

National Hedgelaying Society Constitution



The NHLS is an "Un-incorporated Association"

*The Constitution consist of part 1 and part 2 of this document.
Part 3 contains the By-Laws.
Part 4 Contains the Trustees Policy statement.*

Adopted at the Annual General Meeting

on 28th March 2020

Amended by resolution 14th August 2021

Amended by resolution 26th March 2022

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CONSTITUTION.

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, 2 and 3 of this constitution.

2. Name

The association's name is

.....**The National Hedgelaying Society.**
(and in this document, it is called the charity).

3. Objects

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

- 1). To advance the education of the public of the need for the conservation and proper management of our hedgerows and how this is achieved through the traditional craft of hedgelaying.**
- 2). To encourage landowners and occupiers to utilise the services of those skilled in the craft of hedgelaying to manage their hedgerows for the benefit of wildlife and the environment.**
- 3). To encourage the development of hedgerow management skills through demonstration, the provision of structured training with a skills award system and through competition, thereby providing the opportunity for the public to learn a skill which is of particular benefit to land-based workers but which is also a healthy physically and mentally demanding recreational activity, thereby ensuring the continuation of this traditional craft into the future.**

4. Application of income and property

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 and/or section 2 of the Charities Act (Northern Ireland) 2008.

- (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 by him or her when acting on behalf of the charity.
 - (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.
- (2) 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.

5. 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;
- (b) 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 below) 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.

(2) 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.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3 below) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) 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.

(3) Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) above, of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out

in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

- (b) 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.
 - (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it regarding the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the charity trustees in the minute book.
 - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5 above.
- (4) In sub-clauses (2) and (3) above of this clause:
- (a) 'the charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares;
or
 - (iii) has the right to appoint one or more trustees to the board of the company.
 - (c) 'connected person' includes any person within the definition set out in clause 41 below (Interpretation).

6. Dissolution

The Charity may be dissolved by resolution passed by a Three Quarters majority of those present and voting at a Special Meeting, convened for the purpose of which thirty days' notice shall have been given to all paid up members of the charity.

- (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) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) 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.

7. Amendment of constitution

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:-
- (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 clauses 4 or 5 above without the prior written consent of the Commission;
 - (d) 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.
- (2) 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.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within thirty days of it being passed.

----- **END OF PART 1** -----

Part 2

8. Membership

- (1) Membership is open to individuals over eighteen or organisations who have an interest in hedgelaying and wish to become affiliated, subject to:
 - (a) persons under the age of 21 may join as non-paying “Students” but are not entitled to vote in any meetings or hold any office unless over 18 years and paying a membership subscription or they are over 18 years and are representing an affiliated organisation.
 - (b) 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 thirty 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.
- (2) Membership is not transferable to any other person.
- (3) The trustees must keep a register of names and addresses of the members in accordance with current data protection legislation. An individual member must be provided with a copy of the record held about them on request.

9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an affiliated organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within thirty days of it falling due;
- (4) the member is removed from membership by a resolution 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 passed if:
 - (a) the member has been given at least thirty days’ notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) 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.

10. General meetings

- (1) An annual general meeting must be held in each year not more than six months after the end of the financial year.

To:-

- (a) Review and approve the statement of accounts.
 - (b) Elect the six trustees:
 - (i) chair
 - (ii) Vice chair
 - (iii) Treasurer.
 - (iv) Three other trustees
 - (c) Elect the committee. (of not more than 30 members)
 - (d) Elect a member who is not a trustee or a Committee member to act as President
 - (e) Elect a member who is not a trustee or a Committee member to act as Secretary.
 - (f) Appoint officers to act in a voluntary capacity.
 - (g) Agree the categories and subscription rates of the members.
 - (h) Agree the dates, time and location of the committee meetings.
- (1) All general meetings other than the annual general meetings shall be called special general meetings.
 - (4) The trustees may call a special general meeting at any time.
 - (5) The trustees must call a special general meeting if requested to do so in writing by a simple majority of the committee. The request must state the nature of the business that is to be discussed. If the trustees fail to arrange the meeting within thirty days of the request, the members of the committee may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

11. Notice for General Meetings

- (1) The minimum period of notice required to hold any general meeting of the charity is thirty 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 the trustees and/or a majority of the committee

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- (3) 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.
- (4) The notice must be given to all the members of the charity and to the trustees.

