

# Young Friends General Meeting

## Edinburgh

### 25-27 October 2019

### Minutes

#### Those Present:

Alexandra Boliver-Brown, Alexandra Foley, Alice Hargraves, Alicia Thompson, Amanda Veale, Anna Goulding, Anne Margaret Seilly, Anne Norton, Antonia Molton, Aria Bibb, Bela Fajro, Bridget Holtom, Cáit Gould, Charlotte McMenamin-Walshe, Chloe Scaling, Edward Bach, Eleanor Fuller, Eleni Burgess, Ella March, Eva Penhallurick, Finn Ross, Milo Chapman Allmond, Frances Askill-Kirk, Frances Claire Manning, Gabrielle Paananen, George Thurley, Grace Roberts, Gray Wood, Hannah Cook, Hannah Davies, Hannah Larn, Hannah Roberts, Jacob Walter Mercer-Holland, Jacob Webb, James Davies, Jane Ditchfield, Jasmine Salmon, Jaz Higgs, Jen Hodson, Jennie Atherton, Jenny Baines, Jeremy Peirson, Jessica Beck, Johanna Longmore, Joseph Fuller, Joshua Kemmerling, Kaden Foley, Kim Chiara Edwards, Kim Harrison, Laura Mcquillan, Laurence Hall, Leilani Rabemananjara, Liam Brighton, Lily Kroese, Lucas Bain, Lucy Baston, Lucy Benton, Mairi Jones, Mary Lea, Matt Alton, Megan Jones, Michelle Dumont, Miriam Chapman, Miriam Harrold, Morgan Gasson, Naomi Haigh, Naomi Major, Nick Butler-Watts, Oliver March, Peter Firbank, Rachael Booth, Rebecca Peirson, Rici Marshall Cross, Rosie Gilbert, Rosie Underwood, Samuel Cooper, Sarah Bibb, Sasha Lawson-Frost, Silas Manjera, Simon Crane, Simon Overington-Hickford, Tas Cooper, Thomas Bell, Thomas Roucoux, Tim Hall Farthing, Tim Rouse

**Total: 85**

Co-Clerks	Rici Marshall Cross and Samuel Cooper
Trustees	Alexandra Boliver-Brown, Sam Cooper, James Davies, Rici Marshall Cross, Jazz Higgs, Grace Roberts, Tim Rouse
Coordinator	Simon Overington-Hickford

#### 2019.10.1 Roles Review

Rici Marshall Cross has told us about the proposal put before YFGM today to continue with our review of our roles and procedures.

The meeting agrees to approve a trial period of one year for the proposed changes. These changes consist in creating a Pastoral committee, Logistics committee, Outreach committee and Media committee to replace the existing Overseers committee, Outreach committee and TYQ (The Young Friend magazine) editors. This will be accompanied by new Trustees roles of Logistics Trustee and Pastoral Trustee (to replace the current Overseer Trustee), and a new Communications Trustee; and other consequential changes to roles such removing the roles of SIG and catering co-ordinators. The full changes are outlined in the explanation appended to these minutes.

We ask nominations committee to propose names of Friends to serve on these committees in the Nominations Returns on Sunday morning. We ask all involved committees, and everyone in the meeting, to do what they can to support nominations committee in their discernment.

We are hopeful for the future and the possibilities that this change will bring; we hope that new role-holders will be adventurous in defining the new roles that this process has created, and we as a meeting wish them well, and that they receive the continued guidance of that life and power on which we rely. We commit to a review of the adopted structure in our gathering in October 2020, and then and in the intervening time we will try to place our gifts and our community in the hands of the Spirit.

## 2019.10.2 Finance – approval of the 2020 budget

James Davies, our Finance Trustee has presented the 2020 budget. We thank Finance Committee for preparing the budget and for their work throughout this year.

We ask Finance Committee to keep an eye on the possible impacts of the new roles structure on YFGM's needs.

We note the substantial deficit between our income and our outgoings in 2019, and have heard that this results in great part from a lack of effective fund-raising in the past year. We recognise that this shows a point of failure within the whole YFGM community and our processes.

