

NEW ENGLAND WOOD TRUST

Chairman: Ken Burgess
Treasurer: Hamish Church

12 November 2021

Sam Heynes, Parish Clerk
Cuckfield Parish Council
The Queen's Hall
High Street
Cuckfield
RH17 5EL

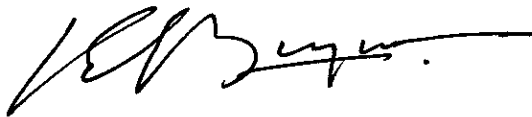
Dear Ms Heynes,

On behalf of New England Wood Trust I am applying for a Parish Council Grant.

The costs involved in managing New England Wood continue to rise: materials, tools, statutory training and insurance. Support from the local community meets much of this but we must look to individual donors to continue our work. Hence this application.

The support of the Parish Council is much appreciated by the Trustees, volunteers and all those who use and enjoy New England Wood.

Yours sincerely,



Ken Burgess
Chairman, New England Wood Trust

Enc:

- Application form
- Trust Constitution
- Trust accounts
- Sample wood management report



Registered Charity No. 1188549
Address; 4 Manor Drive, Cuckfield, RH17 5BT
Trustees: Ken Burgess, Andy Burton, Hamish Church, Patrick Letschka, Malcolm Hewitt
Tim Newnham, Ross Bradshaw, James Grieve, Helen Crabtree
Email: cuckfieldwoodlanders@gmail.com Website: cuckfieldwoodlanders.com



GRANT APPLICATION FORM

Name of Organisation	New England Wood Trust
Contact Name and Address	Ken Burgess 4 Manor Drive, Cuckfield, RH17 5BT
Telephone Number	07764 259022
Email Address	kenpburgess@gmail.com
Position	Chairman

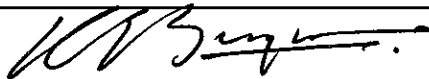
Is the Organisation a Registered Charity?	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>	
If yes, please provide Charity Number	1188549		
Amount of grant requested £	£200		
What is the nature of your organisation's activity?			
To provide funds and volunteers to manage New England			
What are the aims and objectives of your organisation?			
To protect the environment and wildlife of New England Wood and maintain it as a place of enjoyment and benefit for the residents of Cuckfield			

When was your organisation formed?		18 June 1981	
Has it operated previously under another name?		Yes	No <input checked="" type="checkbox"/>
If so, when did the change take place?			
Is your organisation part of, or affiliated to, a national organisation?		Yes	No <input checked="" type="checkbox"/>
If yes, please provide details			
What is the catchment area of your organisation?		Cuckfield	
How many members belong to your organisation?		50 approx trustees, volunteers and supporters	
Cuckfield Residents	50	Non Cuckfield Residents	
If your organisation is not membership based, please give details of the number of people you work with/provide services for and how many are resident within Cuckfield			
Briefly describe the project or purpose for which you require a grant		Ongoing maintenance of New England Wood	
How will this project benefit the community or residents of Cuckfield?		Maintaining the wood for the benefit of Cuckfield residents	

Is your organisation VAT registered?	Yes		No	X
If Yes please write in your VAT number				
When do you intend to start the project?	Ongoing			
Completion Date	Ongoing			
Have you previously received, or applied for, a grant from Cuckfield Parish Council?	Yes	X	No	
If YES, please give details of amount(s) and year(s)	Last £100 2018			
Please add any further information in support of your application (additional literature, leaflets or recent annual reports may be enclosed with the application)				
Please see enclosures				

Declaration

I declare that I have read and accept the conditions of the grant and that I have answered all questions fully and truthfully. I also declare that any grant made will be used solely for the purposes outlined in this application. I understand that Cuckfield Parish Council reserves the right to reclaim the grant in the event of it not being used for the purpose specified.