12. Quorum for General Meetings

No business shall be transacted at any general meeting unless a quorum is present.

- (1) A quorum is:
 - (a) Five Percent of members entitled to vote upon the business to be conducted at the meeting.
 - (b) The authorised representative of an affiliated organisation shall be counted in the quorum.
 - (2) If a quorum is not present within half an hour from the time appointed for the meeting;
- or
- (3) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
 - (4) The trustees must re-convene the meeting and must give at least thirty days' notice of the re-convened meeting stating the date time and place of the meeting.
 - (5) 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 for General Meetings

- (1) General meetings shall be chaired by the person who has been elected as Chair (of the trustees)
- (2) If there is no such person present within fifteen minutes of the time appointed for the meeting the Vice chair or a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, that trustee shall chair the meeting.
- (4) If no trustee 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.

14. Adjournments of General Meeting

- (1) The members present at a general meeting may resolve that the meeting shall be adjourned.
- (2) The Chair must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned general meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a general meeting is adjourned by a resolution of the members at least thirty days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15. Votes at a General meeting

- (1) Trustees may vote at any general meeting
- (2) Each member shall have one vote (Including any authorised member of an affiliated organisation) but if there is an equality of votes the Chair shall have a casting vote in addition to any other vote they have.
- (3) Student members are not entitled to vote at a general meeting.

16. Representatives of other bodies at a General Meeting.

- (1) Any affiliated organisation that is a member of the charity may nominate any person (subject to the approval of the Charity Trustees) to act as its representative at any general meeting of the charity.
- (2) The affiliated organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the affiliated or that their authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and trustees

- (1) The charity and its property shall be managed and administered by the trustees elected in accordance with this constitution.
- (2) The charity shall have the following trustees:
 - (a) A chair,
 - (b) A Vice chair

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- (c) A treasurer.
 - (d) Three other trustees
- (3) A trustee must be a member of the charity in their own right.
 - (4) No one may be appointed a trustee if they would be disqualified from acting under the provisions of clause 27 below.
 - (5) The number of trustees shall be not less than two but (unless otherwise determined by a resolution of the charity in general meeting) not more than six.
 - (6) The first trustees (including officers) shall be those persons elected as trustees and officers 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.

18. Appointment of trustees

- (1) The charity in an annual general meeting shall elect the trustees by secret ballot.
- (2) If there are vacancies for trustees after a ballot the trustees may at any time appoint a person who is willing to act as a trustee. Subject to clause 5 of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee at any annual general meeting unless prior to the meeting the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer.
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) Maximum number of trustees
 - (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
 - (b) The trustees may not appoint a person to be a trustee or officer if a person has already been elected or appointed to that office and has not vacated the office.

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.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (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.

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) ceases to be a member of the charity;
- (3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resign as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);

or

- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that the 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.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by another trustee. The Secretary has no vote at Trustee meetings.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chair shall have a casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be Two-thirds of the total number of trustees, or such larger number as may be decided from time to time by the trustees.
- (8) 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.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.

