

# Clause by Clause Guide to the Constitution

The Meadow Orchard Project

Form issued by: Trustee board

Version: 010825-1



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## 1. Introduction

This guide is your companion to the Meadow Orchard Project Constitution - a document that is not just about legal compliance, but about how we hold this space together.

This document is meant as a companion for those members who wish to dive into the constitution. You can find our constitution here: [Constitution of the Meadow Orchard Project](#)

The constitution may appear, at first glance, to be a formal rulebook. But underneath, it's a story about who we are, how we make decisions, and what we owe each other as members, volunteers, and trustees of this community-led charity.

This guide takes you through the constitution clause by clause, with reflections, examples, and actionable steps. We don't recommend you read it from beginning to end, but for the clauses of the constitution you wish to understand better. It's designed to help you feel where they come from, know why they matter, and recognise how they protect your rights, your ideas, and your power to act.

## 2. Member's Toolkit

Throughout this guide, you'll see references to a set of member tools, including forms and calls to action that exist to turn your ideas, feedback, and concerns into organisational action. These aren't meant to feel like bureaucracy. They're meant to feel like an invitation.

Each form creates a clear, trackable route for your voice to be heard and ensures there is a record of what you've asked, proposed, or challenged. You can always begin with a conversation, but if you want to ensure follow-up, these tools help make it happen.

### Key tools include:

- Resolution Form – to bring forward decisions for a vote
- Subgroup Formation Form – to propose a new circle of action with delegated powers
- Feedback and Concerns Form – to raise suggestions, worries, or questions
- Incident, Complaint or Grievance Form – to address serious issues respectfully
- Policy Review Request Form – to challenge or improve internal rules and processes
- Constitution Amendment Form – to initiate deeper structural change
- Trustee Performance Review Request Form – to uphold accountability at the top

You don't have to know everything. You just have to care enough to begin. These forms are not the only way to act, but they are one way in. If you're not sure where to start: Ask a question; Start a conversation; Share your experience; Submit a form.

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The forms offer a shared language for participation, and help the trustees uphold their responsibility to respond. The worst kind of governance is silent. The best kind is made together.

## 3. The meaning of each Clause

This is your constitution. This is your charity. Your participation is what brings it to life.

### Clause 3: Object(s)

#### 1. What It's About

This is where we name what we're here for. These objects are not just legal wording - they are a statement of care, a shared promise to our community, the land, and each other. They hold the spirit of our work in words that can carry weight with big institutions, while still staying true to our values.

Think of this clause as the north star we orient towards whenever we make a decision, plan a project, or respond to change. It holds us steady. It keeps us focused. It ensures we grow in the right direction.

#### 2. How it Fits Within the Law

Every charity in the UK is required by law to define its charitable purposes - these are called "objects." They tell the Charity Commission, funders, and the wider public what the organisation exists to do and who it exists to benefit.

Our objects:

- Place us within legally recognised categories of public benefit (e.g. health, citizenship, environmental protection)
- Allow us to access funding and maintain charitable status
- Act as a boundary - so that any activity we undertake must serve one or more of these stated purposes

We've written our objects in a way that reflects our values, but also satisfies legal requirements under the Charities Act 2011. That's why the language may feel formal and overly specific - it's doing protective work.

It's not something to ignore or rephrase loosely. But it's also not something to fear - it's there to give legitimacy and support to the work we already do with love.

#### 3. What This Means for You (as a Member)

As a member, these objects:

- Anchor what the organisation can (and can't) do

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- Help you understand whether a new idea or project fits within our charitable mission
- Give you a tool to hold trustees accountable - if something strays from these purposes, you have the right to question it

You don't need to memorise them. But it's good to know their shape - because everything we do must somehow connect back to these shared purposes.

You are a guardian of the mission, and these objects are your reference point.

