

CONSTITUTION ADOPTED 17th MARCH 1969 AS AMENDED 28th APRIL 1999, 28th APRIL 2007,
16th APRIL 2016, and 28th April 2022

PART 1

1 NAME

- 1.1 The Association is called the NEW FOREST ASSOCIATION, in this constitution called the Association.
- 1.2 FRIENDS OF THE NEW FOREST (FoNF) was adopted in 2016 as the Association's 'brand name' and is the Working Name of this charity registered with the Commission.

2 ADOPTION OF THE CONSTITUTION

- 2.1 The Association and its property will be administered and managed in accordance with the provisions of Parts 1 and 2 of this constitution.

3 OBJECTS

- 3.1 The object of the Association is to promote the preservation of the New Forest for the benefit of the public, to protect and preserve the character, cultural heritage, landscape and amenities of the New Forest and to protect and preserve the areas of scientific and ecological importance and the flora, fungi and fauna of the New Forest.

4 POWERS

- 4.1 The Association has powers to do any lawful thing which would further its Objects or is conducive or incidental to doing so. In particular, the Association may:
- (i) Research, promote and publish studies relating to the New Forest;
 - (ii) Provide information, make representations and provide advice to bodies responsible for the administration and management of the New Forest including but not limited to Forestry England, The New Forest National Park Authority and the Verderers as well as other public or other governmental or non-governmental bodies.
 - (iii) Attend or be represented at public meetings, planning Inquiries and such other meetings to which the Association is invited or decides to attend.
 - (iv) Respond and contribute to consultations, inquiries and other forms of policy formulation.
 - (v) Promote or oppose legislation, regulations or policies affecting the New Forest.
 - (vi) Advance the education of the public including but not limited to providing information advice and opinion to the public and organising and offering other educational and learning opportunities.
 - (vii) Organise and promote action and publicity to inform and contribute to public opinion including but not limited to providing educational and learning opportunities to the public.
 - (viii) Co-operate with other charities, voluntary bodies and statutory authorities.
 - (ix) Raise funds and accept donations of money or other property.
 - (x) Enter into contracts to provide services to or on behalf of other bodies.
 - (xi) Provide indemnity insurance for the Trustees in accordance with, and subject to the conditions, in section 189 of the Charities Act 2011.

5 APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Association shall be applied solely towards promotion of the Association's Objects and none of the income or property of the Association may be paid or transferred by way of bonus or profit to a Member.
- 5.2 Nevertheless, a Member who is not a Trustee may receive a benefit from the Association in his or her capacity as a beneficiary or in reasonable and proper remuneration for any goods or services supplied to the Association.
- 5.3 A Trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association and may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.

5.4 No Trustee or connected person may receive any financial benefit from the Association including but not limited to:

- (i) Buying or receiving goods or services from the Association on terms preferential to those applied to the members of the public.
- (ii) Selling any goods or other property or providing any services to the Association or being employed by or receiving remuneration from the Association.
- (iii) Be employed by, or receive remuneration from the Association;
- (iv) Receive any other financial benefits from the Association

unless the payment is permitted by this constitution or authorised by the court or the Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has monetary value.

5.5 A Trustee or connected person may only receive a financial benefit from the Association:

- (i) In his or her capacity as a beneficiary of the Association provided a majority of the Trustees do not benefit in this way.
- (ii) In pursuit of a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions of, section 185 of the Charities Act 2011;
- (iii) When providing the Association with goods that are not supplied in connection with services provided to the Association by the Trustee or connected person. Provided that each of the following conditions is satisfied:
 - a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Association and the Trustee or connected person supplying the goods under which he or she is to supply the goods in question to or on behalf of the Association.
 - b) The amount or maximum amount of payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - c) The other Trustees decide that it is in the best interests of the Association to contract with the supplying Trustee or connected person rather than a person who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantage of doing so.
 - d) The decision of the Trustees shall be made at a meeting of Trustees at which the supplier Trustee is absent during the discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Association.
 - e) The supplying Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum is present at the meeting.
 - f) The reason for the decision is recorded by the Association in the minutes of the meeting.
- (iv) If the Association decides that a Trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- (v) If the Association decided that a Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and other terms of the lease must be reasonable and proper. The Trustee must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) Where the Trustee or connected person takes part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

6 DISSOLUTION OF THE ASSOCIATION

6.1 The Association shall be dissolved if:

- (i) A resolution to such effect is proposed at a Special General Meeting of the Association duly summoned for that purpose.
- (ii) There is a majority of not less than three quarters of the votes cast by Members in favour of the resolution to dissolve the Association.