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- (11) If the Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to them in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees.
- (14) 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. Appointment of committee members

- (1) The charity in an annual general meeting shall elect a committee to represent the general membership of the charity, by means of a secret ballot should the number of nominations exceed thirty.
 - (2) Committee members must be members of the charity and will automatically be disqualified if they cease to be a member during their term of office.
 - (3) If there are vacancies for committee members after a ballot the trustees may at any time appoint a person who is willing to act on the committee. Subject to clause 5 of this clause, they may also appoint committee members to act as officers.
 - (4) Each committee member shall retire with effect from the commencement of the annual general meeting next after their appointment but shall be eligible for re-election at that annual general meeting.
 - (5) No-one may be elected a committee member at any annual general meeting unless prior to the meeting the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a committee member or officer.
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) Maximum number of committee members
- (a) The appointment of a committee, whether by the charity in a general meeting or by the trustees, must not cause the number of committee members to exceed thirty.
 - (b) The trustees may not appoint a person to be an officer if a person has already been elected and has not vacated the office.

23. Committee meetings

- (1) Committee meetings must be held not less than three times each year, for the following purposes: -
 - (a) Reviewing the report from the Chair.
 - (b) Reviewing the report from the Treasurer.
 - (c) Reviewing the reports from other officers and any sub-committees
 - (d) Co-option of other members of the committee provided the total number does not exceed thirty.
 - (e) Discuss and vote on any policy matters concerned with the running of the charity which have been proposed by the trustees or members of the committee.
 - (f) Discuss and vote on any new by-laws proposed by the Trustees
 - (g) Discussion of any other matters brought to the attention of the committee, subject to the agreement of the chair.
- (2) The trustees may call a committee meeting at any time.
- (3) The trustees must call a committee meeting if requested to do so in writing by a simple majority of the committee. The request must state the nature of the business that is to be discussed. If the trustees fail to arrange the meeting within thirty 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.

24. Committee Notice

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

25. Committee Quorum

- (1) No business shall be transacted at any committee meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 10 members entitled to vote upon the business to be conducted at the Meeting.

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- (3) The authorised representative of an affiliated organisation shall be counted in the quorum.

If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting;

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.

- (4) The trustees must re-convene the meeting and must give at least thirty days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) 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.

26. Committee Chair

- (1) Committee meetings, shall be chaired by the person who has been elected Chair of the trustees of the charity.
- (2) If there is no such person present within fifteen minutes of the time appointed for the meeting Vice Chair shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee 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.

27. Committee Adjournments

- (1) The members present at a committee meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chair of the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned committee meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a committee meeting is adjourned by a resolution at least thirty days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

28. Committee Votes

- (1) Trustees are not entitled to vote at committee meeting.
- (2) The President has no vote at Committee meetings.
- (3) The Secretary has no vote at Committee meetings.
- (4) Each committee member (including any authorised representative of an affiliated organisation shall have one vote but if there is an equality of votes the person who is chair at the meeting shall have a casting vote in addition to any other, they may have.

29. Representatives of other bodies at Committee Meetings

- (1) Any organisation that is a member of the charity may nominate any person (subject to the approval of the Trustees) to act as its representative at any committee meeting of the charity.
- (2) The affiliated organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

30. Conflicts of interests and conflicts of loyalties

A charity trustee or member of the committee 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 charity committee or trustees in which it is possible that a conflict will arise between his or her 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 or 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 charity trustees on the matter.

31. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of the committee, shall be valid notwithstanding the participation in any vote of a charity trustee or committee member:

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- (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a charity trustee or committee member to keep any benefit that may be conferred upon them by a resolution of the charity trustees or committee if, but for sub-clause (1), the resolution would have been void, or if the charity trustee or committee member has not complied with clause 30 above (Conflicts of interests and conflicts of loyalties).

32. Delegation

- (1) The trustees may delegate any of their powers or functions to a sub-committee of two or more trustees or committee members but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the sub-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.
- (3) The trustees may revoke or alter a delegation.
- (3) All acts and proceedings of any sub-committee must be fully and promptly reported to the trustees.

33. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or committee, shall be valid notwithstanding the participation in any vote of a trustee or committee member:
- (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 vote on the matter, whether by reason of a conflict of interests or otherwise; if, without:

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- (d) the vote of that trustee or committee member; and that trustee or committee member being counted in the quorum, the decision has been made by a majority of the trustees or committee members at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon them by a resolution of the trustees or committee of if the resolution would otherwise have been void.
- (3) No resolution or act of
 - (a) the trustees
 - (b) or committee
 - (c) or, the charity in a general meetingshall 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.