## 4. Ways to Engage or Take Action

- If you have an idea or project you want to propose, ask yourself: *"Does this align with our charitable purposes?"* If it supports well-being, promotes community, fosters sustainability, or helps people connect with nature - it probably does.
- Use the [Resolution Form] to propose a new initiative
- Use the [Policy Review Request Form] if you believe an activity or policy is out of step with our stated purpose
- Use the [Constitution Amendment Form] if you feel the objects themselves need to evolve

And remember: forms are just tools. You can always start with a conversation. Say to someone: *"I have an idea - can we explore how it fits with our purpose?"* If it has heart, we'll help you give it structure.

## 5. Real-Life Example

Jamie, a member who's been leading seasonal craft workshops, wants to create a new winter storytelling event that weaves folklore with mental health awareness.

She speaks to a trustee and says: "This feels meaningful and healing - do you think it fits with our charitable purpose?"

Together, they look at the object: *"To promote and protect the physical and mental health and well-being of the public through access to community green space, therapeutic activity and peer support."*

It clearly aligns. Jamie decides to get a group of members together to submit a Site Use & Events Form - because she wants to invite others to support and co-create it.

## 6. Quick Guide

You have the right to...

- Propose new ideas that align with our charitable purposes
- Ask for clarification about how a project or policy fits the mission

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- Raise concerns if the organisation appears to be straying from its stated objects

You are expected to...

- Understand that everything we do must serve a charitable purpose
- Consider our mission when planning activities or decisions
- Respect that some activities, even if valuable, may not be suitable for MOP as a charity

This protects you by...

- Making sure our resources are used for the public good
- Keeping us eligible for charitable funding and support
- Providing a clear, shared foundation for action and accountability

## Clause 4: Powers

### 1. What It's About

This clause gives the organisation - through its trustees - the tools to act. These powers exist so that care can flow from intent into practice. They don't dictate what must be done, but they lay out what is possible, within the boundaries of our shared purpose.

Think of it like a toolshed containing the implements we are allowed to use, to care for the land, support each other, and bring our values into being.

They are not about control, but about enabling action, like funding compost loo repairs, signing an insurance contract, publishing a zine, paying for seeds, or creating a safeguarding policy.

### 2. How it Fits Within the Law

UK charity law requires trustees to be empowered to act on behalf of the organisation, but also accountable for how that power is used.

This clause:

- Lists the kinds of actions trustees may legally take to fulfil the organisation's purpose
- Makes it clear that those actions must always support the charitable objects in Clause 3
- Provides legal protection for decisions made in good faith (e.g. entering a contract, holding insurance, receiving donations)

These powers aren't a blank cheque. They are bound by duty - and trustees must always act within the scope of the mission and the law.

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Having them written clearly in the constitution helps avoid confusion, misuse, or legal risk. It also ensures we can confidently enter into agreements with funders, landlords, service providers, or public bodies.

## 3. What This Means for You (as a Member)

This clause tells you what the trustees are allowed to do - and by extension, what *you* are helping to oversee as a member.

You don't need to approve every decision (that would be exhausting!) - but you have the right to:

- Know what powers are being used and why
- Question actions that feel out of alignment
- Propose how powers could be better distributed (e.g. through subgroups or policy)

This clause also gives you context when reviewing how decisions are made:

- Why do trustees need to approve that budget?
- Why is a formal agreement needed for that workshop series?
- Why is a risk policy being created?

It all connects back to the powers granted here.

## 4. Ways to Engage or Take Action

- If you want to understand or question how a decision was made, you can use the [Document Request Form] to review minutes or written agreements
- If you believe a power has been misused or used without sufficient transparency, you can:
  - Raise it with trustees directly
  - Share concerns through the [Feedback and Concerns Form], or the [Incidents, Complaints and Grievances Form]
  - Call for a policy review or performance reflection
- If you feel the distribution of power needs to shift (e.g. more member-led processes, or delegated authority to subgroups), you can:
  - Propose new processes via the [Resolution Form]
  - Work with others to update a policy through the [Policy Review Request Form]

And again, forms are just one route. You can always start with a conversation. Say:

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*"I'm curious about how this decision was made - can someone walk me through it?"*

## 5. Real-Life Example

Amira notices that the orchard's tool shed is falling apart. A member suggests applying for a local community grant to fund a rebuild.