- 6.2 If the members resolve to dissolve the Association, the Trustees shall remain in office as the Association's Trustees and be responsible for winding up the affairs of the Association in accordance with this clause
- 6.3 The Trustees must collect in all the assets of the Association and must pay and make provision for all the liabilities of the Association and must apply any remaining property or money:
- (i) Directly for the Objects.
 - (ii) By transfer to any charity or charities for purposes the same as or similar to the Association.
 - (iii) In such other manner as the Commissioners may approve in writing in advance.
 - (iv) For the avoidance of doubt, in no circumstances shall the net assets of the Association be paid to or distributed among the Members unless a Member is itself a charity.
- 6.4 The Members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Trustees are to apply the remaining property and assets of the Association and the Trustees shall comply with such a resolution but only so far as it is consistent with paragraph 6.3 above.
- 6.5 The Trustees must notify the Commission promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to the Commission for the accounting period before its dissolution, they must send the Commission the Association's final accounts.

7 AMENDMENT OF THE CONSTITUTION

- 7.1 The Association 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 the Association cease to be a charity at law.
 - (ii) No amendment may be made to alter the Objects if the change would undermine or work against the previous Objects of the Association.
 - (iii) No amendment may be made to Clause 3 (Objects), Clause 5 (Application of Income), Clause 6 (Dissolution) without the prior consent in writing of the Commission.
 - (iv) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than three quarters of the Members present and voting at a general meeting.
- 7.2 Any provision contained in Part 2 of this constitution may be amended by a resolution passed by a simple majority of the Members present and voting at a general meeting.
- 7.3 Resolutions for changes to this constitution shall be submitted in accordance with procedures laid down for a general meeting save that six (6) weeks notice in writing of such proposed alteration or addition to the constitution must be given to the Hon. Secretary who will insert the same in the notice of the meeting.
- 7.4 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one (21) days of being passed.

PART 2

8 MEMBERSHIP AND SUBSCRIPTIONS

- 8.1 Membership is open to individuals over 18 years or organisations who are approved by the Trustees and is not transferable.
- 8.2 The Association shall consist of Ordinary members and such other category of member as the Trustees may decide.
- 8.3 The Association may at a general meeting nominate a person as an Honorary Life Member of the Association (with the nominee's consent) who in the opinion of the meeting has merited such distinction.
- 8.4 The Trustees may only refuse an application for membership if acting reasonably and properly, they consider it in the best interests of the Association to refuse the application in which event the Trustees:
- (i) must inform the applicant in writing of the reasons for refusal within twenty-one (21) days of the decision; and

- (ii) must consider any written representations the applicant makes about the decision. The Trustees' decision following any written representations must be notified to the applicant but shall be final.

8.5 The Trustees must keep a register of names, addresses and contact details of Members. A Member's individual register entry will be made available to them upon written request.

8.6 Subscription rates are set or changed only by resolution of a general meeting and subscriptions shall be payable at the time of joining and thereafter annually or as the Trustees may determine.

9 TERMINATION OF MEMBERSHIP

9.1 Membership is terminated if:

- (i) The Member dies or an organisation ceases to exist.
- (ii) The Member resigns by written notice given to the Hon Secretary of the Association unless after the resignation, there would be less than two members.
- (iii) The Member has not paid their subscription or any other sum due to the Association within six (6) months of falling due.
- (iv) The Trustees by resolution decide that it is in the best interests of the Association that a Member's membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - (a) The Member concerned has been given at least fourteen (14) days notice in writing of the Trustees' meeting at which the resolution will be proposed and the reasons why it is proposed.
 - (b) The Member, or at the option of the Member, the Member's representative has been allowed to make representations at the Trustees' meeting at which the resolution is considered.

10 GENERAL MEETINGS

10.1 The Annual General Meeting of the Association shall be held not more than fifteen (15) months from the date of the last Annual General Meeting at a time and manner to be fixed by the Trustees.