YFGM accepts the budget for 2020. We ask Finance Committee and the Trustees to consider contingency plans to mitigate the possibility, and effects, of further lack of fundraising, and to bring an update on our finances to February's YFGM; this may require active work by other members of the community.

### 2019.10.3 [Reports from Meeting for Sufferings Representatives](#)

We have heard from Rachael Booth and Ellie Fuller, our Meeting for Sufferings (MfS) reps. They gave us a brief summary of what Sufferings is. Ellie told us about MfS meeting in June when YFGM's Minute 2019.2.3 on Trans and non-binary Inclusion was considered. Ministry in the meeting was positive and also from a position of caution. Ellie talked of an experience of lots of members of MfS asking questions over lunch, saying they don't understand, and stating they didn't want to ask a wrong question. She highlighted the value of educating Friends across BYM on this issue. Ellie also felt that this experience showed how important it is to have the voice of young Quakers at MfS.

### 2019.10.4 [Update on Work of Trans and Non-Binary Inclusion Working Group](#)

Further to minute 2019.5.1, our trans and non-binary inclusion working group has made progress over the summer. They have produced a draft workshop that friends could undertake in their Local or Area Meeting. Guidance for role-holders is also in progress. We ask them to continue work on producing information for the website, and to report on their progress to Planning Weekend in January, in the hope that we can lay the group down in February, as laid out in the original Minute. We thank them for their work.

### 2019.10.5 [Updating Our Constitution](#)

We have heard from Tim Rouse and Samuel Cooper about the proposal to change YFGM's constitution.

We accept the resolution already approved by the Trustees worded as follows:

“We have considered a proposal to update the Constitution of YFGM. The proposal is to replace the current Constitution in its entirety with the Constitution appended to this minute. We note that the name and objects of the charity will not be changed by this proposal. We approve this proposal.”

We ask trustees to take the requisite actions with the Charity Commission.

We are reminded that this is part of an ongoing process of change and that the relationships between the General Meeting and its roles and trustees are for all of us to decide and discern. We encourage friends

at any time to suggest amendments to the constitution via the clerks, and ask Planning Weekend to consider whether these suggestions should be brought before the general meeting. We thank Tim Rowse, the Trustees and everyone who has contributed to this process for the work that has gone into the new constitution.

#### 2019.10.6 YFGM SIGS at BYM

We have heard from Rici Marshall Cross that groups within BYM have been invited to propose Special Interest Groups to be held at the Yearly Meeting Gathering (YMG) which will take place in Bath in August 2020.

We agree that we would like to propose a session on Trans and Non-Binary Inclusion, which will be based on the workshop plan produced by our working group.

We also agree that we would like to host a ceilidh (with gender neutral calling) should this prove possible, and we will propose this to Yearly Meeting Agenda Committee.

We are reminded of the financial costs of attending YMG and the need for clarity on where resources will be drawn from to get people there.

We also recognise the opportunity for more informal outreach that YMG represents. We ask our Outreach committee to explore how best to make the most of this opportunity, and encourage members of the community to bring their own ideas to Outreach committee; we ask Outreach committee to bring their ideas back to a future Planning Weekend.

#### 2019.10.7 Newcomers' Travel Expenses

As part of our outreach, we currently pay travel expenses for Friends travelling to their first YFGM. We currently have a limit of £100. However, this limit is insufficient for covering some journeys, depending on where the event is held or where the Friend lives.

We record the between meetings decision made by our Clerks to increase this limit to £150 for this weekend. We agree to maintain this higher limit for our YFGM weekend in February. We ask clerks, outreach and finance committee to consider the most feasible way to make coming to YFGM financially accessible to everyone, including geographically isolated newcomers, so far as this is possible, and to bring a proposal to February's general meeting.

#### 2019.10.8 Invitation to Edwina Peart

Our co-ordinator Simon has suggested that we invite Edwina Peart, BYM inclusion and diversity co-ordinator, to our February meeting. As a decision at the next planning weekend will be insufficient notice, we have agreed in this meeting that we would like to invite Edwina to speak to us at our February meeting. We ask the clerks to extend this invitation to Edwina.