A trustee explains: "We can apply for funding, enter into a contract with the supplier, and hold the funds - Clause 4 gives us that power. But we also need to check that the rebuild supports our objects (Clause 3) and follows our financial procedures."

## 6. Quick Guide

You have the right to...

- Review how powers are being used
- Propose changes to how powers are shared or delegated
- Raise concerns if you feel powers are being misused

You are expected to...

- Understand that trustees are legally responsible for certain decisions
- Support transparent and accountable use of power
- Participate in shaping how power is used within your area of activity

This protects you by...

- Ensuring trustees can take action when needed
- Making decision-making traceable and reviewable
- Providing a legal basis for holding agreements, funding, and responsibilities

## Clause 5: Application of Income

### 1. What It's About

This clause is our reminder that everything we receive - money, time, donations, tools - is given in trust. It belongs not to any one person, but to the shared mission we've committed to. Every pound raised, every grant accepted, every item bought or gifted is there to support our collective work, not to line pockets or build personal power.

This clause helps us act with integrity, especially when resources are tight - to remember that what we have is sacred, and it must serve the whole.

### 2. How it Fits Within the Law

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Charity law in the UK requires that all income be used exclusively to further the organisation's stated charitable purposes.

This clause:

- Prohibits trustees, members, or volunteers from personally profiting from their involvement (except in very limited, declared, and approved circumstances)
- Ensures donations, grants, and public money are used transparently and ethically
- Helps the organisation stay compliant with funders and regulators

It also helps prevent conflicts of interest, fraud, or misuse of funds - protecting both the organisation and its members.

Some limited exceptions are allowed (e.g. paying someone for a contracted service), but these must follow formal procedures and can't be self-approved by trustees or members involved.

### 3. What This Means for You (as a Member)

You have a voice in how money is spent, but you're not entitled to use it, or the things it buys, for personal benefit.

That means:

- You can suggest purchases, budget priorities, or new funding streams
- You can't pay yourself, or benefit financially or materially from a project you're managing, unless there's been full transparency, review, and approval from disinterested parties
- You're part of a community that values generosity, equity, and clarity around resources

This clause doesn't stop people from being paid for legitimate work (like facilitating a workshop or doing freelance web design), but it requires clear processes and boundaries to make sure everything is in service to the mission, not personal gain.

### 4. Ways to Engage or Take Action

- If you have an idea for how money could be spent in line with our purpose, use the [Expense & Purchase Form]
- If you're applying for funding on behalf of MOP, or managing a grant, speak with trustees first to confirm alignment with this clause
- If you want to explore paid work at MOP (e.g. delivering a service), a written proposal must be made - and the decision must be made without you involved in approving it

If you're unsure whether something's okay, just ask: *"I'd like to be involved in this, but I*



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*don't want it to cross any lines - can we talk it through?"*

## 5. Real-Life Example

Sam, a member with extensive experience in composting systems, offers to design and lead a training workshop.

They suggest a small fee to cover prep time and materials. A trustee explains: "That's potentially fine, but we'll need a clear proposal - and the decision has to be made by someone who isn't you."

They complete a service agreement, declare any conflict of interest, and the board reviews it transparently.

The workshop goes ahead, the process is recorded, and MOP stays within its purpose and legal duties - with clear trust all around.

## 6. Quick Guide

You have the right to...

- Suggest how income is used to further our mission
- Request clarity on how financial decisions are made
- Participate in funding discussions and budget planning (via meetings or subgroups)

You are expected to...

- Avoid using MOP resources for personal gain without explicit approval
- Declare any financial interests where you or a close connection could benefit
- Use shared resources with care, frugality, and transparency

This protects you by...

- Ensuring fairness and trust within the community
- Preventing misuse of donations or member contributions
- Keeping us eligible for grants, partnerships, and public support

## Clause 6: Benefits and Payments to Trustees and Connected Persons

How we keep power and personal benefit separate - and protect our integrity

### 1. What It's About

This clause is about holding trust with care. It sets boundaries around personal benefit, to protect the integrity of our shared work. Trustees are in positions of responsibility - and this

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clause ensures they don't use that position for personal or financial gain.