Full Name	Kenneth Burgess
Signed	
Position	Chairman
Date	12/11/2021
Email	kenpburgess@gmail.com

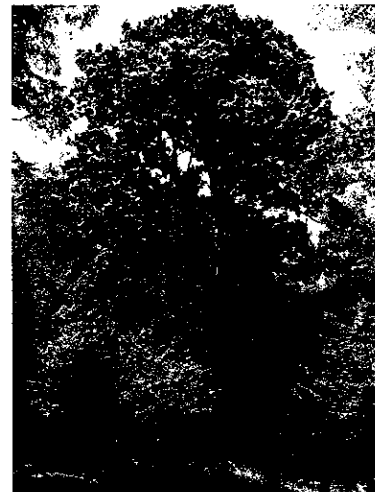
New England Wood Managers Report- Patrick Letschka

New England Wood is a very precious place and continues to need our protection to preserve it as a beautiful nature reserve. Our touch should be light when we work in it. Half of the wood stands untouched on purpose and is home to three species of orchid. The rotting tree trunks are left to increase the natural abundance of insects, fungi and to refresh the ground for new saplings to thrive in. Late winter was very wet, not good for walkers or workers but in spring the wood responded in its own way.



The other half of the wood is managed and here glades are restored to allow sunshine to warm the ground in early spring. We cut down these areas with scythes and bill hooks in four specific areas. One site with an eye to late autumn and the planned coppicing cycle. Some small trees were cut to allow more space in the tree canopy so that things can change and grow on the ground.

Every week we keep a record of who comes along to volunteer. We all sign a specific health and safety form and receive a task for the morning. The group has new members and they are all very welcome. We are pretty well equipped, sometimes adding to our collection here and there with new tools and wheel barrows. The summer was hot and long. In June and August, two species of butterfly, the White Admiral and the Silver-washed Fritillary could be seen, they had a very good year. Other butterflies including the Speckled Wood are also thriving. We kept paths clear of brambles, repaired bridges and benches and kept an eye on youthful bar-b-ques. The plan of creating a walk around the wood by building pathways using brush, cord wood and chippings meant we tackled new ground and sometimes returned to refresh worn out sections.



Scything glades continued into late summer. The ash trees let their leaves drop early, the young trees are not well but the older larger trees are showing some signs of resilience to dieback. They are not the only species to suffer, the big horse chestnut's leaves curl up brown and drop too early. The oaks and beeches look spectacular though and sometimes new things are discovered –unrecognised lichen under a fallen oak – a lesson in cuckoo pint anatomy by John.

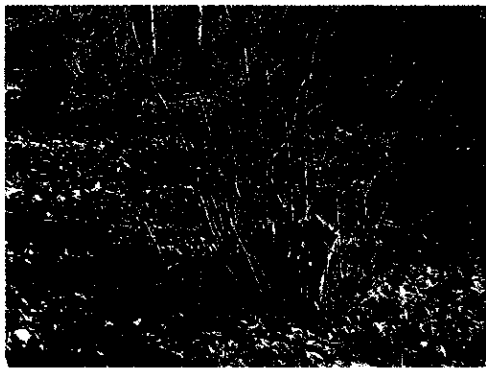
As the autumn approached the Sweet Chestnut trees dropped their fruits in abundance.



Our neighbours cut back their boarder trees in October – sometimes cutting our trees too - but it has allowed more sun light into our wood and they cleared up the debris really well. We were allowed to take some of the cut wood to make our paths more resilient. Students visited from the university of Brighton and had a whole day making spoons and cooking over a fire. The days started to cool, fungi popped up everywhere and leaves began to fall.



Coppicing began in a large area just south of the central seating ring. It was a big patch and produced a lot of small diameter hazel, holly and sycamore rods. It needed to be cleared to allow a new generation of coppice wood to grow, ready to harvest in about 15 years' time. To protect the new shoots, protective structures fenced out wandering deer. The produce has been selected and stored ready to be converted into flower sticks, bean poles and pea sticks.



