



The Cyclamen Society

The Constitution of

The Cyclamen Society

A Charitable Incorporated Organisation (Foundation Structure)

The Cyclamen Society and its property will be administered and managed by the Charity Trustees in accordance with the provisions of this constitution which is governed by and shall be construed in accordance with the laws of England & Wales and shall be subject to the exclusive jurisdiction of the courts of England & Wales.

Definitions

For all definitions please see Interpretations - clause 22 page 17.

1. Name

The name of the Charitable Incorporated Organisation is The Cyclamen Society.

2. Location of Principal Office

The principal office of The Cyclamen Society is in England.

3. Objects

The objects are to encourage:

- i. the cultivation and conservation
and
- ii. to increase and disseminate knowledge
of the Genus Cyclamen and its species, subspecies, forms and cultivars for the public benefit.

4. Powers

The Cyclamen Society has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has the power to:

1. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
3. sell, lease or otherwise dispose of all or any part of the property belonging to The Society. In exercising this power, The Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
4. employ and remunerate such staff as are necessary for carrying out the work of The Society. The Society may employ or remunerate a Trustee only to the extent that it is permitted to do so by clauses 5 and 6 and provided it complies with the conditions of those clauses;
5. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of The Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
6. issue publications;
7. hold public shows;
8. arrange meetings, lectures and other educational activities;
9. provide information and advice on any aspect of cyclamen;

10. establish a library and an image library;
11. promote, finance and carry out research, including field work;
12. establish regional groups;
13. insure The Society's property;
14. act as international registrar of cultivar names for *Cyclamen* L., excluding *Cyclamen persicum* Mill.

5. Application of the Income and Property

1. The income and property of The Society must be applied solely towards the promotion of the objects.
2. A Trustee is entitled to be reimbursed from the property of The Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of The Society. A Trustee may benefit from trustee indemnity insurance cover purchased at The Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
3. None of the income or property of The Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Trustee of The Society. This does not prevent a Trustee receiving:
 - a. benefit from The Society as a beneficiary of The Society;
 - b. reasonable and proper remuneration for any goods or services supplied to The Society.
4. Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to Trustees and connected persons

1. General provisions

No Trustee or connected person may:

- a. buy or receive any goods or services from The Society on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to The Society;
- c. be employed by, or receive any remuneration from, The Society;
- d. receive any other financial benefit from The Society;

unless the payment or benefit is permitted by sub-clause 2 of this clause, 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.

2. **Scope and powers permitting trustees' or connected persons' benefits**

- a. A Trustee or connected person may receive a benefit from The Society as a beneficiary of The Society provided that a majority of the Trustees do not benefit in this way;
- b. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to The Society where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011;
- c. Subject to sub-clause 3 of this clause any Trustee or connected person may provide The Society with goods that are not supplied in connection with services provided to The Society by the Trustee or connected person;
- d. A Trustee or connected person may receive interest on money lent to The Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- e. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to The Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- f. A Trustee or connected person may take part in the normal trading and fundraising activities of The Society on the same terms as members of the public.

3. **Payment for supply of goods only – controls**

The Cyclamen Society and its Trustees may only rely upon the authority provided by sub-clause 2.c of this clause if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between The Society and the Trustee or connected person supplying the goods (“the supplier”). The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- b. The other Trustees are satisfied that it is in the best interests of The Society to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the

advantages of contracting with a Trustee or connected person against the disadvantages of doing so;

- c. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to The Society;
- d. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- e. The reason for their decision is recorded by the Trustees in the minute book;
- f. A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

4. **In sub-clauses 2 and 3 of this clause:**

“The Cyclamen Society” includes any company in which The Society:

- a. holds more than 50% of the shares; or
- b. controls more than 50% of the voting rights attached to the shares; or
- c. has the right to appoint one or more directors to the board of the company.

7. Conflicts of interest and conflicts of loyalty

A Trustee must:

- 1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with The Cyclamen Society or in any transaction or arrangement entered into by The Society which has not previously been declared; and
- 2. absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of The Society and any personal interest (including but not limited to any financial interest).

Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

8. Liability of Trustees to contribute to the assets of The Cyclamen Society if it is wound up

If The Cyclamen Society is wound up, the Trustees have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the charity

1. The only persons eligible to be members of the charity are its Trustees. Membership of the charity cannot be transferred to anyone else.
2. Any Trustee who ceases in that role, automatically ceases to be a member of the charity.