This is not about suspicion - it's about stewardship.

We build community through generosity, not personal advantage. This clause helps everyone feel safe knowing that decisions are made in the interest of MOP's mission - not in the interest of any individual or their close connections.

## 2. How it Fits Within the Law

UK charity law is clear: trustees must act in the best interests of the charity, not themselves or their families.

This clause ensures that:

- Trustees can't receive payment or other benefits from the charity simply for being trustees
- Connected persons (like family members or business partners) are also restricted from benefiting
- Any rare exceptions (such as paying a trustee for a professional service) must:
  - Be permitted by the constitution or Charity Commission
  - Be formally authorised by trustees who are not involved
  - Be clearly in MOP's best interests and properly recorded

It prevents conflict of interest and misuse of charitable funds, while allowing for strictly limited, transparent exceptions if needed and properly managed.

## 3. What This Means for You (as a Member)

You can trust that:

- No trustee is paid for simply being a trustee
- Trustees and their close connections can't steer decisions for personal benefit
- If a trustee is paid for services (e.g. graphic design, plumbing), it happens through transparent, formally authorised processes

This protects you as a member - by ensuring that MOP's resources are used for the mission, not misdirected behind the scenes.

If you're a trustee:

- You'll need to declare any potential benefit or connection
- You must step back from decision-making where there's a conflict

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- You cannot approve your own payment or that of a close contact

Boundaries are not barriers. They carry our trust.

## 4. Ways to Engage or Take Action

If you're ever unsure whether a trustee or their relative is receiving payment or benefit, you can ask:

- "Was this authorised in line with Clause 6?"
- If you're a trustee and wish to offer services to MOP that involve payment:
- Declare your interest clearly and early
- Step out of the room (literally or figuratively) during decision-making
- Ensure written authorisation is recorded by the remaining trustees

If you notice a potential conflict of interest, you can:

- Raise it gently with a trustee
- Submit a [Feedback and Concerns Form], or a [Incidents, Complaints and Grievances Form] if needed
- A quiet check-in now can prevent a serious conflict later.

## 5. Real-Life Example

Jamie is a trustee and a skilled carpenter. The Compost Subgroup wants to install a new bay and asks Jamie to quote for the build.

Jamie explains that, as a trustee, they can't approve or be involved in the decision to award the work. The remaining trustees consider the options, get at least one other quote, and agree that Jamie offers the best value.

They formally record the decision in the minutes and ensure Jamie signs a clear contract. The work goes ahead - legally, transparently, and in full alignment with MOP's values.

## 6. Quick Guide

Trustees cannot...

- Be paid simply for serving as trustees
- Receive personal benefits (financial or material) unless properly authorised
- Approve their own payments or benefits

Trustees can...

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- Receive payment for services, but only if:
  - The constitution or Charity Commission permits it
  - There's no conflict of interest in the decision-making
  - The benefit is clearly in MOP's interests and fully recorded

Members can...

- Expect full transparency around trustee roles and benefits
- Raise concerns about potential conflicts of interest
- Request access to decisions or authorisations involving benefits

This clause protects MOP by...

- Keeping our leadership accountable and mission-driven
- Preventing financial misuse or hidden conflicts
- Supporting fair, lawful, and ethical governance

## Clause 7: Conflicts of Interest and Conflicts of Loyalty

### 1. What It's About

We are a small, relational organisation. Many of us wear multiple hats - friend, facilitator, trustee, gardener, parent, healer, neighbour. That richness is part of what makes the Meadow Orchard Project so alive. But with that overlap comes complexity.

This clause helps us navigate the moments when personal interests and organisational responsibilities rub up against each other - not with shame or suspicion, but with care and clarity.

It's about saying it's okay to be connected, but It's not okay to act in ways that cloud good judgement, or put personal interest above collective well-being.