## 2019.10.9 Mental Wellbeing Working Group

In February's YFGM, we considered our corporate Concern over Mental Wellbeing. We decided to maintain the concern but noted that the concern's working group had lost its apparent purpose. From minute 2019.2.6:

“Recently, it may have felt like the small group has been trying to carry the Concern forwards without the support of wider community, but perhaps it is actually that the wider community is carrying on without a specific role for the working group to fulfil...

We recognise that it is time to lay down the mental wellbeing working group... We expect, if appropriate, to lay the group down formally at our meeting in May.”

We release all current members of the group from the role, with the request that they hand over as much material as they can, while maintaining confidentiality and due process, of their survey and other work, to the Pastoral committee and any other such role-holders as they think are appropriate, so that this work can feed into the continuing changes we are making to our roles and processes. We thank everyone involved, both now and throughout the life of the group, for their work in carrying forward the concern which we corporately adopted.

The concern will continue to be held by the General Meeting as a whole. We commit to checking on the life of the concern in late 2020.

## 2019.10.10 Research on Worship in Epilogues

Matt Alton presented a proposal for a research project at planning weekend. The research is a case study on how YFGM uses epilogue. Planning weekend agreed that he could conduct this research at YFGM through May's General Meeting. We wish him well with this research.

<b>Role</b>	<b>Released</b>	<b>Appointed</b>	<b>Until</b>
<b>Planning Weekend Newcomer</b>	Zoe Marquis Kylie Noble Bianca Rawlinson	Mairi Jones Kaden Foley Lucy Benton	February 2020
<b>General Fund Treasurer</b>	n/a - handover	Lucy Baston	February 2023 [b/c handover]
<b>Fundraiser</b>	Jules Octave	Thomas Fell	February 2023 [b/c handover]
<b>Northern Friends Peace Board</b>	Ruby Sadler Andrews	Rebecca Pierson	October 2021
<b>Representative to Quaker Gender and Sexual Diversity Committee</b>	Kit Reed	Chloe Scaling	October 2021
<b>Overseer</b>	Jaz Higgs	None – Jaz's appointment was carried over for a Trustee handover period.	/
<b>Representative to Living Witness Project</b>	Rowena Bashforth	/	/
<b>Management Trustee</b>	n/a – vacancy carried over	/	/

Roles being retired:

<b>Role</b>	<b>Released</b>
<b>Overseers Committee</b>	Laura McQuillan Grace Roberts Chloe Scaling Hannah Larn
<b>Outreach Committee</b>	Matt Alton Amanda Veale

	Lily Kroese Hirad Babakhani Lawrence Hall
<b>TYQ Editor</b>	Lynda Berry Sasha Lawson-Frost Tim Hall Farthing Cathy Hall
<b>Catering Co-ordinator</b>	Lucy Baston
<b>SIGs and Speakers Co-ordinator</b>	Jacob Webb
<b>Mental Wellbeing Concern Working Group</b>	Rose Almond Ellie harding Sasha Lawson Frost Zoe Wide

Roles being created:

<b>Role</b>	<b>Appointed</b>	<b>Until</b>
<b>Pastoral Committee [+ Trustee]</b>	Grace Roberts (moved from Overseers) Matt Alton (moved from Outreach) Lily Krowse (moved from Outreach) Sasha Lawson-Frost Jacob Webb Ellie Harding	Matt: May 2020 Grace: October 2020 Lily: October 2021 Others: October 2022
<b>Logistics Committee [+ Trustee]</b>	Chloe Scaling (moved from Overseers) Laura McQuillan Hannah Larn	May 2021 May 2020 May 2021
<b>Outreach Committee</b>	Lawrence Hall	May 2022
<b>Media Committee</b>	Lynda Berry Sasha Lawson Frost Tim Hall Farthing Cathy Hall	Feb 2020 Feb 2021 Feb 2022 Feb 2022
<b>Communication s Trustee</b>	None – vacancy carried over	/

We recognise that the present lack of strength in the Logistics committee will require support from both experienced hands in the Pastoral Committee and the community at large. We encourage anyone who feels willing and able to volunteer their help; and in



particular we suggest the names of Grace and Charlotte for co-option in and leading up to February's YFGM.

We thank Nominations Committee for their hard work this weekend, in the face of an extremely complicated situation. We thank the Friends released for their service.