10.2 All general meetings other than the Annual General Meeting shall be called a Special General Meeting.

10.3 The Trustees may call a Special General Meeting of the Association at any time.

10.4 Trustees must also convene a Special General Meeting if a written request is received by the Hon. Secretary from at least thirty (30) Members or at least five (5) Trustees or the Chair. The request must state the nature of the business that is to be discussed. Upon receipt of such a written request the Hon. Secretary must convene a Special General Meeting within six (6) weeks and in doing so will comply with the provisions of this constitution.

10.5 At least twenty-one (21) days notice shall be given to all Members of the Annual General Meeting and any Special General Meeting together with:

- (i) In the case of the Annual General Meeting the agenda and a copy of the Annual Report and Accounts.
- (ii) In the case of a Special General Meeting the agenda and details of the business to be considered at the Special General Meeting.

10.6 No business shall be transacted at any general meeting unless a quorum of ten (10) Members is present.

- (i) If no quorum is present within half an hour of the time appointed for the meeting or during the meeting a quorum ceases to be present, the meeting will be adjourned to such time and manner as the Trustees shall determine.
- (ii) The Trustees must give at least seven (7) days notice to the Members of a re-convene general meeting. If no quorum is present at the re-convened meeting within fifteen (15) minutes of the time specified for the start of the meeting the Members then present shall constitute the quorum for that general meeting.

10.7 A general meeting shall be chaired by the Chair or by a Member nominated by the Chair. If no such nomination has been made within fifteen (15) minutes after the time appointed for the meeting, the Members then present and entitled to vote shall choose one of their number to chair the meeting.

10.8 At the Annual General Meeting:

- (i) The Annual Report and Accounts for the preceding year ending the 31st December shall be presented for adoption, the Accounts having first been approved by the Trustees and duly examined by an independent examiner.
- (ii) The results for elections of the Officers and the Trustees shall be declared.
- (ii) All other necessary business shall be transacted.

10.9 Resolutions to be considered at a general meeting must be:

- (i) Either proposed by the Trustees; or
- (ii) Proposed and supported by the signature of at least fifteen (15) Members and received by the Hon. Secretary at least five (5) weeks before the general meeting.

10.10 Resolutions properly proposed for consideration at an Annual General Meeting or Special General Meeting shall be allowed adequate time for presentation and debate unless withdrawn by the proposer.

11 VOTING

11.1 At a general meeting each Member shall have ONE vote except:

- (i) Any Member whose subscription is not fully paid up.
- (ii) Any Member who has joined the Association less than thirty days before the relevant meeting.

11.2 Any individual Member or organisation that is a member of the Association may nominate any person to act as their representative and to vote at any meeting of the Association provided that:

- (i) The individual Member or organisation must give written notice to the Association of the name of their representative. The nominee may continue to represent the individual Member or organisation until written notice to the contrary is given to the Association.
- (ii) Any notice given to the Association shall be conclusive evidence that the nominee is entitled to represent the individual Member or organisation and that their authority has not been revoked.

11.3 Resolutions and elections of Officers or Trustees shall be determined by majority vote, save where a three quarters majority is required by this constitution.

11.4 In the event of an equality of votes the person chairing the general meeting shall have the casting vote.

12 PRESIDENT AND VICE PRESIDENTS OF THE ASSOCIATION

12.1 The Association may nominate or elect a Patron, a President and not more than three (3) Vice-Presidents who shall hold office from the Annual General Meeting at which they are nominated or elected until the holding of the third Annual General Meeting following that meeting and shall be eligible for re-nomination or re-election at that meeting.

12.2 The President and Vice-Presidents shall be ex officio members of the Council.

13 OFFICERS AND TRUSTEES OF THE ASSOCIATION

13.1 The Association and its property shall be managed and administered by the Trustees comprising the Officers and not less than three (3) or more than six (6) other Members elected as Trustees in accordance with this Constitution.

13.2 The Association shall have the following Officers:

- (i) Chair.
- (ii) Vice Chair.
- (iii) Honorary Secretary.
- (iv) Honorary Treasurer.

13.3 A Trustee must be a member of the Association or the nominated representative of an organisation that is a Member of the Association.

13.4 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of this constitution.

