



FRIENDS OF LOWTHER PAVILION

Registered Charity Number 1151735

1. ADOPTION OF THE CONSTITUTION – 27 NOVEMBER 2017

The association and its property will be administered and managed in accordance with the Provisions in clauses 1 to 7 inclusive of this Constitution.

2. NAME

The association name is **FRIENDS OF LOWTHER PAVILION registered charity 1151735** (and in this document is called “the Charity”)

3. OBJECTS

To further the exclusive charitable purposes of the Lowther Gardens Lytham registered charity 1117054 by the provision of assistance and support in particular to the Lowther Pavilion as the Trustees shall determine.

4. APPLICATION OF INCOME AND PROPERTY

1. The income and property of the Charity shall be applied solely towards the promotion of the Objects;

- a. A charity Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred 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;
- c. Be employed by, or receive any remuneration from the Charity;
- d. Receive any other financial benefit from the Charity, unless the payment is permitted by sub-clause (2), 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 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) 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. 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 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 a discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the 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.

4. In sub-clauses (2) and (3) 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
- b. “connected person” includes any person within the definition set out in Clause 29 (Interpretation)

6. DISSOLUTION

- 1. If the members resolve to dissolve the Charity at a General Meeting of the members by a majority of two thirds of the members present, 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 or similar to the charity;
 - c. In such other manner as 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 amongst the members of the Charity (except to a member that is in 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 THE CONSTITUTION

- 1. The Charity may amend any provision contained in clauses 1-7 inclusive 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 without the prior written consent of the Commission;
 - d. Any resolution to amend a provision of clauses 1-7 inclusive of this Constitution is passed by not less than two thirds of the members present and voting at a General Meeting
2. Any provision contained in clauses 8 - 29 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 twenty-one days of it being passed.

8. MEMBERSHIP

1. Membership of the Charity is open to individuals who are interested in furthering the work of the Charity and who have paid any appropriate subscription as agreed at the AGM (Annual General Meeting) or EGM (Extraordinary General Meeting)
2.
 - a. 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;
 - b. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - c. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final
3. Every member shall have one vote
4. All members upon signing their membership application forms agree to abide by the terms of this Constitution which is available for perusal on the Charity's website www.friendsoflowtherpavilion.co.uk
5. The Charity shall keep a register of members in accordance with the current Data Protection Act

9. TERMINATION OF MEMBERSHIP

Membership is terminated if:

1. The member dies or, if it is an 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 three months of it falling due;
4. The member is removed from the membership by a resolution of the Trustees that is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - a. The member has been given at least twenty one days' notice in writing of the meeting of the Trustees 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 (who need not be a member of the Charity) has been allowed to make representations to the meeting.

10. ANNUAL GENERAL MEETING ("AGM") AND EXTRAORDINARY GENERAL MEETING ("EGM")

1. An AGM must be held each year and not more than fifteen months may elapse between successive AGMs.
2. All other general meetings than the AGM, shall be called EGMs
3. The Trustees may call an EGM at any time
4. The Trustees must call an EGM if requested to do so by at least ten members. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call an EGM but in doing so they must comply with the provisions of this Constitution.

11. NOTICE OF AGM OR EGM

1. The minimum period of notice required to hold any AGM or EGM of the charity is twenty-one calendar days from the date on which the notice is deemed to have been given.
2. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must say whether the meeting is to be an AGM or an EGM. At an EGM the only matter(s) to be discussed are those detailed on the notice sent out for the EGM
3. The notice must be given to all the members and to the Trustees
4. The AGM should be chaired by the Secretary. An EGM can be chaired by the current Chair.

12. QUORUM

1. No business shall be transacted at any AGM or EGM unless a quorum is present.
2. A quorum is one tenth of the membership entitled to vote upon the business to be conducted at the meeting
3. 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 fourteen calendar days' notice of the reconvened meeting stating the date, time and place of the meeting.
5. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of that meeting, the members present at that time shall constitute the quorum for that meeting

13. CHAIRING MEETINGS

The trustees, at their first committee meeting immediately following an AGM, must elect one of their number to chair their meetings and one of their number to act as vice-chair until the date of the next AGM. The person elected shall always be eligible for re-election. If that person is not present within ten minutes after the time appointed for holding a meeting, or if no-one has been elected, or if the person elected has ceased to be a trustee, the trustee appointed as vice-chair should chair the meeting. If neither the persons elected as chair and vice-chair are present within ten minutes of the time appointed, the trustees present must choose one of their number to chair the meeting.