We acknowledge the note given to us by nominations which will be appended to this minute.

#### 2019.10.12 [Change of signatories](#)

The Convenor of Trustees (Alexandra Boliver-Brown) and Finance Trustee (James Davies) are added as signatories to YFGM's Co-op bank accounts. The Treasurer role (currently held by both Luca Bain-Lefevre and Lucy Baston due to a handover period) remains a signatory. A handover period will take place, during which time the co-clerks will remain signatories; this will end when the new signatories are confident in this aspect of their roles.

The signatories for the bank accounts are:

Rici Marshall-Cross

Samuel Cooper

Alexandra Boliver-Brown

James Davies

Luca Bain-Lefevre

Lucy Baston

#### 2019.10.13 [Catering](#)

Liam Brighton was our caterer this weekend. We thank him for his work.

#### 2019.10.14 [Speakers and Special Interest Groups](#)

Mairie Campbell-Jack, the Parliamentary Engagement officer for Quakers in Scotland, gave a session on resisting militarisation in schools in Scotland.

John Fitzgerald gave a session on the Rowntree Charitable Trust.

George Thurley gave a session on the World Family of Friends.

Frances Manning gave a session on Palm Oil.

Silas Manjera gave a session on working with young people living with HIV and young people in the LGBTIQ community in Zimbabwe.

We thank all of them for their work and contribution.

We are especially glad to have welcomed Silas Manjera to our gathering this weekend. We thank all those who have offered him hospitality and support during his time in the UK. We ask him to take our greetings back to Bulwayo meeting.

### Clerks' Offering

After much preparation, this general meeting saw large changes to our roles and constitution finally beginning to be put in place. When we set the agenda at planning weekend, the metaphor that seemed natural was of a long process of growth now finally bearing fruit.

Now, after a weekend of business, the change seems more like something hatching – dishevelled, still with bits of eggshell on it, still struggling to completely emerge: but already bright-eyed with new life.

Even as our business has dealt with the largest and most formal of our community's structures, spirituality sessions and conversations have explored the meaning of community to each and all of us, drawing our attention to the hundreds of little acts of love and service that weave the continuous fabric of our life with one another.

We have looked outward to the wider Quaker world: our impact at Meeting for Sufferings, the opportunities of the coming Yearly Meeting Gathering, new chances for links with central work, and the work of visiting friends as close as Scotland and as far as Zimbabwe.

It's been a great pleasure to be in Edinburgh, and we've ventured out this weekend into a city of bright Northern skies and slanting Autumn sunshine. We're appreciative of a lovely meeting-house, kindness from Edinburgh meeting, and that Scottish essential, a proper ceilidh.

This weekend reminds us again of a lesson learned every time we meet, but every time still striking in its depth: how small acts of love and work unseen and unacknowledged create more love, and the grounds for love to act in the wide world. So, as the Biblical Spirit is sometimes translated Advocate, sometimes Comforter, we find that in giving one another comfort, we give one another strength.

## **Attachment 1 – approved 2020 budget**

You can read the YFGM 2020 Budget [here](#)

## **Attachment 2 - constitution**

**Resolution of Young Friends General Meeting of the Religious Society of Friends (Quakers) in Britain, registered charity number 1064763**

1. We have considered a proposal to update the Constitution of YFGM.
2. The proposal is to replace the current Constitution in its entirety with the Constitution appended to this minute.
3. We note that the name and objects of the charity will not be changed by this proposal.
4. We approve this proposal.

Appendix as follows:

Constitution of **Young Friends General Meeting of the Religious Society of Friends** adopted on the 27th October 2019.

## **PART 1 - Basic**

### **1. Adoption of the constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1, 2, 3 and 4 of this constitution, which has been adopted in General Meeting on the 27th October 2019.

### **2. Name**

1. The association's name is Young Friends General Meeting of the Religious Society of Friends, commonly known as Young Friends General Meeting or YFGM, and formerly known as Young Friends' Central Committee, and before that Young Friends' Committee. In this document it is called the charity.
2. Young Friends' Committee was established as a result of a conference of young Friends within London Yearly Meeting of the Religious Society of Friends (Quakers), the conference having been held at Swanwick, Derbyshire, from 28 August to 4 September 1911.

