



BTF Constitution – Adopted 27 May 2025

Part 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. Name

The association's name is Bristol Tree Forum (and in this document it is called BTF)

3. Objects

BTF's objectives ('the objectives') are:

- a. Provide a forum to encourage community engagement in Bristol's urban tree management for the benefit of those living, working and visiting Bristol.
- b. Promote the importance and value of Bristol's urban trees.
- c. Work to maintain and increase tree canopy cover in Bristol, including the places where they grow, through better protection of existing trees and encouraging the planting of new trees that provide the greatest benefit.

4. Application of income and property

- a. The income and property of BTF shall be applied solely towards the promotion of the objectives.
 - i. A committee member is entitled to be reimbursed from the property of BTF or may be paid reasonable expenses properly incurred by them when acting on behalf of BTF.
- b. None of the income or property of BTF may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of BTF. This does not prevent a member who is not also a committee member from receiving:
 - i. a benefit from BTF in the capacity of a beneficiary of BTF;
 - ii. reasonable and proper remuneration for any goods or services supplied to BTF.

5. Benefits and payments to committee members and connected persons

- a. General provisions

No committee member or connected person may:

- i. buy or receive any goods or services from BTF on terms preferential to those applicable to members of the public;
- ii. sell goods, services or any interest in land to BTF;
- iii. be employed by, or receive any remuneration from, BTF;



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- iv. receive any other financial benefit from BTF;
 - unless the payment is permitted by sub-clause (b) of this clause. In this clause a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- b. Scope and powers permitting committee members' or connected persons' benefits.
 - i. A committee member or connected person may receive a benefit from BTF as a beneficiary provided that it is available generally to the beneficiaries of BTF.
 - ii. A committee member 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 BTF where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
 - iii. Subject to sub-clause (c) of this clause a committee member or connected person may provide BTF with goods that are not supplied in connection with services provided to BTF by the committee member or connected person.
 - iv. A committee member or connected person may receive interest on money lent to BTF at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - v. A committee member or connected person may receive rent for premises let by the committee member or connected person to BTF. The amount of the rent and the other terms of the lease must be reasonable and proper. The committee member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - vi. A committee member or connected person may take part in the normal trading and fundraising activities of BTF on the same terms as members of the public.
- c. Payment for supply of goods only - controls.
BTF and its committee members may only rely upon the authority provided by sub-clause b(iii) of this clause if each of the following conditions is satisfied:
 - i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between BTF and the committee member or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of BTF.
 - ii. 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.



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- iii. The other committee members are satisfied that it is in the best interests of BTF to contract with the supplier rather than with someone who is not a committee member or connected person. In reaching that decision the committee members must balance the advantage of contracting with a committee member or connected person against the disadvantages of doing so.
- iv. 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 them or it with regard to the supply of goods to BTF.
- v. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of committee members is present at the meeting.
- vi. The reason for their decision is recorded by the committee members in the minute book.
- vii. A majority of the committee members then in office are not in receipt of remuneration or payments authorised by clause 5.

d. In sub-clauses (b) and (c) of this clause:

- i. 'BTF' includes any company in which BTF:
 - 1. holds more than 50% of the shares; or
 - 2. controls more than 50% of the voting rights attached to the shares; or
 - 3. has the right to appoint one or more committee members to the board of the company.
- ii. 'Connected person' includes any person within the definition set out in clause 32 (Interpretation).

6. Dissolution

- a. If the members resolve to dissolve BTF the committee members will remain in office as committee members and be responsible for winding up the affairs of BTF in accordance with this clause.
- b. The committee members must collect in all the assets of BTF and must pay or make provision for all the liabilities of BTF.
- c. The committee members must apply any remaining property or money:
 - i. directly for the objectives;
 - ii. by transfer to any charity, organisation, group or groups for purposes the same as or similar to BTF;
- d. The members may pass a resolution before or at the same time as the resolution



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to dissolve BTF specifying the manner in which the committee members are to apply the remaining property or assets of BTF and the committee members must comply with the resolution if it is consistent with paragraphs (i) - (iii) inclusive in sub-clause (c) above.