The person elected to chair meetings of the trustees shall have no other additional functions or powers except those conferred by this deed or delegated to him or her by the trustees

14. ADJOURNMENTS OF AGM and EGM MEETINGS

1. The members present at a meeting may resolve that the meeting shall be adjourned
2. If a meeting is adjourned by a resolution of the member for more than seven days, at least fourteen calendar days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

15. VOTES

1. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have
2. A member's signed postal vote or email must be received by the Secretary no later than 48 hours before the meeting, if that member cannot attend the meeting. Texts cannot be accepted.

16. TRUSTEES

1. The Charity and its property shall be managed and administered by a Committee elected in accordance with this Constitution. The members of the Committee shall be Trustees of the Charity and in this Constitution are together called "the Trustees" and will include the roles of a Chair, Vice-Chair, Secretary & Treasurer. All the Trustees will serve for a period of one year.
2. A Trustee must be a member of the Charity

3. No-one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 19.
4. The number of Trustees shall be not less than ten (unless than otherwise determined by a resolution of the Charity at an AGM or EGM) and shall be not more than fifteen including the Chair, Vice Chair, Secretary & Treasurer
5. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees

17. APPOINTMENT OF TRUSTEES

1. As per 16 (1)The Charity at an AGM shall elect all the Trustees including Secretary & Treasurer
2. Each of the current Trustees shall retire with effect from the conclusion of the AGM next after his or her appointment, but shall be eligible for re-election at the said AGM
3. In selecting individuals for appointment of Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the charity.
4. The Secretary must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each Trustee.
5. No-one may be elected as a Trustee at any AGM unless prior to the meeting the Secretary is given 7 calendar days written notice which:-
 - 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
 - c. Is signed by the person who is to be proposed to show his or her willingness to be appointed, and by their proposer and seconder.
6. The appointment of a Trustee whether by the Charity at an AGM 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.
7. The Trustees may co-opt a member onto the Committee if a vacancy arises between AGM to AGM, and they will then be eligible for election at the following AGM. A co-opted member will have voting rights but will not be a full Trustee until they are voted for at the AGM.
8. The Trustees must make available to each new Trustee, on his or her first appointment:-
 - a. A copy of the Constitution and any amendments made to it;
 - b. A copy of the charity's latest report and statement of accounts

18. POWERS OF THE TRUSTEES

1. The Trustees must manage the business of the Charity and have the following powers in order to further the Object (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 appoint non-voting advisers to attend their meetings to advise on their respective areas of expertise;
 - c. To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - d. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - e. To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
2. To set aside income as a reserve against future expenditure but only in accordance with the following written policy about reserves :-
 - a. In accordance with section 18(2) of the Friends of Lowther Pavilion Constitution, it is agreed that an amount of £2,000 (two thousand pounds) must be held in the Friends of Lowther Pavilion bank account at all times as a reserve against future expenditure. Any alteration to this amount must be agreed by a majority of Trustees at their monthly committee meeting and must then be ratified at the next AGM.

3.
 - a. To obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - b. 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 so by the Trustee Act 2000 (or as the said Act may be amended).
 - c. To do all such lawful things as are necessary for the achievement of the Objects
 - d. The decision of the Trustees is final.
4. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any act of the Trustees.
5. Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees

19. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to be a Trustee/Committee member if he or she:

1. Is 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; or
3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
4. resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain when the notice of resignation is to take effect), or;
5. is absent without the prior agreement of the Trustees for six consecutive Committee meetings including Emergency Committee meetings; or
6. is the subject of a vote of no confidence
 A Vote of No Confidence is a statement or vote by the majority of Trustees that, following a motion discussed by the Committee, a person is no longer deemed fit to remain a Trustee/Committee member because they are failing to carry out obligations, or are making decisions that committee members feel are detrimental to the charity. This discussion will be conducted WITHOUT PREJUDICE

20. 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 a Trustee
4. Questions arising at a Trustees meeting must be decided by a majority of votes
5. In the case of an equality of votes the person who chairs the meeting shall have a second or 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 six Trustees or such larger number as may be decided upon 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 calling an AGM or EGM
10. The person elected as Chair shall chair the meetings of the Trustees

11. If the Chair is unwilling to preside or is not present within 30 minutes after the time appointed for the meeting, the person elected as Vice-Chair shall preside over the meeting; in the absence of both Chair and Vice-Chair 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 further functions or powers except for those conferred by this Constitution or delegated to him or her in writing by the Trustees.