34. Minutes

The trustees must keep minutes of all:

- (1) appointments of committee members officers and trustees.
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees committee and sub-committees including:
 - (a) the names of those members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

35. 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.

CONTINUED >

- (2) 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.

36. Registered particulars

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

37. 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 either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may Act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

38. 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.

39. 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.
- (2) 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 members Last known address;

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or

(c) by leaving it at the last known address of the member;

or

(d) by giving it using electronic communications to the member's last known electronic 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.

40. Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of affiliated 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 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;

CONTINUED >

- (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) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
 - (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

41. 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.

42. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister 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
- (5) 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.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

----- **END OF PART 2** -----

National Hedgelaying Society Constitution
Part 1 Sections 1 – 7 4 Pages
Part 2 Sections 1 – 42 16 Pages
Adopted at the Annual General Meeting 26th March 2022

Signatures of Trustees.

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Witnessed by The Secretary.

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===== END of DOCUMENT =====

Part 3

By - law 1

Disciplinary Procedures

Adopted:

1. Policy

The Charity has a membership of highly skilled craftsman as well as enthusiastic volunteers with a keen interest in Hedgelaying. It is imperative that members treat each other with due respect. Section 40 of the charity constitution gives power to the trustees to make rules for the conduct of members and volunteers, and the conduct of charity business. The following principals define the rules and procedures to be followed.

2. Complaints limitations.

(1) No complaint procedure may be initiated if the complaint is part of an on-going legal process. The complaint will also be abandoned if that complaint becomes part of a legal process during disciplinary procedures.

(2) If at any time during the complaints procedure or investigation the investigators consider that the complaint is Vexatious, Time wasting or has been initiated with Malicious intent, they may (at their discretion) dismiss the complaint and hand it back to the Trustees for action.

3. Conduct at meetings.

The chair has sole charge of meetings of the charity and, acting in the best interests of the charity may, at their discretion, take any of the following actions.

(1) Anyone shouting or using abusive language at a meeting of the Charity will be asked to apologise to the meeting. If they fail to do so they will be expelled from the meeting, they will not be permitted to speak, and their votes will not be counted.

(2) The chair may take a vote of "Censure" on any member at any meeting of the Charity and if upheld that member will be suspended from office immediately pending disciplinary action. (See 4 below).

4. Members Conduct

Any Member may be charged with one of the following offences:

(1) Conduct likely to bring the Charity into disrepute,

(a) Any inappropriate action where non members are present.

(b) Any private, confidential, or inappropriate communication concerning the Charity to someone who is not a member.

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- (2) Conduct likely to offend one or more members.
 - (a) Any action or communication by a member concerning another member which may be considered offensive, vexatious, harassing, abusive or threatening.
- (3) Conduct likely to place a member or the public at risk of injury.
 - (a) Any thoughtless, irresponsible, or foreseeable action at an event organised by the Charity or any affiliated organisation which could result in an injury to a third party
- (4) Complaints from the Public.
 - (a) Complaints from the public about the National Hedgelaying Charity or the behaviour of any of its members.

5. Complaints about a Trustee.

- (1) Any complaints from a member or the public about a trustee, must in the first instance be in writing to the person acting as General Secretary who will then
 - (a) Notify the complainant of the procedure to be followed.
 - (b) Notify the alleged transgressor of the details of the complaint but not the details of the complainant.
 - (c) Discuss complaint with the chair to see if the matter can be resolved by speaking to the complainant and/or transgressor.
- (2) if the complaint is about one or more of the trustees and cannot be resolved by discussion the secretary will then
 - (a) notify all current serving trustees of the situation and with the assistance of the President, select six members of the committee to carry out an investigation, ensuring that the alleged transgressor or their nominated representative can offer a defence, verbally or in writing to the investigating committee who will then recommend an appropriate action from Clause 6 below.
 - (b) The unaffected trustees must then either;
 - (i) Act on the recommendations of the sub committee

OR

 - (ii) Call a meeting of the full committee to decide what action should be taken.