### **3. Objects**

The charity's objects ('the objects') are

1. The advancement of religion in accordance with the principles and practices of the Religious Society of Friends commonly called Quakers.
2. Such other purposes recognised as exclusively charitable according to the laws of England and Wales as the Trustees in their absolute discretion think fit.

3. And in furtherance of these objects the advancement of 'Concerns' that have been adopted by the General Meeting according to the principles and practices of the Religious Society of Friends (Quakers) in Britain. Advancement can include promotion of informed discussion among Young Friends and elsewhere, provision of resources, where appropriate, and the taking of action.

Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

#### 4. Amendment of Constitution

1. The charity may amend any provision of this constitution provided that any such amendment is made by a minute of the General Meeting in accordance with the principles and practices of the Religious Society of Friends (Quakers) in Britain, and:
  - a. no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - b. no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - c. no amendment may be made to clause 3 (Objects), 17 (Application of income and property), clause 18 (Benefits and payments to charity trustees and connected persons), clause 5 (Dissolution) or this clause without the prior consent in writing of the Charity Commission for England and Wales ('the Commission');
3. A copy of any minute amending this constitution shall be sent to the Commission within twenty one days of it being passed.

#### 5. Dissolution

1. If the members resolve to dissolve the charity, the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
  2. The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
  3. The trustees must apply any remaining property or money:
    - a. by transfer to Britain Yearly Meeting of the Religious Society of Friends (Registered Charity No. 1127633)
    - b. in such other manner as the Commission may approve in writing in advance.
  3. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity.
  4. The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.
-

## PART 2 - Conduct of the charity

### 6. Membership

1. Membership is open to individuals over eighteen to an upper limit decided from time to time by General Meeting who are approved by the trustees.
  - a. An application for membership may be made by:
    - i. Registering to attend an event run by the charity as a participant
    - ii. Submitting an application in writing to the clerks
3.
  - i. The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - c. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - d. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
3. Membership is not transferable to anyone else.
4. There is no requirement for members to be in membership of other Quaker bodies or to self-identify as Quaker.
5. No fee shall be payable for membership of the General Meeting
6. The charity must keep a register of names and addresses of the members, of which the section relevant to any member must be made available to them upon request.
7. Membership shall not grant the authority to make statements on behalf of Young Friends General Meeting.
8. The ability to participate in YFGM events and in particular to take part in general meetings shall not be restricted on the basis of membership.

### 7. Termination of membership

1. Membership is terminated if:
  - a. three years elapse from the last point where a member holds an appointed role within YFGM or attends a YFGM event;
  - b. the member dies;
  - c. the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
  - d. any sum due from the member to the charity is not paid in full within six months of it falling due;
  - e. the member is removed from membership by a minute of the trustees that it is in the best interests of the charity that their membership is terminated. A resolution to remove a member from membership may only be considered if:
    - i. the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the matter will be discussed and the reasons why it is to be discussed;
    - ii. the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting of

trustees.

3. The termination of a membership in accordance with 7.1.b or 7.1.e above shall be minuted by the General Meeting at the earliest opportunity

## 8. General meetings

1. The Trustees shall be responsible for arranging YFGM Gatherings, which will be general meetings of the charity. Except in exceptional circumstances, Trustees will arrange for three Gatherings to be held each year. At least one Gathering will be held each year, and not more than fifteen months may elapse between successive Gatherings.
2. The agenda for General Meetings shall be set through worshipful consideration at a planning weekend or other event at least 4 weeks before the General Meeting. Any member of YFGM may attend these meetings and propose business to be considered at the General Meeting.
3. The trustees may call a special general meeting at any time.
4. The trustees must call a special general meeting if requested to do so in writing by at least thirty members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
5. The power to prevent, on reasonable grounds, any person including a member from attending a general meeting is given to the Trustees, provided that:
  - a. Any such exclusion shall be minuted by Trustees before coming into effect;
  - b. The person excluded shall be notified as soon as reasonably possible;
  - c. Any such exclusion may be subject to an appeal which:
    - i. must be requested in writing to the Trustees by the person excluded within 14 days of being notified,
    - ii. shall be considered by the Eldership Committee, or such other group of at least three individuals as shall be acceptable to both the Trustees and the person excluded,
    - iii. shall be considered within 28 days of the request for an appeal being received, unless the person excluded agrees to an extension of this deadline; and
    - iv. where the outcome of the appeal shall be communicated in writing to the Trustees and the person affected as soon as reasonably possible after it has been considered
  - c. Any such exclusion shall be in effect until it is lifted by a decision of the Trustees or overturned by an appeal
  - i.

