 8.3.4 Chairing of general meetings

The person nominated as chair by the charity trustees under clause 8.3.4 Chairing of general meetings, shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the Members of Pastiche who are present at a general meeting shall elect a chair to preside at the meeting.

### 8.3.5 Quorum at general meetings

No business may be transacted at any general meeting of the Members of Pastiche unless a quorum is present when the meeting starts.

Subject to the following provisions, the quorum for general meetings shall be 33% of Members.

If the meeting has been called by or at the request of the Members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to Pastiche's Members at least seven clear days before the date on which it will resume.

If a quorum is not present within 30 minutes of the start time of the adjourned meeting, the Member or Members present at the meeting constitute a quorum.

If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the Members, the meeting must be adjourned.

### 8.3.6 Voting at general meetings

Any decision other than one falling within clause 8.2.4 Decisions that must be taken in a particular way shall be taken by a simple majority of votes cast at the meeting, including proxy, electronic and postal votes.

Every Member has one vote.

A resolution put to the vote of a meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the Members present in person or by proxy at the meeting.

A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

A poll may be taken:

- 1) at the meeting at which it was demanded; or
- 2) at some other time and place specified by the chair; or
- 3) through the use of postal or electronic communications.

In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a casting vote.

Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

### 8.3.7 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **9 Governing Management Committee**

### 9.1.1 Committee formation

A governing management committee (hereafter called the Committee) shall be constituted.

### 9.1.2 Committee purposes and powers

The Committee shall:

- 1) Govern and control all charity operations, fundraising, donations, productions, events, membership, insurances and finance.
- 2) Exercise due care and skills to ensure the solvency of Pastiche.
- 3) Ensure it holds all required insurances.
- 4) Be responsible for maintaining an inventory of all assets owned by Pastiche.
- 5) Select the beneficiary organisation(s) for charitable donations. The Committee may consider the views of the Members in arriving at this decision.

### 9.1.3 Committee membership and roles

The Committee members shall include all Trustees and any co-opted Members.

The Committee roles shall include:

- 1) Chair
- 2) Vice chair
- 3) Secretary
- 4) Treasurer
- 5) Any other roles determined by the Committee.

The Committee can co-opt additional Members from time to time.

### 9.1.4 Meeting frequency

The Committee will meet a minimum of four times between each Annual General Meeting.

### 9.1.5 Quorum

A quorum shall be five members of the Committee or two thirds of Committee members whichever is larger.

### 9.1.6 Voting

Committee decisions shall be by simple majority vote.

In the event of a tied vote, the Chair or (in the absence of the Chair) the Vice Chair shall have the casting vote.

### 9.1.7 Minutes

The minutes of Committee meetings will be made available to any Member for inspection once confirmed as a true copy of the proceedings.

## **10 Finance**

The financial year shall end on last day of the year from the date of registration as a charity.

Banking accounts are held in the name of Pastiche Musical Theatre.

The Treasurer shall operate banking accounts, with at least one other Trustee acting as authoriser of electronic payments.

Cheques shall require at least two Trustee signatures.

Debit card and cash payments may be made by the Treasurer or other person authorised by the Treasurer to the limit of the debit card and any cash limit determined by the Committee.

The financial accounts shall be submitted by the Treasurer to the Members at an Annual General Meeting and on a regular basis to the Committee.

## **11 Charity trustees**

### **11.1 Functions and duties of charity trustees**

The charity trustees shall manage the affairs of Pastiche and may for that purpose exercise all the powers of Pastiche. It is the duty of each charity trustee:

- 1) to exercise their powers and to perform their functions in their capacity as a trustee of Pastiche in the way they decide in good faith would be most likely to further the purposes of Pastiche; and
- 2) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that they hold themselves as having.

### **11.2 Eligibility for trusteeship**

Every charity trustee must be a natural person.

No individual may be appointed as a charity trustee of Pastiche:

- 1) if they are under the age of 16 years; or
- 2) if they would automatically cease to hold office under the provisions of clause [15(1)(f)].

No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

At least one of the trustees of Pastiche must be 18 years of age or over.

### **11.3 Number of charity trustees**

There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

The maximum number of charity trustees is 9. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

### **11.4 First charity trustees**

The first charity trustees of Pastiche are:

Fiona Bailey  
Daniel Cox  
Olivia Holburd  
Byron Jones  
Deborah Langford  
Shivashtie Poonwassie  
Matthew Ridley  
Margaret Warren

Michael Stephen Wright

Their term of office is to the first Annual General Meeting.

### **11.5 Terms of office**

The Trustees term of office shall be the period between Annual General Meetings.

### **11.6 Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to Pastiche is eligible for reappointment.

### **11.7 Appointment of charity trustees**

At the first annual general meeting of the Members of Pastiche all the charity trustees shall retire from office, and a Members vote on appointment of Trustees shall be held;

- 1) At every subsequent annual general meeting of the Members of Pastiche, Trustees shall retire as determined by their Term of Office.
- 2) All Trustees must be proposed and seconded by Pastiche Members. If the number of nominations exceeds the number of vacancies, election will take place during a General Meeting by simple majority.

The vacancies so arising may be filled by the decision of the Members at the Annual General Meeting; any vacancies not filled at the annual general meeting shall be filled as follows:

- a) Trustee vacancies that occur during the membership year may be filled by an Extraordinary General Meeting, at the discretion of the Trustees if the minimum number of Trustees is met.
- b) Trustee vacancies that occur during the membership year must be filled by an Extraordinary General Meeting, at the discretion of the Trustees if the minimum number of Trustees is not met.

The Members may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 11.9 Retirement and removal of charity trustees, or as an additional charity trustee, provided that the limit specified in clause 11.3 Number of charity trustees on the number of charity trustees would not as a result be exceeded.