21. CONFLICTS OF INTEREST & CONFLICTS OF LOYALTIES AND SAVING PROVISIONS

21.1 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

A charity Trustee must:

1. Declare the nature and any extent of any interest, direct or indirect which he or she has 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 himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interest of the Charity and any personal interest (including but not limited to any personal financial interest)

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

21.2 SAVINGS PROVISIONS & IRREGULARITIES IN PROCEEDINGS

1. Subject to sub-clause 2) of this clause, all decisions of the Charity Trustees, or of a committee of the Charity Trustees shall be valid notwithstanding the participation in any vote of a Charity Trustee:
 - a. Who is disqualified as a Trustee
 - b. Who had previously retired or who had been obliged by this Constitution to be removed as a Trustee
 - c. Who was not entitled to vote on the matter, whether by reason of a conflict of interest 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 to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees, but for sub-clause 1) the resolution would have been void, or if the Charity Trustee has not complied with clause 21.1 Conflicts of Interest and Conflicts of Loyalties.
3. No resolution of act of
 - a. The Trustees
 - b. Any committee of the Trustees
 - c. The Charity at AGM or EGM
 shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

22 DELEGATION AND SUB COMMITTEES

22.1 DELEGATION

1. The Trustees may delegate any of their powers or functions to a sub-committee or working party of two or more Trustees, 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. No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees
 - b. The Trustees may revoke or alter a delegation in instances where the interests of the charity are believed to be endangered
 - c. All acts and proceedings of any committees and/or working parties must be fully and promptly reported to the Trustees

22.2 SUB COMMITTEES

1. The Trustees at committee meeting will decide if a sub committee is required.
2. Volunteers will be asked to join a sub committee as follows
 - a. There should be a maximum of 6 on a sub committee – 2 of which should be committee members and 2 of that 6 should have arranged events in the past. 2-4 non-committee members but members of the charity, may be invited to join the subcommittee
 - b. Once the sub committee has a budget, it will report back to the general committee for their agreement to go ahead and agreement on the costs. In addition to the agreed costs, the subcommittee may then spend up to a total of £100 on emergency items with the authorisation of either the Secretary or Treasurer (see clause 24(4)c
 - c. Once the general committee has agreed the costings, the sub committee should give the Secretary details of the event so the Secretary can obtain a contract from the theatre
 - d. The sub committee should complete the relevant Event Task List, obtainable from the Secretary

23. MINUTES

The Trustees must keep minutes of all:

1. Proceedings at meetings of the Charity
2. Meetings of the Trustees and committees of Trustees including:
 - a. The names of the Trustees present at the meetings;
 - b. The decisions made at the meetings; and
 - c. Where appropriate, the reasons for the decisions
3. The Trustees must approve the minutes of the previous meeting & make any relevant amendments

24. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN

1. The Trustees must comply with their obligations under the Charities Act 2011 (or as the said Act may be amended or updated) 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
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.
3. The financial year of the Charity shall be from 01 September to 31 August
4. Funds
 - a. The funds of the Charity should be applied solely to furthering the Objects of the Charity
 - b. The funds of the Charity, including all members' subscriptions, donations and bequests shall be paid into an account operated by the Trustees in the name of the Charity, at such bank as the Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two unrelated Trustees
 - c. Administration costs incurred by the Secretary, Treasurer and Membership Secretary up to £100 can be authorised by the Treasurer and/or the Secretary. All other proposed expenditure must be authorised by the Trustees present at a quorate meeting.
 - d. Monies paid to the Charity are non-refundable

25. REGISTERED PARTICULARS

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

26. 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, are vested either in a corporation entitled to act as

a custodian Trustee or in not less than three individuals appointed by them as holding Trustees.

2. The terms of the appointment of 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 the members of the Charity.
3. The Trustees may remove the holding Trustees at any time.

27. INSURANCE

The Trustees must insure appropriately in respect of public liability, employer's liability, Trustees Indemnity, and assets insurance

28. 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 email
2. The Charity may give any notice to a member either;
 - a. Personally; or
 - b. Sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - c. By email to the member's email address.
 - d. Communication by telephone or text is not acceptable

A member present in person at any meeting of the Charity shall be deemed to have notice of the meeting and of the purposes for which it was called.

29. 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

30. INTERPRETATION

In this Constitution, "connected person" means:

1. A child, parent, 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 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-clauses (1) to (3) above; or
 - b. By two or more persons falling within sub-clause (4)a. when taken together
5. A corporate body 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 (or as the said Act may be amended) apply for the purposes of interpreting the terms used in this clause.

THE ABOVE CONSTITUTION WAS ADOPTED AT AN EXTRAORDINARY MEETING OF MEMBERS OF FRIENDS OF LOWTHER PAVILION HELD ON MONDAY 27 NOVEMBER 2017.

SIGNED & APPROVED BY THE MEMBERS PRESENT AS FOLLOWS:-