CONTINUED >

OR

(iii) Take what other action they consider appropriate and in the best interests of the charity.

6. Complaints about members.

(1) Any complaints from a member or the public about another member must in the first instance be in writing to the person acting as General Secretary who will then

- (a) Notify the complainant of the procedure to be followed.
- (b) Notify the alleged transgressor of the details of the complaint but not the details of the complainant.
- (c) Discuss the complaint with the chair to see if the matter can be resolved by speaking to the complainant and/or transgressor.

(2) if the complaint cannot be resolved by discussion the secretary will then

(a) notify all current serving trustees of the situation and select six members of the committee to carry out an investigation, ensuring that the alleged transgressor or their nominated representative can offer a defence, verbally or in writing to the investigating committee who will then recommend an appropriate action from Clause 6 below.

(b) The trustees must then either;

(i) Act on the course of action they have chosen.

OR

(ii) Call a meeting of the full committee to decide what action should be taken.

OR

(iii) Take what other action they consider appropriate and in the best interests of the charity.

7. Penalties for Transgression.

(1) Temporary or permanent removal of Qualifications. e.g Life Membership, Accreditation, or Contractor status. The length of any temporary period being specified

(2) Temporary or permanent removal from holding office. The length of any temporary period being specified

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- (3) Temporary or permanent removal from membership of the Charity. The length of any temporary period being specified.