13.5 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

14 APPOINTMENT OF TRUSTEES AND OFFICERS

14.1 The Members in Annual General Meeting shall elect the Officers and the other Trustees.

14.2 Any casual vacancy of an Officer or a Trustee of the Association may be filled by the majority decision of the Trustees and any Member so chosen shall be eligible for subsequent election at the next Annual General Meeting of the Association.

14.3 An Officer and a Trustee shall hold office from the Annual General Meeting at which he or she was elected until the third Annual General Meeting following that meeting but shall be eligible for re-election at the Annual General Meeting provided that a Trustee who has served continuously for three (3) consecutive three (3) year terms shall not be eligible for re-election until they have ceased to be a Trustee for a period of one (1) year.

14.4 Notwithstanding the proviso to paragraph 14.4, an Officer who has served three (3) consecutive terms may serve a fourth consecutive three (3) year term if duly elected without being required to stand down for one (1) year. Thereafter an Officer shall not be eligible for a fifth consecutive term until they have ceased to hold their office for a period of one(1) year.

14.5 Nominations of a Member seeking election or re-election as an Officer or a Trustee shall be proposed in writing by a Member and seconded by another Member of the Association and submitted to the Hon. Secretary together with the written consent of the nominee at least five (5) weeks before the date of the relevant Annual General Meeting.

14.6 Not less than twenty one (21) days before the Annual General Meeting the Hon. Secretary shall circulate with the Notice convening the Annual General Meeting a list of the candidates offering themselves for election or re-election as an Officer and as a Trustee, together with a note where appropriate of their attendance and such personal qualifications as each candidate may authorise to be published.

14.7 If there are more candidates than vacancies, the Hon. Secretary shall hold a ballot to determine the election of the appropriate Officers or Trustee and Members shall be entitled to vote for their preferred candidate(s) either at the Annual General Meeting or electronically at least seven 7 days prior to the Annual General Meeting.

14.8 Members may withdraw their nominations as an Officer or a Trustee in writing to the Hon. Secretary prior to the Annual General Meeting.

15 POWERS OF THE TRUSTEES

15.1 For the purpose of carrying out the Objects of the Association but not further or otherwise the Trustees shall manage the operation of the Association and have power to:

- (i) Raise funds from the public generally and to accept gifts of money or any other property from donors.
- (ii) Set aside income as a reserve against future expenditure.
- (iii) Open and operate such bank and other accounts as the Trustees consider necessary.
- (iv) Co-operate and exchange information and advice with other charities, voluntary bodies, statutory authorities and non-governmental organisations.
- (v) Employ and remunerate staff as are necessary for carrying out the work of the Association.
- (vi) Obtain and pay for such goods and services as are necessary for carrying out the work of the Association.
- (vii) Do all such lawful acts or things as are incidental to the attainment of the Objects of the Association and so far as may be necessary or desirable to do such acts or things in collaboration with any person, body or institution authority or otherwise.

15.2 All monies at any time belonging to the Association and not required for immediate application for its purposes shall be invested by the Trustees in or upon such deposits, investments, security or property as they think fit, subject nevertheless 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 or other applicable law or by the special trusts affecting any property in the hands of the Association.

15.3 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 and no alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

15.4 The Trustees shall comply with their obligations under the Charities Act, 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) The keeping of accounting records for the Association.
- (ii) The preparation and the independent examination of annual statements of account for the Association.
- (iii) The submission of the duly prepared and audited statements of accounts approved by the Annual General Meeting to the Commissioners.
- (iv) The preparation of an annual report and an annual return and their submission to the Commissioners.
- (v) The exercise of all or any of their powers.

15.5 The Trustees must notify the Commission promptly of any changes to the Associations entry on the Central Register of Charities.

16 REMOVAL OF OFFICERS AND TRUSTEES

16.1 An Officer or Trustee shall cease to hold office if he or she:

- (i) Is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or other statutory re-enactment or modification of that provision).
- (ii) Ceases to be a Member of the Association.
- (iii) Resigns as an Officer or Trustee by notice to the Hon. Secretary provided that three (3) Trustees will remain in office when the notice of resignation is to take effect.
- (iv) Fails to attend at least three (3) consecutive meetings and consequently the Trustees resolve that his or her office be vacated.