- e. In no circumstances shall the net assets of BTF be paid to or distributed among the members of BTF (except to a member that is itself a charity, organisation or group).

7. Amendment of Constitution

- a. BTF may amend any provision contained in Part 1 of this constitution provided that:
 - i. no amendment may be made that would have the effect of making BTF cease to be an unincorporated association at law;
 - ii. no amendment may be made to alter the objects if the change would undermine or work against the previous objectives of BTF;
 - iii. no amendment may be made to clause 3 (Objects), 4 (Application of income and property, clause 5 (Benefits and payments to committee members and connected persons), clause 6 (Dissolution) or this clause without referring to most recent guidance from the Charity Commission;
 - iv. any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- b. Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Part 2

8. Membership

- a. Membership is open to any Bristol resident or person working in Bristol over eighteen, Bristol-based Community group (Group) or Bristol-based organisations (Organisation) (such as the Bristol Parks Forum, the Bristol Civic Society, the Avon Wildlife Trust, FoAT and VOSCUR) which, supports BTF's aims and which is approved by the committee members.
- b. The committee members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of BTF to refuse the application.
- c. The committee members must inform the applicant in writing of the reasons for



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- the refusal within twenty-one days of the decision.
- d. The committee members must consider any written representations the applicant may make about the decision. The committee members' decision following any written representations must be notified to the applicant in writing but shall be final.
- e. Membership is not transferable to anyone else.
- f. The committee members must keep a register of names and addresses of the members which must be made available to any member upon request providing this is compatible with GDPR
- g. Groups do not need to have a constitution or any other formal organisation, although they need to demonstrate a commitment to being open and accessible to all, inclusive, and to ensure meetings are run in an inclusive, friendly and accessible way.
- h. BTF is committed to being accessible and inclusive to all who support BTF's aim and to ensure that its meetings are run in an inclusive, friendly and accessible way.

9. Termination of membership

Membership is terminated if:

- a. the member dies or, if it is an organisation, ceases to exist;
- b. the member resigns by written notice to BTF unless, after the resignation, there would be fewer than two members;
- c. any sum due from the member to BTF is not paid in full within six months of it falling due;
- d. the member no longer meets the terms of clause 8(a);
- e. the member is removed from membership by a resolution of the committee members that it is in the best interests of BTF that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. the member has been given at least twenty-one days' notice in writing of the meeting of the committee members at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of BTF) has been allowed to make representations to the meeting of the committee members at which the resolution will be proposed.



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10. General meetings

- a. BTF must hold a general meeting within twelve months of the date of the adoption of this constitution.
- b. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- c. All general meetings other than annual general meetings shall be called special general meetings.
- d. The committee members may call a special general meeting at any time.
- e. The committee members must call a special general meeting if requested to do so in writing by at least ten 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 committee members 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.

11. Notice

- a. The minimum period of notice required to hold any general meeting of BTF is fourteen clear days from the date on which the notice is deemed to have been given.
 - i. For other meetings BTF will give at least seven days' notice of dates, venues and agendas. Members wishing to raise an item should give the chair 48 hours written notice.
- b. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- c. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- d. The notice must be given to all the members and to the committee members.

12. Quorum

- a. No business shall be transacted at any general meeting unless a quorum is present.
- b. A quorum is:
 - i. Five members entitled to vote upon the business to be conducted at the meeting; or
 - ii. one tenth of the total membership at the time,



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- iii. whichever is the greater.
- c. The authorised representative of a member organisation shall be counted in the quorum.
- d. If:
 - i. a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii. during a meeting a quorum ceases to be present,
 - the meeting shall be adjourned to such time and place as the committee members shall determine.
- e. The committee members must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- f. 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.