Our focus now is to keep away from emerging bluebells and to keep pathways open and as dry as possible. Repairing and rebuilding structures like the north entrance five bar gate / kissing gate. We have a few more sycamores to remove and fallen oaks to convert into planks. Thank you to all the volunteers, your good humour, patience and hard work makes Monday mornings an incredibly special time. And to all the Cuckfield Woodlander supporters for your generous donations that make it all possible!



New England Wood Trust
Income and Expenditure Statement
For year Ended 31/12/2020

DETAIL	NOTES	Year Ending 31/12/2020	Year Ending 31/12/2019
		£ p	£ p
INCOME			
Interest Received :-	NS and I Income Bond	335.64	345.01
	Bank Interest	34.62	49.19
	SUB TOTAL		
Donations	2 & 3	3,284.48	2,332.42
	TOTAL INCOME	3,654.74	2,726.62
EXPENDITURE			
Public Liability Insurance		744.15	694.15
Woodland Consumables	4	785.76	589.73
Tools	5	104.95	194.32
Room Hire, Subscription and Other	6	73.00	102.49
Conversion to CIO		620.00	775.00
Courses attended - Chainsaw & First Aid			431.20
	TOTAL EXPENDITURE	2,327.86	2,786.89
	NET SURPLUS or (DEFICIT)	1,326.88	(60.27)

Balance Sheet
As At 31/12/2020

DETAIL	Notes	As @ 31/12/2020	As @ 31/12/2019
ASSETS			
Bank Account - Current		1,712.13	1,814.60
Bank Account - Cuckfield Woodlanders		10,762.83	9,117.73
Net Bank Balance		12,474.96	10,932.33
Income Bonds		30,000.00	30,000.00
		42,474.96	40,932.33
REPRESENTED BY			
Accounts Payable	7	245.76	30.01
Contingency Reserve		20,000.00	20,000.00
Capital Reserve - Brought forward			
(After the Creation of a Contingency Reserve)		20,902.32	20,962.59
Add / Deduct Surplus or (Deficit)		1,326.88	(60.27)
		42,474.96	40,932.33
TOTAL RESERVES			

CHAIRMAN :- Mr K Burgess

TREASURER:- Mr D H Church

Note 1 Valuation of Working Assets

The Trustee's policy is to fully write off the value of working assets in the year of their purchase.

Note 2 Donations

Source	2020	2019
Cuckfield Society	1,000.00	
Cuckfield Parish Council		200.00
Ernest Kleinwort Charitable Trust		
Independent State of Cuckfield	300.00	300.00
Sundry Donations	374.00	314.50
Cuckfield Woodlanders	Note 3	1,517.92
Total	3,284.48	2,332.42

Note 3 Cuckfield Woodlanders

Source	2020
Gross Income before Gift Aid	1,319.91
Gift Aid	333.65
Total Income	1,653.56
Less Virgin Annual Admin Costs	43.08
Net Income	1,610.48

Note 4 Woodland Consumables

Source	2020
Wood chips	540.00
Timber	245.76
Total	785.76

Note 5 Tools

Source	2020
Silky saw blades (x6 various)	104.95
Total	104.95

Note 6 Room Hire & Subscription

Source	2020
Small Woods Association	40.00
Rent of Room from Parish council	33.00
Total	73.00

Note 7 Account Payable

This amount is in respect of a payment for Woodland Consumables which was uncleared by the bank at

Note 8 Contingency Reserve

This reserve has been created to provide for unexpected expenditure that might arise from the increasing incidence of severe winter storms. This therefore underpins the terms of the Trust, under which the Trustees are required both to conserve the wood for the benefit of the public and for nature conservation.

Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees

('Foundation' model constitution)

Date of constitution (last amended): FINAL 26th Feb 2020

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is
New England Wood Trust

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

To improve, protect and conserve the New England Wood, Cuckfield, West Sussex for the public benefit and as broadleaf woodland.

To establish, form, maintain and manage for the public benefit a nature reserve for the conservation and control of wild plants and other vegetation and of the wild creatures of any description living naturally therein.

4. Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, 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;

NEW ENGLAND WOOD TRUST dated 26th Feb 2020

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO'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 CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

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

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. 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 CIO as a beneficiary of the CIO 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 CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

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- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO 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 CIO. 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 CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO 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 a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
 - (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 CIO 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 with regard to the supply of goods to the CIO
 - (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 6.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or

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- (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absents 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.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.

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(b) No one may be appointed as a charity trustee:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)]

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(3) Number of charity trustees

There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

The maximum number of charity trustees is ten. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees of the CIO are:

Helen Mary Crabtree, Ross Norman Bradshaw, James William Grieve for 4 years
Patrick Letschka, Andrew John Robert Burton, Hamish Douglas Church for 3 years
Tim Newnham, David John Mortimer, Kenneth Peter Burgess for 2 years

10. Appointment of charity trustees

- (1) Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees.
- (2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

11. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

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12. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of twelve months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the CIO, 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;
 - (e) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
 - (f) A majority of charity trustees decide that it is in the best interest of the CIO that a trustee should be removed, and pass a resolution to this effect
- (2) Before the charity trustees take any decision to remove a charity trustee of the CIO they must:
 - (i) inform the charity trustee of the reasons why it is proposed to remove him, her or it from acting as a charity trustee;
 - (ii) give the charity trustee at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from acting as a charity trustee;
 - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the charity trustee should be removed from acting as a charity trustee;
 - (iv) consider at that meeting any representations which the charity trustee makes as to why they should not be removed; and
 - (v) allow the charity trustee, or the charity trustee's representative, to make those representations in person at that meeting, if the charity trustee so chooses.
- (2) Any person retiring as a charity trustee is eligible for reappointment
- (3) A charity trustee who has served for three consecutive terms may not be re-appointed for a fourth consecutive term but may be reappointed after an interval of at least one year

13. Taking of decisions by charity trustees

Any decision may be taken either:

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- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

14. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is

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unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a **quorum** is present at the time when the decision is taken. The **quorum** is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the CIO

- (1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are the charity trustees. Membership of the CIO cannot be transferred to anyone else.
- (2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

17. Informal or Associate (Non-Voting) Membership

- (1) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (2) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

18. Decisions which must be made by members of the CIO

- (1) Any decision to:

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- (a) Amend the constitution of the CIO;
- (b) Amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- (c) Wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

(2) Decisions of the members may be made either:

- (a) By resolution at a general meeting in person or via proxy; or
- (b) By resolution in writing, in accordance with sub-clause (4) of this clause

(3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (Voluntary winding up or dissolution) or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by 75% majority of those members voting at a general meeting or agreed by all members in writing.

(4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

- (a) A copy of the proposed resolution has been sent to all the members eligible to vote; and
- (b) The required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

19. General meeting of members

(1) Calling of general meetings of members

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The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause [18]. (Decisions which must be made by the members of the CIO)

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 15 (2)–(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members

(4) Proxy Voting

- (a) Any member of the CIO may appoint another person as proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed
 - (iii) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - (iv) Is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:

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- (i) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by on or behalf of the member by whom or on whose behalf the proxy notice has been given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

20. Saving provisions

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

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- 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 if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

A document is validly executed by signature if it is signed by at least two of the charity trustees.

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22. Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- i. provide the members with the notice referred to in clause 19(2) (Notice of general meetings);
- ii. give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); and
- iii. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 18 (Members' decisions), 18(4) (Decisions taken by resolution in writing)

(c) The charity trustees must:

- i. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- ii. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a combined register of its members and charity trustees.

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24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of trustees and officers made by the charity trustees;
- (2) retirement and removal of charity trustees;
- (3) proceedings at general meetings of the CIO;
- (4) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (5) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO 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.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

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- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause [19] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

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(a) the charity trustees must send with their application to the Commission:

- i. a copy of the resolution passed by the members of the CIO;
- ii. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
- iii. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution: “**connected person**” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

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“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.