16.2 If the number of Trustees is less than three (3), the continuing Trustee or Trustees may act only for the purposes of filling vacancies or calling a general meeting.

17 TRUSTEES' MEETINGS

17.1 The Trustees may regulate their proceedings as they think fit subject to the provisions of this constitution.

17.2 The Trustees shall meet not less than four (4) times a year at such time and manner as the Chair may decide.

17.3 Two (2) Trustees may also request that a meeting of the Trustees be held by making a written request to the Hon Secretary who shall convene a meeting within twenty-one (21) days of this request by giving a notice of at least seven (7) days to the Trustees with details of the business to be discussed.

17.4 The Chair shall chair the meeting of Trustees or if the Chair is unwilling or unable to preside or is not present within fifteen (15) minutes after the time appointed for the meeting the Trustees present may appoint the Vice Chair or such other trustee present at that meeting as the chair of that meeting.

17.5 Decisions of the Trustees shall be reached by majority vote and in the event of an equality of votes the person chairing the meeting shall have a second and casting vote.

17.6 No decision may be made at a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

17.7 The quorum for a meeting of the Trustees shall be three (3) and a Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

18 CONFLICTS OF INTEREST

18.1 A Trustee must:

- (i) Declare the nature and extent of any interest, direct or indirect which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared.
- (ii) Absent himself or herself from any discussion at the meeting of the Trustees in which a possible conflict may arise between his or her duty to act solely in the interests of the Association and any personal interest financial or otherwise.

- (iii) A Trustee so absented from discussion shall not be entitled to vote or be counted as part of the quorum in any decision of the Trustees on the matter.

18.2 All decisions of the Trustees shall be valid notwithstanding the participation of a Trustees who:

- (i) Is disqualified from office.
- (ii) Who has previously resigned 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 interest or otherwise.

provided that 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.

18.3 Notwithstanding clause 18.2, a Trustee is not permitted to keep any benefit that may have been conferred upon him or her by a resolution of the Trustees if, but for clause 18.2, the resolution would have been void or if the Trustee has not complied with Clause 18.1.

19 DELEGATION

19.1 The Trustees may delegate any of their powers or functions to one or more committees who may act on behalf of the Trustees provided that any such committee shall comprise Members of the Association or suitably qualified experts appointed by the Trustees.

19.2 The Trustees shall give each committee clear terms of reference, authority and budget (if any) which should be recorded in the minute book.

19.3 The Trustees may at any time revoke or alter a delegation.

19.4 Any acts and proceedings of such committees shall be fully and immediately reported to the Trustees and Council. For the avoidance of doubt the Trustees may adopt, vary or reject any recommendation made by a committee.

20 COUNCIL OF THE ASSOCIATION

20.1 The Council is an advisory body which shall meet on a regular basis and in any event not less than four (4) times every year at such time and manner as the Chair or Trustees may decide to discuss with and advise the Trustees on any issues pertinent to the Objects of the Association.

20.2 Council shall comprise the Trustees and not more than fifteen (15) additional Members appointed by the Trustees who in the opinion of the Trustees have the knowledge and or the skills valuable to the work and Objects of the Association including but not limited to:

- (i) A breadth of knowledge of the New Forest.
- (ii) Engagement with other New Forest organisations.
- (iii) Professional skills valuable to the work of the Association, and/or its committees.
- (iv) Active in roles supporting the Association.

20.3 All fully paid-up Members are eligible for appointment to the Council.

20.4 Council members shall hold office for three (3) years from time of their appointment at which time the Trustees may decide to re-appoint him or her for such further period as the Trustees may decide.

20.5 A Council member will cease to hold office if he or she:

- (i) Ceases to be a Member of the Association.
- (ii) Resigns as a Council member by giving notice to the Hon. Secretary.
- (iii) Fails to attend at least three (3) consecutive meetings and consequently the Trustees resolve that his or her office be vacated.

20.6 The Chair shall chair meetings of the Council or if the Chair is unable to preside or is not present within fifteen (15) minutes after the time appointed for the Council meeting, the Trustees present may appoint the Vice Chair or such other trustee present at that meeting as the chair.

21 CONDUCT OF MEETINGS

21.1 Meetings of the Association, the Trustees, the Council or any committee may be held in person at a specific time and place or may be held virtually at a specific time by means of tele, video or similar electronic means.