10. Membership of the Cyclamen Society

1. Membership of the Cyclamen Society is open to all.
2. The Trustees may determine the rights and obligations of members of the Cyclamen Society (including payment of membership fees), and the conditions for admission to, and termination of membership.
3. The Trustees may establish any other type of membership as they see fit.
4. Any references in this constitution to “members” and “membership”, other than in clauses 9 and 10, only apply to members of the Cyclamen Society. Members of the Cyclamen Society do not qualify as members of the charity for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

11. The Charity year

The Charity year shall be as the Trustees shall from time to time determine.

12. Trustees

1. Functions and duties of Trustees

Trustees shall manage the affairs of The Cyclamen Society and may for that purpose exercise all the powers of The Society in clause 4. It is the duty of each Trustee:

- a. to exercise his or her powers and to perform his or her functions as a Trustee of The Cyclamen Society in the way he or she decides in good faith would be most likely to further the objects of The Society;
- b. to determine the financial and other standing orders which the Trustees shall from time to time determine;
- c. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a Trustee of The Cyclamen Society in the course of a business or profession, to apply any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

2. **Eligibility for trusteeship**

- a. Every Trustee must be a natural person.
- b. Every Trustee must be a member of the Cyclamen Society.
- c. No one may be appointed as a Trustee:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 12.8 (Retirement and removal of Trustees).
- d. No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Trustees decide, his or her acceptance of the office of Trustee.
- e. At least one of the Trustees must be 18 years of age or over. If there is no Trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the Trustees, or appoint a new Trustee.

3. **Number of Trustees**

- a. The number of Trustees will be 12, but in exceptional circumstances and at the discretion of the Trustees this may rise to a maximum of 15. The Trustees may not appoint a Trustee, if, and as a result, the number of Trustees would exceed the maximum.
- b. There must be at least seven Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee.

4. **First Trustees**

The first Trustees are:

Vic Aspland Chris Clennett Martyn Denney Roy Skidmore Phöbe Friar
Keith Fry Maurice Jackson Peter Jones Arthur Nicholls Steve Walters
Paul Whitlock.

5. **Trustees' reporting responsibilities**

The Trustees must report to the members of the Cyclamen Society in the following ways:

- a. By a written report, including the annual accounts published in December each year. This report must set out what the Trustees wished to achieve and what they have accomplished in the previous 12 months;
- b. By a minimum of two meetings designed to engage with members of the Cyclamen Society and which are held around the country or overseas;
- c. All Trustees are expected to attend these meetings.

6. **Appointment of Trustees**

- a. The first Trustees are appointed until the first properly convened General Meeting of the Trustees in a year.
- b. Each Trustee must be appointed for a term of 12 months at the first General Meeting of a calendar year and sign the Trustees' declaration.
- c. The Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with clause 12.8 (Retirement and removal of Trustees), or as an additional Trustee, provided that the limit specified in clause 11.3 on the number of Trustees would not as a result be exceeded. Any resolution to appoint a new Trustee must be passed by a Higher Level Majority of the Trustees at a properly convened General Meeting of the Trustees, after which each new Trustee will sign the Trustees' declaration. Such Trustees will serve until the following first General Meeting in a calendar year.
- d. In selecting individuals for appointment as Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration and management of The Cyclamen Society.
- e. The Trustees may, by and from their number and from time to time, appoint such officers (e.g. chair, secretary, treasurer, president) as they see fit.

7. **Information for new Trustees**

The Trustees will make available to each new Trustee, on or before his or her first appointment:

- a. a copy of this constitution, any amendments made to it and any rules, standing orders and bye laws as provided for in clause 19; and
- b. a copy of the latest Trustees' annual report and statement of accounts.

8. **Retirement and removal of Trustees**

A Trustee ceases to hold office if he or she:

- a. retires by notifying The Cyclamen Society in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b. is absent from all the Trustees' meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
- c. ceases to be a member of The Cyclamen Society;
- d. dies;

- e. in the written opinion, given to The Cyclamen Society, of a registered medical practitioner treating that person, that he/she has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- f. is removed by the Trustees in accordance with sub-clause h of this clause;
- g. is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- h. a resolution to remove a Trustee must be proposed at a properly convened General Meeting of the Trustees called for that purpose. The resolution must be passed by a Higher Level Majority. This 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 meeting.

9. **Reappointment of Trustees**

Any person who retires as a Trustee is eligible for reappointment.