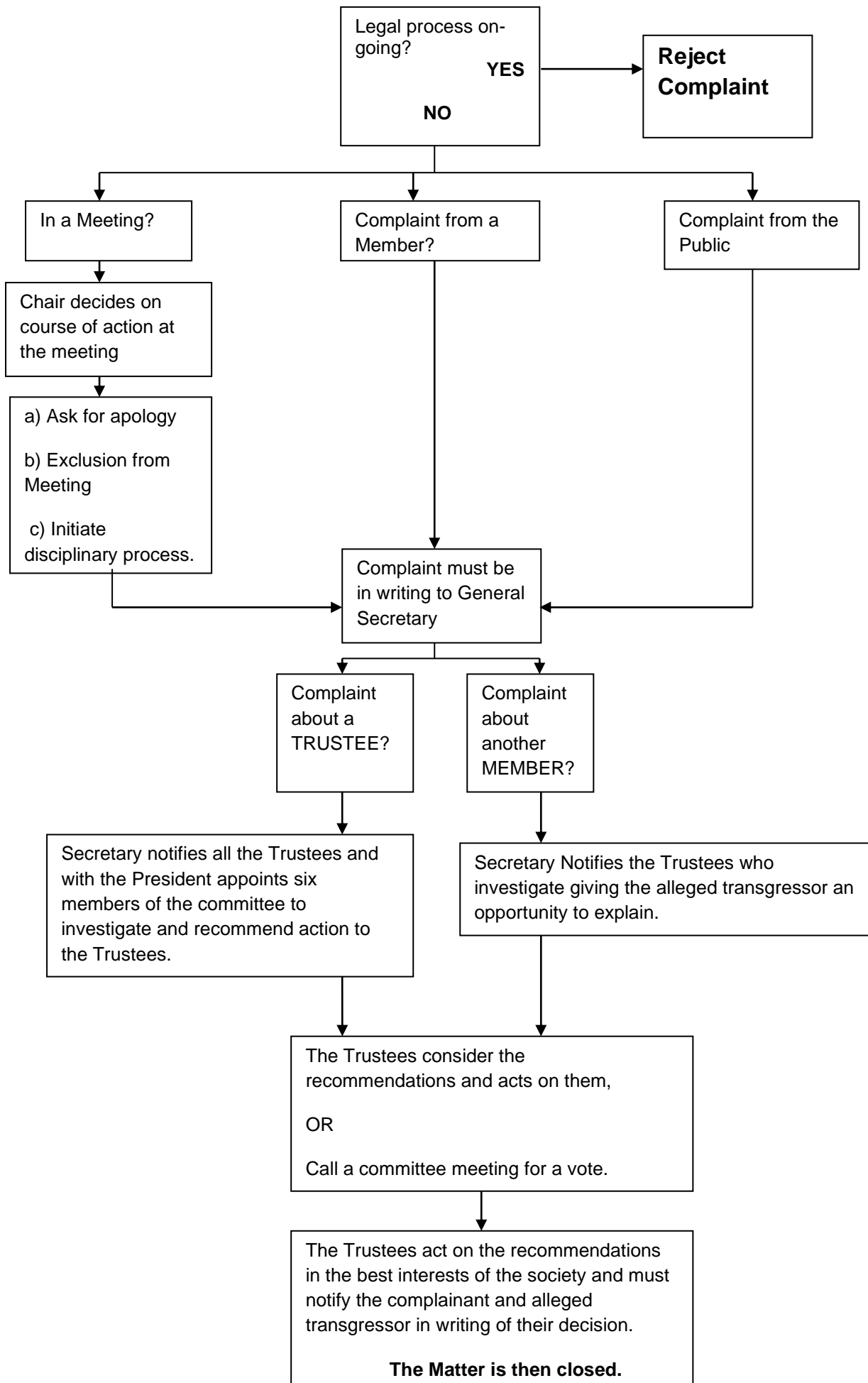
8. Closure of complaint

Once action has been decided as in clauses 5 or 6 above the secretary will:

- (1) Notify the complainant and transgressor of the decision, the reasons for the decision and the penalties imposed.
- (2) The secretary will record all the results of any disciplinary action for future reference.
- (3) Once the notification has been issued the matter is closed and no further discussion or correspondence will be acknowledged.

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DISCIPLINARY PROCESS



By- law 2.

Voting procedures Trustees and Committee.

Adopted:

1. Policy

The trustees and the committee of the Charity are elected by secret ballot at the annual general meeting in accordance with Section 18 and 22 of the constitution.

2. Nominations

- (1) A call for nominations must be made to all paid up members at least 60 days prior to the time at which nominations are closed.
- (2) Nominations may only be made and signed by paid up members.
- (3) Nominations for any of the six Trustees or up to 30 members of the committee must be made in writing to the secretary to arrive at least 30 days before the date of the meeting at which the election will take place. A nomination may be for one and only one of the following: Chair, Vice Chair, Treasurer, Trustee four, Trustee five, Trustee six
- (4) If there are no nominations or insufficient nominations for the trustees and/or committee then Section 18 Paragraph 2 or Section 22 Paragraph 3 of the constitution applies.

3. Eligibility to vote.

Members eligible to vote will be:

- (1) Paid up members as at Midnight prior to the meeting who qualify in accordance with the charity constitution.
- (2) Those persons having been granted and are holding the Honour of Life Membership.
- (3) At the meeting members must register to vote and those eligible will be issued with a Voting Card which authorises them to obtain a ballot paper.

4. Recording of votes.

- (1) The secretary must
 - (a) record the result of the ballot and include these figures in the minutes of the meeting.
 - (b) declare the results of the voting to the meeting.

- (c) The secretary must retain the ballot papers for a period of not less than 30 days after voting takes place.

By- law 3

Expense Claims.

Adopted:

1. Policy

No member should be out of pocket as a result of carrying out authorised work on behalf of the Charity. However expenditure must be controlled and the following rules apply.