13. Chair

- a. General meetings shall be chaired by the person who has been elected as Chair.
- b. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a committee member nominated by the committee members shall chair the meeting. In the first instance the Vice Chair will act in the absence of the Chair.
- c. If there is only one committee member present and willing to act, they shall chair the meeting.
- d. If no committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- e. BTF will elect a Chair and Vice Chair by simple majority vote at each annual general meeting. The Chair represents BTF's membership in a formal capacity when appropriate and ensures BTF meets the terms of this constitution.

14. Adjournments

Members have discretionary power to adjourn a quorate meeting. The reconvened meeting also must be quorate.

- a. The members present at a meeting may resolve that the meeting shall be adjourned by a simple majority vote.
- b. The person who is chairing the meeting must decide the date, time and place at



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which the meeting is to be re-convened unless those details are specified in the resolution.

- c. 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.
- d. 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.

15. Votes

- a. Each individual member, and Group and Organisation representative, shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote in addition to any other vote they may have.
- b. Councillors and Council Officers shall not have a vote.
- c. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. Representatives of other bodies

- a. Groups and Organisations that are a member of BTF may nominate any person to act as its representative at any meeting of BTF.
- b. Groups and Organisations must give written notice to BTF of the name of its representative. The nominee shall not be entitled to represent the Group or Organisation at any meeting unless the notice has been received by BTF. The nominee may continue to represent the organisation until written notice to the contrary is received by BTF.
- c. Any notice given to BTF will be conclusive evidence that the nominee is entitled to represent the Group or Organisation or that his or her authority has been revoked. BTF shall not be required to consider whether the nominee has been properly appointed by the organisation.
- d. Bristol City Council Councillors ('Councillors') may not act as representative for Groups or Organisations. Councillors and Council Officers are welcome to attend meetings and may be invited for specific purposes in relation to the agenda, but do not have a vote.

17. Committee members

- a. BTF and its property shall be managed and administered by a committee comprising the members elected in accordance with this constitution. The



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members of the committee shall be the committee members of BTF and in this constitution are together called 'the committee members'.

- b. BTF shall always have the following committee members:
 - i. A chair,
 - ii. A vice chair,
 - iii. A secretary,
 - iv. A treasurer.
- c. A committee member must be a member of BTF or the nominated representative of a Group or Organisation that is a member of BTF as outlined in clause 16. However, there should only be one voting representative from any Group or Organisation.
- d. No one may be appointed a committee member if they would be disqualified from acting under the provisions of clause 20.
- e. The number of committee members shall be not less than three but (unless otherwise determined by a resolution of BTF in general meeting) shall not be subject to any maximum.
- f. The first committee members shall be those persons elected as committee members at the meeting at which this constitution is adopted.
- g. A committee member may not appoint anyone to act on their behalf at meetings of the committee members, unless they are the representative from a Group or Organisation nominating an alternative representative as long as written notice has been provided in line with clause 16(b).

18. Appointment of committee members

- a. BTF in general meeting shall elect the committee members. At this meeting there is also a vote on roles required.
- b. If new roles are required or there are vacancies between annual general meetings committee members may be elected at any meeting of BTF to serve until the next annual general meeting. Committee members also reserve the right to create new roles and appoint new committee members between meetings, again to serve until the next annual general meeting.
- c. The committee members may appoint any person who is willing to act as a committee member. Subject to sub-clause f of this clause.
- d. Each of the committee members shall retire with effect from the conclusion of the annual general meeting next after their appointment but shall be eligible for re-election at that annual general meeting.



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- e. No-one may be elected a committee member at any annual general meeting unless, prior to the meeting, BTF is given a notice that:
 - i. is signed by a member entitled to vote at the meeting;
 - ii. states the member's intention to propose the appointment of a person as a committee member;
 - iii. is signed by the person who is to be proposed to show their willingness to be appointed.
- f. The committee members may not appoint a person to be a committee member if a person has already been elected or appointed to that role and has not vacated.