### 2. How it Fits Within the Law

UK charity law places a legal duty on trustees to act only in the best interests of the charity. If a trustee stands to benefit (personally, financially, or through someone close to them), that benefit must be:

- Declared in advance
- Carefully managed or avoided
- And never allowed to override the charity's mission

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This clause ensures that:

- Trustees step out of decision-making when their judgement could be affected
- Members and volunteers know how to spot and name conflicts
- The organisation maintains public trust, transparency, and integrity

It also supports good practice - because even when no wrongdoing is intended, perception matters.

### 3. What This Means for You (as a Member)

As a member, you're part of shaping a culture where relationships are honoured - but not exploited.

This clause means:

- If you're a trustee or subgroup lead and your personal interests are involved in a decision, you must step back
- If someone close to you stands to gain (financially, materially or otherwise) from a decision, you must declare it
- If you're a member and you notice a potential conflict - you have the right to name it, kindly and constructively

This isn't about policing each other - it's about staying aligned, clear-eyed, and grounded in our shared mission.

### 4. Ways to Engage or Take Action

- If you think you might have a conflict of interest, say: *"I'm connected to this - how should I handle it?"* Most of the time, it's enough to step out of the room or the decision and let others carry it.
- Use the [Feedback and Concerns Form] if you feel a conflict has gone undeclared or unacknowledged
- Trustees are expected to:
  - Declare interests annually and update them as they arise
  - Record conflicts in minutes and follow agreed procedures
  - Avoid influencing decisions where they or someone close to them may benefit

Naming a conflict isn't a betrayal. It's a form of protection - for you, for others, and for the organisation.

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## 5. Real-Life Example

Eli, a trustee, is helping review funding proposals. One of the applicants is their close friend, who is also a member.

Eli speaks up: "I'd like to be transparent - this proposal is from someone I'm close to. I'll step out of the room for this item."

The rest of the board thanks them, continues the discussion, and makes the decision independently.

Eli's action builds trust, not tension - because it shows maturity, not mistrust.

## 6. Quick Guide

You have the right to...

- Be part of a decision-making culture that prioritises fairness and transparency
- Ask questions about potential conflicts of interest
- Expect trustees and subgroup leads to act without favouritism or self-interest

You are expected to...

- Declare personal interests if you're in a decision-making role
- Step back from decisions where your judgement may be affected
- Support a culture of accountability without blame or accusation

This protects you by...

- Preventing misuse of power, funds, or influence
- Helping everyone act in the best interests of the project
- Ensuring decisions are made on principle, not personal connection

## Clause 8: Liability of Members

*What you're responsible for - and when legal protection applies*

### 1. What It's About

This clause is about caring for the people who carry the organisation. It sets out to ensure this project grows through participation, not personal liability, and reminds us that we are here to share responsibility, not to shoulder it alone.

One of the main reasons MOP has chosen to adopt the Charitable Incorporated Organisation (CIO) structure: to create clear boundaries between personal risk and collective

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responsibility, so that members are not personally liable for debts or obligations of the charity if it closes. You give your time, energy, and heart, and you shouldn't have to give your savings too.

This clause ensures that (when we have registered charitable status) members are not liable in the event of dissolution.

**IMPORTANT:** This protection only takes full legal effect upon registered charitable status with the Charity Commission. Without that legal recognition, we remain part-way between two legal worlds, with corresponding need for oversight, caution and holding our trustees to account.

## 2. How it Fits Within the Law

A CIO is a specific legal form of charity in UK law that gives the organisation its own legal identity, separate from its members and trustees. It can own property, enter contracts, and carry debts in its own name. Members and trustees are not personally liable for debts, as long as they act within the law and their authority

However, if MOP doesn't have registered charitable status:

- We may be functioning as an unincorporated association (even if we are using a CIO-style constitution)
- In this structure, trustees, and potentially active members, may be personally liable for debts or obligations
- Anyone signing contracts, spending funds, or acting on behalf of MOP could be exposed to legal risk

The protections this clause offers are intended - but only fully activated when we have registered charitable status.