## 9. Notice

1. The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
2. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend.
3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must be given to all the members and to the trustees.

## 10. Quorum

1. No business shall be transacted at any general meeting unless a quorum is present.
2. A quorum is:
  - a. Five members; or
  - b. one twentieth of the total membership at the time, whichever is the greater.
3. If:
  - a. a quorum is not present within half an hour from the time appointed for the meeting to consider an item of business; or
  - b. during a meeting a quorum ceases to be present,  
the meeting shall be adjourned to such time and place as the trustees shall determine. If a meeting is adjourned for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.
    - c. The trustees must re-convene the meeting within six months. Where a quorate general meeting otherwise takes place before the date and time of the re-convened meeting, it shall have the power to change the date, time and place of the re-convened meeting as it sees fit, within six months of the original date.
- a. 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.

## 11. Conduct of general meetings

1. The charity shall conduct its business according to the principles and practices of Britain Yearly Meeting of the Religious Society of Friends.
2. In particular, the two clerks shall prepare a minute and read it to the business meeting for approval. The approved minute shall record the feeling of the meeting. If either or both of the clerks are not present, a substitute or substitutes may be appointed by the present members for the duration of that meeting.
3. The members present at a meeting may resolve that the meeting shall be adjourned.
  - a. The people who are clerking the meeting must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.
  - b. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - c. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

## 12. Trustees

1. The charity and its property shall be managed and administered in accordance with the discerned decisions of the charity in general meeting by a committee of trustees appointed in accordance with this constitution. The members of this committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.
2. A member appointed to any of the following roles shall be a trustee of the Charity:
  - a. Convenor of Trustees,

- b. Co-clerk,
  - c. Finance Trustee.
  - d. Management Trustee
  - e. Elder Trustee
  - f. Logistics Trustee
  - g. Pastoral Trustee
  - h. Communications Trustee
3. A trustee must be a member of the charity.
  4. No one may be appointed a trustee if they would be disqualified from acting under the provisions of clause 20.
  5. The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not exceed twelve.
  6. The first trustees shall be those persons appointed as trustees at the meeting at which this constitution is adopted.
  7. A trustee may not appoint anyone to act on their behalf at meetings of the trustees.

### 13. Appointment of trustees and other roles

1. The charity in general meeting shall make appointments to, and release people from, trustee roles and other roles in accordance with the principles and practices of the Religious Society of Friends.
  2. Appointments to and releases from roles shall be made by minute of the General Meeting. A minute which records an appointment should include, as well as the role and the name of the person appointed, a date at which the person is expected to be released from the role.
  3. A list of roles and committees which have been approved by the General Meeting shall be kept and appended to this constitution as Appendix 1, which shall include details of their terms of reference, manner of nomination, and other relevant information.
- a. Where there is a need for internal roles within committees, appointments to these roles may be made by those committees. A list of such roles shall be included in Appendix 1 and appointments to these roles should be recorded as Minutes of Record by the General Meeting.
  - 3. The charity in general meeting shall appoint a Nominations Committee. The Nominations Committee shall be responsible for bringing forward nominations to appointments due to be made by the General Meeting. The members at a general meeting need not accept the nomination made by the Nominations Committee, but may make any appointment they deem fit.
- a. In the case of the Elder Trustee, Logistics Trustee, and Pastoral Trustee, the Nominations Committee shall make a nomination on the recommendation of the Eldership, Logistics, or Pastoral committee respectively.
  - b. Nominations Committee shall not bring forward names for appointments to itself, but may, with the approval of members at a business meeting, co-opt for the duration of that meeting.
  - c. The nomination of members to be appointed to Nominations Committee shall instead take place during a business meeting.
3. Each of the trustees shall be appointed for a specified period not to exceed three years and six months, which shall conclude at a general meeting, and shall not be eligible for re-appointment to the same role, but shall be eligible for appointment to a



different trustee role.