### **11.8 Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- 1) a copy of this constitution and any amendments made to it; and
- 2) a copy of Pastiche's latest Trustees' Annual Report and statement of accounts.

### **11.9 Retirement and removal of charity trustees**

#### **11.9.1 Conditions for cessation of office**

A charity trustee ceases to hold office if they:

- 1) retire by notifying the Committee in writing including electronic communication, with three months' notice;
- 2) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;
- 3) dies;

- 4) in the written opinion, given to the Committee, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- 5) is removed by the Members of Pastiche in accordance with clause 11.9.2; or
- 6) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

#### 11.9.2 Removal of trustees by resolution

A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of Members called for that purpose and properly convened in accordance with clause 8.3.2, and the resolution is passed by a two thirds majority of votes cast at the meeting.

A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a Committee meeting of trustees called for that purpose and the resolution is proposed by two thirds of trustees.

A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Members of the Pastiche.

### 11.10 Taking of decisions by charity trustees

Any decision may be taken either:

- 1) at a Committee meeting of the charity trustees; or
- 2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, 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 charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - a. a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - b. the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to Pastiche at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

### 11.11 Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of Pastiche, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any Member of Pastiche on request.

### 11.12 Meetings and proceedings of charity trustees

#### 11.12.1 Calling trustee meetings

Any charity trustee may call a meeting of the charity trustees.

Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### 11.12.2 Chairing of Trustee Committee meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### 11.12.3 Procedure at meetings

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 thirds of charity trustees, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

Questions arising at a meeting shall be decided by a majority of those eligible to vote.

In the case of an equality of votes, the person who chairs the meeting shall have a casting vote.

### 11.12.4 Participation in meetings by electronic means

A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## 11.13 Saving provisions

Subject to clause 11.12.3, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- 1) who was disqualified from holding office;
- 2) who had previously retired or who had been obliged by the constitution to vacate office;
- 3) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- 4) for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;
- 5) if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

This clause does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for being disqualified from office, the resolution would have been void, or if the charity trustee has not complied with clause 6.3 Conflicts of interest and conflicts of loyalty.

## 11.14 Minutes

The charity trustees shall keep minutes of all:

- 1) appointments of officers made by the charity trustees;
- 2) proceedings at general meetings;
- 3) meetings of the charity trustees and Committees including:
  - a. the names of the trustees present at the meeting;

- b. the decisions made at the meetings; and
- c. where appropriate the reasons for the decisions.

### **11.15 Execution of documents**

Pastiche shall execute documents by signature.

A document is validly executed by signature if it is signed by at least two of the charity trustees.

### **12 Use of electronic communications**

Any Member or charity trustee of Pastiche may communicate electronically with Pastiche to an address specified by Pastiche for the purpose, so long as the communication is authenticated in a manner which is satisfactory to Pastiche.

Any Member or charity trustee, by providing their email address or similar, is taken to have agreed to receive communications from Pastiche in electronic form at that address, unless the Member has indicated to Pastiche their unwillingness to receive such communications in that form.

Pastiche will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 1) the requirement to provide within 21 days to any Member on request a hard copy of any document or information sent to the Member otherwise than in hard copy form;
- 2) any requirements to provide information to the Commission in a particular form or manner.

### **13 Disputes**

If a dispute arises between Members of Pastiche 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.

### **14 Amendment of constitution**

As provided by sections 224-227 of the Charities Act 2011 , this constitution can only be amended:

- 1) by resolution agreed in writing by all Members of Pastiche; or
- 2) by a resolution passed by a 75% majority of votes cast at a general meeting of the Members of Pastiche.

Any alteration of Pastiche's objects, of any provision of Pastiche's constitution directing the application of property on its dissolution or any provision of Pastiche's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or Members of Pastiche or persons connected with them, requires the prior written consent of the Charity Commission.

No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

A copy of any resolution altering the constitution, together with a copy of Pastiche's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.



## **15 Voluntary winding up or dissolution**

### **15.1 Dissolution power**

As provided by the Dissolution Regulations, Pastiche may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve Pastiche can only be made:

- 1) at a general meeting of the Members of Pastiche called in accordance with clause 8.3 General meetings of Members, of which not less than 14 days' notice has been given to those eligible to attend and vote:
- 2) by a resolution passed by a 75% majority of those voting, or
- 3) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 4) by a resolution agreed in writing by all Members of Pastiche.

### **15.2 Resolution rules**

Subject to the payment of all Pastiche's debts:

- 1) Any resolution for the winding up of Pastiche, or for the dissolution of Pastiche without winding up, may contain a provision directing how any remaining assets of Pastiche shall be applied.
- 2) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of Pastiche shall be applied.
- 3) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of Pastiche.

### **15.3 Dissolution requirements**

Pastiche must observe the requirements of the Dissolution Regulations in applying to the Commission for Pastiche to be removed from the Register of Charities, and in particular:

- 1) the charity trustees must send with their application to the Commission:
  - a. a copy of the resolution passed by the Members of Pastiche;
  - b. a declaration by the charity trustees that any debts and other liabilities of Pastiche have been settled or otherwise provided for in full; and
  - c. a statement by the charity trustees setting out the way in which any property of Pastiche has been or is to be applied prior to its dissolution in accordance with this constitution;
  - d. the charity trustees must ensure that a copy of the application is sent within seven days to every Member and employee of Pastiche, and to any charity trustee of Pastiche who was not privy to the application.

If Pastiche is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **16 General**

This constitution replaces all previous constitutions.

## **17 Interpretation**

In this constitution:

“connected person” means:

- a child, parent, grandchild, grandparent, brother or sister of the charity trustee or Member;
- the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;
- a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of Pastiche.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.