2. What can be claimed.

- (1) Expenses in relation to goods or services purchased for the purpose of the charitable objective will be paid provided that:
 - (a) The purchase was authorised by one of the trustee prior to being incurred
 - (b) The expense claim is accompanied by the original receipts/invoices showing the purchase.
- (2) Mileage expenses incurred in travelling to and from an event organised by the Charity will be paid at a rate agreed by the trustees within the guidelines issued by the Tax authorities at the time. and provided that:
 - (a) The travelling was authorised by one of the trustees in advance of the journey.
 - (b) The dates, locations and distances travelled are shown on the claim.

3. What cannot be claimed.

- (1) Claims will not be accepted if:
 - (a) The expense was incurred more than two months prior to being submitted.
 - (b) The expense was not authorised by one or more trustees prior to being incurred.
 - (c) Travelling or subsistence expenses in relation to attending Trustee, General or Committee meetings.
 - (d) Travelling or subsistence expenses relating to the National Championship or other event organised by the Charity on day of the event itself.
 - (e) The claim is related to the recording of Names etc on Cups, Trophies or other items which may be considered "Personal".

4. Completion of the Expense form

(1) Expense forms must be completed in full and sent to the Treasure for payment.

(a) Name and address must be shown.

(b) The name of the trustee who authorised the expenditure must be shown.

(c) The claim must be signed and dated by the claimant.

(d) Claims can only be paid to the claimant named on the form.

By Law 4

Risk Management

Adopted:

1. Risk Policy

The Society holds that promotion of safe working practice is an important part of its ethos and will encourage and promote such practice in all its activities. In particular, we will insist on the highest standards of safety for members and the public. Where necessary, advice will be obtained from professional independent advisors. Members who fail to meet the standards required will be censured.

Any member in charge of an event organised on behalf of the society is required to complete a Risk Assessment form. Failure to do so may result in disciplinary procedures.

----- **END OF PART 3** -----

PART 4

Trustees statement of policies.

1. Aims and Objectives

The Objectives of the society are defined in its constitution,
To promote the craft of Hedgelaying and encourage good management of hedgerows and associated features that will benefit the conservation of hedgerows.

We will achieve this by, using the charities resources to:

1. Encourage the public to understand hedgelaying and hedgerow management by arranging a major competition which is advertised to attract visiting public and having representation at relevant public events where resources permit.
2. Encouraging competitions throughout the country to improve the quality of craftsmanship.
3. Seek other ways to improve the quality of craftsmanship by setting targets and qualifications
4. Seek to encourage the training of young people

2. Public Benefit.

2.1 What we Do!

The National Hedgelaying Society (NHLS) is dedicated to keeping alive the Skills and Craftsmanship traditionally used in the conservation of hedgerows. These skills have been used for Hundreds if not Thousands of years.

2.2 Heritage.

Hedgerows are a quintessential part of much of the British Countryside, recognised worldwide as a feature of our heritage. It is essential that these heritage features are correctly maintained for the benefit of future generations.

2.3 Historical Craftsmanship

The tradition of Hedgelaying has been known for many hundreds of years. There is archaeological evidence that it may date back to at least 2,000 BC. The Hedgelaying carried out today would be instantly recognised by our ancestors; the only thing which has changed is that for commercial purposes we use powered saws (chainsaws), although the hand tools used are the same design as those used centuries ago.

2.4 Nature Conservation

Hedgerows are an essential habitat for much of the wildlife in the UK. To keep this habitat in good condition especially for some of our endangered species it is essential that the hedges are maintained to a high standard. Mechanical hedge flailing will in the longer term be detrimental to the hedge as a wildlife habitat. All our ancient hedges that remain have in the past been laid and have survived for that reason.

2.5 Training Young People.

The NHLS provides grants and organises training (particularly for young people) to encourage them to take up the skill and pursue it either as part of a profession or as a volunteer with one of the many conservation groups throughout the country.

2.6 Volunteering.

Many of our members give their time freely to work with Volunteering and conservation groups throughout the UK. We aim to ensure that wherever support is given it is of the highest standard.