4. No-one may take up a role as a trustee unless the general meeting has been provided with written notice from that person indicating their willingness to be appointed.
5. An appointment to a role will end either when the General Meeting minutes their release from the role, or three years and six months from the date of appointment, whichever is the earlier. The General Meeting may choose to release somebody from a role either:
  - a. When they have completed a term of service
  - b. When they have requested early release from a role by writing to the Nominations Committee or Clerk; or
  - c. Where it is necessary to end an appointment early for whatever reason (see QF&P 3.25)
    3. A casual vacancy in any role may be filled by co-option provided that:
      - a. A proposal to make a co-option must be approved by a minute of the trustees
      - b. The person or persons to be co-opted shall be chosen by the committee on which the vacancy has arisen or by the Nominations Committee
      - c. A co-option shall normally be for the duration of a single general meeting, including where relevant attending any planning event for that general meeting
      - d. For the duration of a co-option, it shall be as if the co-optee had been appointed to the role, including but not limited to the applicability of safeguarding and data protection policies, and the ability to claim expenses.

## 14. Minutes

The trustees must keep minutes of all:

1. appointments of trustees made;
2. proceedings at meetings of the charity;
3. 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.

## 15. Accounts, Annual Report, Annual Return

1. The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - a. the keeping of accounting records for the charity;
  - b. the preparation of annual statements of account for the charity;
  - c. the transmission of the statements of account to the 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.
3. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
4. The Accounts must be approved by the charity in general meeting. The trustees will present their Annual Report and Annual Return to the general meeting.

## 16. Policies

1. The trustees may from time to time make policies for the conduct of the business of the charity.
  2. Policies may regulate the following matters but are not restricted to them:
    - a. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
    - b. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
    - c. the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
    - d. the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
    - e. the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
    - f. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
  3. A policy may be adopted, altered or added to by minute of trustees and the new or amended policy shall come into immediate effect on a provisional basis, but shall lapse at the end of the next general meeting unless adopted by the general meeting.
  4. The charity in general meeting has the power to adopt, alter, add to or repeal any policy; and may if it sees fit choose to direct the trustees to or not to adopt or amend any given policy until the next general meeting.
  5. A list of all policies so adopted by the General Meeting will be appended to this constitution as Appendix 2.
  6. The trustees must adopt such means as they think sufficient to bring the policies to the notice of members of the charity.
  7. The policies shall be binding on all members of the charity. No policy shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.
- 

## PART 3 - Trustees

### 17. Application of income and property

1. The income and property of the charity shall be applied solely towards the promotion of the objects.
  - a. A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred when acting on behalf of the charity or when acting in their role as trustee.

- b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity'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 charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
  - a. a benefit from the charity in the capacity of a beneficiary of the charity;
  - b. reasonable and proper remuneration for any goods or services supplied to the charity

## 18. Benefits and payments to charity trustees and connected persons

### 1. General provisions

No charity trustee or connected person may:

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

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

### 1. Scope and powers permitting trustees' or connected persons' benefits

- a. A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way without the minuted approval of the General Meeting on a case by case basis.
- b. A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

## 19. Powers of trustees

- 1. The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - a. to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with 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. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - d. to borrow money and to charge the whole or any part of the property belonging to the

charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

- e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of 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 charity;
  - j. to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds 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;
  - k. to do all such other lawful things as are necessary for the achievement of the objects.
3. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
  4. Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## 20. Disqualification and removal of trustees

A trustee shall cease to hold office if they:

1. are 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);
2. cease to be a member of the charity;
3. in the written opinion, given to the charity, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
4. request release from their trustee role by notice to the charity, with such release to take effect upon the approval of a minute of the general meeting at the earliest opportunity (but only if at least two trustees will remain in office when the release is to take effect);
5. are released from the office of trustee by a minute of the general meeting in accordance with 13.7 of this constitution; or
6. are absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that their office be vacated.