10. **Delegation by Trustees (This power is in addition to the power of delegation in the General Regulations)**

The Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation, but any delegation is always subject to the following requirements:

- a. a committee may consist of two or more persons, but at least the Chairman of each committee must be a Trustee;
- b. the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable;
- c. the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers;
- d. any officers of The Society appointed under clause 12.6 (e) are ex-officio members of all committees, unless the Trustees determine otherwise.

11. **Meetings and proceedings of Trustees**

- a. Any Trustee may call a meeting of the Trustees, including a General Meeting.
- b. Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.
- c. The Trustees shall hold at least four meetings per year.
- d. The 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 Trustees present may appoint one of their number to chair that meeting.
- e. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- f. Quorum:
 - i. At an Ordinary Meeting the quorum is five Trustees or such larger number as the Trustees may, from time to time, decide.
 - ii. Resolutions arising at an Ordinary Meeting shall be decided by a simple majority of those eligible to vote.
 - iii. At a General Meeting the quorum must be the minimum number of Trustees required for a Higher Level Majority.
 - iv. In the case of an equality of votes, the chair shall have a second or casting vote.
- g. The Trustees may designate any of their meetings as a General Meeting. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the Trustees as specified in clause 12.12.
- h. The normal minimum period of notice required to hold a General Meeting of the Trustees is 14 days. Except 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, a General Meeting may be called by shorter notice if it is so agreed by a Higher Level Majority of Trustees.

- i. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of 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 posted or sent.
- j. The provisions in this clause, governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to all Ordinary and General Meetings of Trustees.

12. **Taking of decisions by Trustees**

- a. decisions which must be made by the Trustees using a Higher Level Majority are any decisions to:
 - i. amend this constitution; or
 - ii. amalgamate with, or transfer its undertaking to one or more other charities; or
 - iii. wind up or dissolve The Cyclamen Society (including transferring its business to any other charity); or
 - iv. to remove a Trustee.

Such decisions may be made either:

- i. by resolution at a General Meeting; or
 - ii. by resolution in writing.
- b. any other decisions may be taken at Ordinary Meetings by a simple majority either:
 - i. at a meeting of the Trustees; or
 - ii. by resolution in writing.
- c. any resolution may be in writing or in an electronic form agreed by all of the Trustees. Such a resolution may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement. Such a resolution shall be effective provided that:
 - i. a copy of the proposed resolution has been sent, at or as near as reasonably practicable at the same time, to all of the Trustees; and
 - ii. all of the required quorate number of Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature or by a statement of their identity accompanying the document or

documents, or in such other manner as the Trustees have previously resolved, and delivered to The Cyclamen Society at its principal office or such other place as the Trustees may resolve within 14 days of the circulation date;

- iii. a written resolution lapses if the required number of approvals has not been received 14 days after the first day on which copies of the resolution were circulated to members.

13. **Participation in meetings by electronic means**

- a. Any meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- b. Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.
- c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

13. Saving provisions

1. **Subject to sub-clause 2 of this clause,**

all decisions of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who:

was disqualified from holding office;

had previously retired or who had been obliged by the constitution to vacate office;

was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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

- 2. **Sub-clause 1.** of this clause 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 sub-clause (1), the resolution would have been void, or if the Trustee has not complied with clause 7 (Conflicts of interest).

14. Execution of documents

1. **The Cyclamen Society shall execute documents** either by signature or by affixing its seal (if it has one).
2. **A document is validly executed** by signature if it is signed by at least two of the Trustees.
3. **If The Cyclamen Society has a seal:**
 - a. it must comply with the provisions of the General Regulations; and
 - b. it must only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Trustees.

15. Use of electronic communications

1. **The Cyclamen Society** will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - a. 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;
 - b. any requirements to provide information to the Commission in a particular form or manner.
2. **To The Cyclamen Society**
 - a. Any Trustee of The Society may communicate electronically with The Society to an address specified for the purpose, so long as the communication is authenticated in a manner which is satisfactory to The Society.
3. **By The Cyclamen Society**
 - a. Any Trustee of The Cyclamen Society, by providing The Society with his or her email address or similar, is taken to have agreed to receive communications from The Society in electronic form at that address, unless the member has indicated his or her unwillingness to receive such communications in that form.
 - b. The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - i. provide the Trustees with the notice referred to in clause 12.11 (Meetings and proceedings of Trustees);
 - ii. give Trustees notice of their meetings in accordance with clause 12.11 (Meetings and proceedings of Trustees);

- iii. submit any proposal to the Trustees for decision by written resolution or postal vote in accordance with the charity's powers under clause 12.12 (Taking of decisions by Trustees).
- c. The Trustees must:
 - i. take reasonable steps to ensure that Trustees are promptly notified of the publication of any such notice or proposal;
 - ii. send any such notice or proposal in hard copy for any Trustee who has not consented to receive communications in electronic form.