19. Powers of committee members

- a. The committee members must manage the business of BTF and have the following powers in order to further the objects (but not for any other purpose):
 - i. to raise funds. In doing so, the committee members must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - ii. to cooperate with other charities, organisations or groups, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - iii. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - iv. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity, organisation or group formed for any of the objects;
 - v. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - vi. to obtain and pay for such goods and services as are necessary for carrying out the work of BTF;
 - vii. to open and operate such bank and other accounts as the committee members 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 committee members of a trust are permitted to do by the Trustee Act 2000;
 - viii. BTF operates bank account(s) in the name Bristol Tree Forum as deemed necessary by the treasurer. The chair and treasurer act as authorised signatories for all bank accounts, which require one signatory to sign all cheques and to authorise electronic withdrawal. Only the treasurer is



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permitted to hold a debit card on behalf of BTF.

- ix. to respond on behalf of BTF on any issue where BTF is consulted or asked for its views, or where a public statement is appropriate;
- x. before responding the committee members will, if practicable, refer the issue to a meeting. If time constraints make this impossible they will consult with other committee members, consider views previously expressed by BTF and carry out further consultation with members where possible.
- xi. to promote the work of BTF through establishing and maintaining a website and social media accounts;
- xii. to do all such other lawful things as are necessary for the achievement of the objects.

- b. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee members.
- c. Any meeting of committee members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee members.

20. Disqualification and removal of committee members

A committee member shall cease to hold office if they:

- a. are disqualified from acting as a committee member by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- b. ceases to be a member of BTF;
- c. in the written opinion, given to BTF, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a committee member and may remain so for more than three months;
- d. resign as a committee member by notice to BTF (but only if at least two committee members will remain in office when the notice of resignation is to take effect); or
- e. are absent without the permission of the committee members from all their meetings held within a period of six consecutive months and the committee members resolve that his or her role be vacated.

21. Proceedings of committee members

- a. The committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- b. Any committee member may call a meeting of the committee members. In addition to the annual general meeting, committee members will meet at least



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four times each calendar year which include an ‘Open Access’ and ‘Learning’ item. Additional meetings may be added to the programme as necessary.

Members may attend any meeting.

- i. Open Access allows time for members to raise any issue they would like BTF to address but which is outside the agreed agenda.
- ii. Learning covers a particular theme agreed upon by members as an area they would like to know more about. It is often delivered by a Council Officer and/or guest speaker.
- c. The secretary must call a meeting of the committee members if requested to do so by a committee member.
- d. Questions arising at a meeting must be decided by a majority of votes, if a vote is called for.
- e. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- f. No decision may be made by a meeting of the committee members unless a quorum is present at the time the decision is purported to be made.
- g. The quorum shall be two or the number nearest to one-third of the total number of committee members, whichever is the greater or such larger number as may be decided from time to time by the committee members.
- h. A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that committee member is not entitled to vote.
 - i. If the number of committee members is less than the number fixed as the quorum, the continuing committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
 - j. The person elected as the Chair shall chair meetings of the committee.
 - k. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the committee members present may appoint one of their number to chair that meeting.
 - l. The person appointed to chair meetings of the committee shall have no functions or powers except those conferred by this constitution or delegated to them in writing by the committee members.
 - m. A resolution in writing signed by all the committee members entitled to receive notice of a meeting of the committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held.



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- n. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more committee members.
- o. Meetings of the committee may set up working groups. A working group, comprising three to four members, will examine a particular subject at the request of the committee members. It may meet as often as necessary before reporting back. Working groups do not have decision making powers.
- p. Committee members will keep members up to date between meetings via the website and emails. Members are invited to give their views on current issues between meetings which the chair takes into account when responding to enquiries and issuing statements.

22. Conflicts of interests and conflicts of loyalties

A committee member must:

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

Any committee member 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 committee members on the matter.