- 21.2 Nominations for election may be made in writing and delivered in the same manner as Notices may be given as set out in Clause 23.
- 21.3 Voting for elections of the Officers and Trustees of the Association shall be in person at the general meeting, or, at the Trustees discretion and as notified by the Hon. Secretary, may be by electronic or postal voting.
- 21.4 Voting for resolutions shall be in person at a notified meeting, or, at the Trustees' discretion and as notified by the Hon Secretary, may be by electronic or postal voting.
- 21.5 The Trustees must keep minutes of all:
- (i) Appointments of Officers, Trustees and Council members.
 - (ii) Proceedings at general meetings of the Association.
 - (iii) Meetings of the Trustees and Council including the names of the Trustees and Council members present at such meeting, the advice given by Council to the Trustees and the decisions made by the Trustees and where appropriate the reasons for the advice or decision.

22 ADJOURNMENTS

- 22.1 Members present at a meeting may resolve that the general meeting be adjourned.
- 22.2 The person chairing the general meeting shall decide the date time and place at which the general meeting is to be re-convened.
- 22.3 No business shall be conducted at an adjourned general meeting unless it could properly have been conducted at the general meeting had the adjournment not taken place.
- 22.3 If a general meeting is adjourned for more than seven (7) days, at least seven (7) clear days' notice shall be given of the re-convened general meeting stating the date time and place of the meeting.

23 NOTICES

- 23.1 Any notice required by this constitution to be given to or by any person must be:
- (i) In writing; or
 - (ii) Given in writing using electronic means.
- 23.2 The Association may give any notice to a Member either:
- (i) Personally; or
 - (ii) By sending it by pe-paid post addressed to the Member or leaving it at his or her address; or
 - (ii) By giving it using electronic means of communication to the Member's registered electronic address.
- 23.3 A Member who does not register an electronic or a postal address shall not be entitled to receive any notice from the Association and, if a Member's registers a postal address that is not in the United Kingdom, they shall only be entitled to receive service of an electronic notice.
- 23.4 A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting for the purposes for which it was called.
- 23.5 The following shall provide conclusive evidence that the notice was given:
- (i) Proof that a notice served by post was contained in properly addressed, prepaid and posted envelope.
 - (ii) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
- 23.6 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, 24 hours after it was sent.

24 INTERPRETATION

- 24.1 In this constitution:

“the Association” means the unincorporated charity established as the New Forest Association and known since 2016 as the Friends of the New Forest and intended to be regulated by this Constitution;

“the Chair” means the duly elected Chair of the Trustees

“the Commission” means the Charity Commission for England and Wales or such other statutory body which succeeds to the regulatory responsibilities of the Charity Commission

“a connected person” means:

- (i) A child, parent, grandchild, grandparent, brother or sister of a Trustee;
- (ii) The spouse or civil partner of the Trustee or of any person falling within sub-clause (i) above;
- (iii) A person carrying on business in partnership with a Trustee or with any person falling within sub-clause (i) or (ii);
- (iv) An institution which is controlled:
 - a) by a trustee or any connected person falling within sub-clauses (i), (ii) or (iii) above; or
 - b) by two or more persons falling within sub-clause (iv) a)
- (v) A body corporate in which:
 - a) A trustee or any connected person falling within sub-clauses (i), (ii) or (iii) has a substantial interest; or
 - b) Two or more persons falling within sub-clause (v) a) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.

“the Council” means the advisory body designated in Clause 20.

“document” includes, unless specified, any document sent or supplied in electronic form;

“the general meeting” means an Annual General meeting or a Special General meeting as appropriate.

“Member” means a duly accepted member of the Association and includes the representative of an organisation that is a member of the Association provided that the name and contact details of that representative is notified in writing to the Association.

“New Forest” means area designated as the New Forest National Park

“the Officers” means the elected Chair of the Trustees, the Vice Chair of the Trustees, the Hon Secretary and the Hon Treasurer of the Association.

“the Trustees” means the committee referred to in Clause 13.1 above comprising the Officers and Members elected in accordance with this constitution as Trustees of the Association save where a specified number of Trustees is referred to. “Trustee” refers to an individual Member of the Trustees.

24.2 Any reference in the constitution to an enactment includes reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Signatures of Trustees