16. Keeping of Registers

The Cyclamen Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its Trustees.

17. Minutes

The Trustees must keep minutes of all:

1. appointments of officers made by the Trustees;
2. proceedings at General Meetings of the Trustees and meetings of the Trustees and committees of Trustees 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;
3. decisions made by the Trustees otherwise than in meetings.

18. Accounting records, accounts, annual reports and returns, register maintenance

1. The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the charity, within 10 months of the financial year end.
2. The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of The Cyclamen Society entered on the Central Register of Charities.

19. Rules

The charity trustees may from time to time make such reasonable and proper rules, standing orders or bye laws as they may deem necessary or expedient for the proper conduct and management of The Society, 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 Trustee on request.

20. Disputes

If a dispute arises between trustees of The Cyclamen Society about the validity or propriety of anything done by the trustees 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. This procedure also applies to disputes between Trustees and members of the Cyclamen Society.

21. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

1. This constitution can only be amended:
 - a. by resolution agreed in writing by a Higher Level Majority of Trustees; or
 - b. by a resolution passed by a Higher Level Majority at a General Meeting of the Trustees.
2. Any alteration of clause 3 (Objects), clause 22 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of The Cyclamen Society or persons connected with them, requires the prior written consent of the Charity Commission.
3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
4. A copy of any resolution altering the constitution, together with a copy of The Cyclamen Society's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

22. Voluntary winding up or dissolution

1. As provided by the Dissolution Regulations, The Cyclamen Society may be dissolved by resolution of its Trustees. Any decision by the Trustees to wind up or dissolve The Cyclamen Society can only be made:
 - a. at a General Meeting of the Trustees called in accordance with clause 12.12 (Taking Decisions by Trustees), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. by a resolution passed by a Higher Level Majority of those voting; or
 - ii. 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
 - b. by a resolution agreed in writing by Trustees.
2. Subject to the payment of all The Cyclamen Society's debts:
 - a. Any resolution for the winding up of The Society, or for the dissolution of The Society without winding up, may contain a provision directing how any remaining assets of The Society shall be applied.
 - b. If the resolution does not contain such a provision, Trustees must decide how any remaining assets of The Society shall be applied.
 - c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of The Cyclamen Society.
3. The Cyclamen Society must observe the requirements of the Dissolution Regulations in applying to the Commission for The Society to be removed from the Register of Charities, and in particular:
 - a. The Trustees must send with their application to the Commission:
 - i. a copy of the resolution passed by the Trustees of The Society;
 - ii. a declaration by the Trustees that any debts and other liabilities of The Society have been settled or otherwise provided for in full; and
 - iii. a statement by the Trustees setting out the way in which any property of The Cyclamen Society has been or is to be applied prior to its dissolution in accordance with this constitution;
 - b. the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of The Society, and to any Trustee of The Cyclamen Society who was not privy to the application.
4. If The Cyclamen Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

23. Interpretation

In this constitution, “connected person” means:

- a. a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- b. the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
- c. a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
- d. an institution which is controlled by the Trustee or any connected person or persons falling within sub-clause (a), (b), or (c) above;
- e. a body corporate in which the Trustee or any connected person or persons falling within sub-clauses (a) to (c) have a substantial interest.

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 10, Chapter 4] of the General Regulations.

“Trustee” means a Trustee of The Cyclamen Society. All Trustees are members of the charity. All members of the charity are Trustees.

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

“Simple majority” means the number of votes cast in favour of a resolution exceeds the number of abstentions and votes cast against the resolution by at least one vote.

“Higher level majority” means that when the number of trustees in post is less than 12, then the minimum number of trustees in favour is 1 less than the number in post, with an absolute minimum of 7 trustees in favour. E.g. number in post 10, higher level majority is 9 in favour. When the number of trustees in post is 12 or more, then the minimum number of trustees in favour must be 2 less than the number of trustees in post. E.g. number in post 13, higher level majority is 11 in favour.

“Ordinary Meeting” means a meeting of the Trustees at which only decisions requiring a simple majority (qv) can be taken with a quorum of 5.

“General Meeting” means a meeting of Trustees at which any decisions can be taken but decisions requiring a Higher Level Majority (qv) can only be taken at General Meetings.

“The Cyclamen Society” is also referred to as The Society in this constitution.