## 21. Proceedings of trustees

1. The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution and the discerned decisions of the general meeting.
2. Any trustee may propose a meeting of the trustees by notifying all trustees of proposed time and place of the meeting, which may take place remotely by video or audio conference. A meeting so proposed may take place if a majority of trustees indicate their approval of the proposal.

3. At least 24 hours notice before any meeting must be given to all trustees. This notice period can be waived with the consent of all trustees.
4. Questions arising at a meeting must be decided according to the practices and principles of the Religious Society of Friends, and recorded in minutes as set out in section 14 of this constitution.
5. No decision may be made by a meeting of the trustees unless a quorum is present, remotely or in person, at the time the decision is purported to be made. The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
6. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee has absented themselves due to a conflict of interest.
7. The Convenor of Trustees shall clerk meetings of the trustees. If the Convenor of Trustees is unwilling or unable to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to clerk that meeting.
8. A resolution in writing signed by all the trustees shall be as valid and effectual as if it had been approved at a meeting of the trustees duly convened and held.
9. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## 22. Conflicts of interests and conflicts of loyalties

A trustee must:

1. declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
2. absent themselves from any discussions of the trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity trustee absenting themselves from any discussions in accordance with this clause must not participate in discernment or be counted as part of the quorum in any decision of the trustees on the matter.

## 23. Delegation

1. The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be minuted by trustees.
2. The trustees may delegate any of their powers or functions to individuals appointed by the General Meeting or to a committee of two or more individuals appointed by the General Meeting, in accordance with terms of reference or role descriptions which have been approved by the General Meeting.
3. The trustees may revoke or alter a delegation.
4. The trustees and/or the charity in general meeting may impose conditions when delegating trustees' powers and functions, including the conditions that:
  - a. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - b. no expenditure may be incurred on behalf of the charity except in accordance with a

budget previously agreed with the trustees.

- c. All acts and proceedings of any committees must be fully and promptly reported to the trustees.
- 

## Part 4 - Other

### 24. Saving provisions

1. Subject to sub-clause (2) of this clause, all decisions of the trustees shall be valid notwithstanding the participation in any discernment of a trustee:
  - a. who is disqualified from holding office;
  - b. who had previously been released from their trustee role or who had been obliged by this constitution to vacate office;
  - c. who was not entitled to participate in discernment on the matter, whether by reason of a conflict of interests or otherwise; if, without that trustee being counted in the quorum, the decision has been made by a trustees at a quorate meeting.
3. Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon them by a resolution of the trustees if, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

### 25. Irregularities in proceedings

1. Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any discernment of a trustee:
  - a. who was disqualified from holding office;
  - b. who had previously retired or who had been obliged by the constitution to vacate office;
  - c. who was not entitled to participate in discernment on the matter, whether by reason of a conflict of interests or otherwise;if, without that trustee being counted in the quorum, the decision has been made in accordance with the principles and practices of the Religious Society of Friends at a quorate meeting.
1. Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon them by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
  1. No resolution or act of
    - a. the trustees
    - b. any committee of the trustees
    - c. the charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

## 26. Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## 27. Property

1. The trustees must ensure the title to:
  - a. all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - b. all investments held by or on behalf of the charity, is vested in Friends Trusts Limited (Registered Charity Number 237698)

## 28. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## 29. Notices

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

## 30. Disputes

If a dispute arises between members of the charity 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.

## 31. Interpretation

In this constitution 'connected person' means:

1. a child, parent, grandchild, grandparent, sibling of the trustee;
2. the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
3. a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
4. an institution which is controlled -
  - a. by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - b. by two or more persons falling within sub-clause (4)(a), when taken together
    3. a body corporate in which -
      - a. the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
      - b. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
3. Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

### **Attachment 3 - Notes from Nominations**

#### **Attachment 3: Note from Nominations**

Nominations brings forward names for roles, at this time. Not bringing a name forward does not reflect inability or lack of skill on the part of those considered but appropriateness for a role at this time. It does not exclude appropriateness for a role in future.

We do not bring names forward for logistics, outreach, management trustee or communications trustee.

We recognise the importance of outreach. We do not feel able to bring forward names for a full committee at this time. We can't expect significant work from the committee as nominations committee: it's an exciting new role, but we recommend it pauses activities until next YFGM. We expect to be more able to bring forward names at next YFGM."