23. Saving provisions

- a. Subject to sub-clause (b) of this clause, all decisions of the committee members shall be valid notwithstanding the participation in any vote of a committee member:
 - i. who is disqualified from holding office;
 - ii. who had previously retired or who had been obliged by this constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that committee member being counted in the quorum, the decision has been made by a majority of the committee members at a quorate meeting.
- b. Sub-clause (a) of this clause does not permit a committee member to keep any



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benefit that may be conferred upon them by a resolution of the committee if, but for sub-clause (a), the resolution would have been void, or if the committee member has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

- a. The committee members may delegate any of their powers or functions to a committee of two or more committee members but the terms of any such delegation must be recorded in the minute book.
- b. The committee members may impose conditions when delegating, including the conditions that:
 - i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of BTF except in accordance with a budget previously agreed with the committee members.
- c. The committee members may revoke or alter a delegation.
- d. All acts and proceedings of any committees must be fully and promptly reported to the committee members.

25. Irregularities in proceedings

- a. Subject to sub-clause (b) of this clause, all acts done by a meeting of the committee shall be valid notwithstanding the participation in any vote of a committee member:
 - i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
 - iv. If, without:
 - v. the vote of that committee member; and
 - vi. that committee member being counted in the quorum,
 - vii. the decision has been made by a majority of the committee members at a quorate meeting.
- b. Sub-clause (a) of this clause does not permit a committee member to keep any benefit that may be conferred upon them by a resolution of the committee if the resolution would otherwise have been void.



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- c. No resolution or act of
 - i. the committee
 - ii. BTF in general meeting

shall be invalidated by reason of the failure to give notice to any committee member 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 BTF.

26. Minutes

The minutes of all committee meetings and the annual general meeting will be placed on BTF's [website](#). The committee must keep minutes of all:

- a. appointments of committee members made by the committee;
- b. proceedings at meetings of BTF;
- c. meetings of the committee including:
 - i. the names of the committee members present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

27. Property

- a. The committee members must ensure the title to:
 - i. all investments held by or on behalf of BTF, is vested either in a corporation entitled to act as custodian committee member or in not less than three individuals appointed by them as holding committee members.
- b. The terms of the appointment of any holding committee members must provide that they may act only in accordance with lawful directions of the committee members and that if they do so they will not be liable for the acts and defaults of the committee members or of the members of BTF.
- c. The committee members may remove the holding committee members at any time.

28. Repair and insurance

The committee members must keep in repair and insure to their full value against fire and other usual risks all the buildings of BTF (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

- a. Any notice required by this constitution to be given to or by any person must be:



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- i. in writing; or
- ii. given using electronic communications.
- b. BTF may give any notice to a member either:
 - i. personally; or
 - ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - iii. by leaving it at the address of the member; or
 - iv. by giving it using electronic communications to the member's address.
- c. A member who does not register an address with BTF or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from BTF.
- d. A member present in person at any meeting of BTF shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- e. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- f. 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.
- g. 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. Rules

- a. The committee members may from time to time make rules or byelaws for the conduct of their business.
- b. The byelaws may regulate the following matters but are not restricted to them:
 - i. the admission of members of BTF (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;
 - ii. the conduct of members of BTF in relation to one another, and to BTF's employees and volunteers;
 - iii. the setting aside of the whole or any part or parts of BTF's premises at any time or times or for any particular purpose or purposes;
 - iv. the procedure at general meeting and meetings of the committee in so far as



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- such procedure is not regulated by this constitution;
- v. the keeping and authenticating of records. (If regulations made under this clause permit records of BTF to be kept in electronic form and requires a committee member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- vi. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- c. BTF in general meeting has the power to alter, add to or repeal the rules or byelaws.
- d. The committee members must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of BTF.
- e. The rules or byelaws shall be binding on all members of BTF. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

31. Disputes

If a dispute arises between members of BTF 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.

32. Interpretation

In this constitution 'connected person' means:

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



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- ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
- f. Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.