2.7 Education.

The Society attends many agricultural and country shows where we hold exhibitions to provide the public with information and educational demonstrations and literature to help them understand the need for this important form of conservation. We also work with several Agricultural Colleges to ensure that the countries future farmers understand and appreciate the need for managing hedgerows correctly.

2.8 Children and Vulnerable people.

At many of our events approved members of the society provide opportunities for Children and Vulnerable adults to “have a go” in a healthy, outdoor and safe environment.

2.9 Public Service.

To give assurances to the public who need to employ the services of a skilled Hedge Layer, we operate an “Accreditation” scheme. Professional Hedgelayers who sell their services can apply for accreditation and must undergo a test which is judged by other professional Hedgelayers. Accredited professionals are then able to trade showing that they have been accredited by the NHLS.

2.10 Competitions.

To maintain the standards of skill and craftsmanship we encourage and support many of the local Hedgelaying competitions which are run throughout the country.

2.11 Art.

Although hedgelaying has traditional “styles” throughout the UK it is also an “Art Form” in which each craftsman works to produce a hedge which is his or her interpretation of that style. Hedges are judged not only on the technicalities of laying but also on the appearance of the finished hedge.

3. Our Operating and Business policies.

3.1 Risk Management

The Society holds that promotion of safe working practice is a key part of its ethos, we will encourage and promote such practice in all our activities. We will insist on the highest standards of safety for members and the public. Where necessary, advice will be obtained from professional independent advisors.

3.2 Safeguarding Policy

Wherever we work with Children or Vulnerable people we comply with any statutory or voluntary requirements of the organisations we are collaborating with. No person working on behalf of the society will ever be left on their own with children or vulnerable persons.

3.3 People Management Policy.

When volunteers are working for the society they are given clear instructions on the lines of authority and reporting and provided with a written notice of their obligations in terms of Safety, Safeguarding and Security.

3.4 Discipline and Complaints Policy.

The Society has a membership of highly skilled craftsman as well as enthusiastic volunteers with a keen interest in hedgelaying. It is imperative that members treat each other with due respect. Disciplinary procedures are enshrined in the societies By Laws which are reviewed by the Trustees and agreed by the membership.

3.5 Complaints from the public.

The procedure for dealing with complaints from the public are included in the by-laws which are reviewed by the Trustees and agreed by the membership.

3.6 Investment Policy

The society has substantial funding some of which is invested. The Trustees regularly review the investments to maximise benefit, we will employ financial advisers when considered appropriate. Our current policy is to retain a minimum reserve equal to two years anticipated commitments.

3.7 Payment Policy

It is the policy of the Society to pay promptly any agreed contractual payments. There will never be unnecessary delay in payment and where there may be genuine cases of hardship the society will endeavour to facilitate payment early.

3.8 Data Protection

The Society complies with legislation to protect information held about its members. We will not divulge any information about a member to any third party without authority from that member unless legally obliged to do so. Only relevant information will be shown on the Societies web page for members who are Office holders or have paid to have their services advertised. A member will be provided with a copy of the information we hold about them on receipt of a written request along with the Membership Number, Name, and Address; once we are satisfied that it is a bona fide request we will return the information by post. A small charge may be made to cover the cost of administration

All key data is secured and protected from theft and illegal access by:

- (a) Using passwords known only by those authorised to access the data.
- (b) Using up-to-date virus and on-line protection software.
- (c) Backing up data on a weekly basis and storing a copy of the data at different location to where it is used.

3.9 Good Governance

All the trustees have agreed to abide by the Good Governance code published by the Charity Commission.

3.10 Conflict of Interest

Because the society is made up of people from all walks of life with a common interest in hedgelaying, it is essential that anyone holding office within the organisation declares any conflict of interest with any activity the society undertakes.

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3.11 Serious Incident reporting.

The Charity complies with the Charity Commission “Serious Incident reporting” procedure and will notify the commission and other appropriate authorities should there be any irregularities in finance or management or any allegations of criminal wrongdoing or sexual harassment.

-----**END OF PART 4**-----

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