## 3. What This Means for You (as a Member)

With registered charitable status (i.e. CIO):

- You will never be asked to pay off the charity's debts.
- Trustees also gain legal protection (as long as they act lawfully)
- You can participate confidently, knowing your personal finances are safe

Without registered charitable status:

- Trustees and active members should exercise caution when entering agreements, spending funds, or representing MOP publicly
- You may be more exposed than you would be in a fully registered CIO - especially if you're acting on behalf of the organisation in a financial or contractual capacity

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The constitution holds the intention, but so must we.

## 4. Ways to Engage or Take Action

If you're unsure whether we have registered charitable status, ask a trustee - they'll be able to confirm what legal status we currently have.

If you're asked to enter into a contract, accept funds, or make a significant commitment on behalf of MOP before we are registered:

- Check with a trustee first. Don't assume protection applies until it legally does.
- If you're a trustee or group lead, avoid making formal commitments in MOP's name unless you've received clear internal authority and checked our registration status.

You don't need to make legal decisions alone - trustees are here to help clarify responsibilities and risks if you're unsure.

## 5. Real-Life Example

Taylor is helping with a new tool shed and offers to sign a short-term hire agreement with a local contractor on MOP's behalf. They assume the constitution protects them personally.

One of the new trustees checks - and realises that we don't currently have registered charitable status. Because MOP is now a legally an unincorporated association, signing that agreement could make Taylor personally liable for costs or damages if something goes wrong.

Instead, they delay signing, notify the contractor, and decide to wait or find an interim workaround. The organisation protects its members by being honest about what protections are and aren't yet in place.

## 6. Quick Guide

With registered charitable status (i.e. CIO)...

- Members are not liable if MOP is dissolved
- Trustees and members are protected from personal financial risk
- The charity is its own legal entity

Without registered charitable status...

- MOP may still be treated as an unincorporated association
- Trustees and active members could be personally liable
- Extra care is needed when entering agreements or spending funds

Members can...



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- Check MOP's registration status with trustees or the charity commission,
- Avoid making commitments without clarity
- Help the organisation stay on track to maintain charitable status and compliance

This clause protects MOP by...

- Clarifying the intended legal structure
- Informing members of the protections that apply - or don't yet
- Encouraging careful stewardship during transitional periods

## Clause 9: Membership of the Charity

Who belongs, how we welcome each other in, and what that means

### 1. What It's About

To be a member is to belong in purpose. This clause is not about hierarchy or exclusivity, but about care, commitment, and clarity. It says that if you can step forward, become a member and help carry this organisation. When you join you become a part of a collective that shares responsibility for our vision, the land, community, and governance.

This clause is what makes it possible for people to move from peripheral participation to shared stewardship - and ensures the door is both open and held with intention.

### 2. How it Fits Within the Law

Charity law requires us to clearly define:

- Who the members are - since members hold formal voting power
- How someone becomes a member
- How membership ends
- Any conditions, rights, or obligations linked to membership

This clause ensures:

- MOP has a clear process for approving new members (a legal requirement)
- A record is kept of who is a legal member (for votes, quorums, etc.; a legal requirement)
- Members agree to uphold the constitution and MOP's purposes
- Membership can be ended if someone is inactive, no longer eligible, or acts in ways that undermine the organisation (a legal requirement)

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It helps ensure fairness, legal clarity, and accountability.

## 3. What This Means for You (as a Member)

Membership at MOP isn't a mailing list. It's a role in our shared vision. This clause makes your membership real and meaningful.

When you become a member:

- You gain the right to vote at General Meetings
- You can propose changes, elect trustees, create/join subgroups and shape MOP's direction
- You agree to uphold the values and constitution of the charity

It also means:

- There is a clear process for applying and being accepted
- You must stay engaged - not constantly, but with intention
- Membership can end if you request it, or if you've disengaged and no longer respond to communication or renew your membership

Your membership is not just symbolic - it's an invitation to help steward this space, together.

## 4. Ways to Engage or Take Action

If you want to become a member:

- Speak to a trustee or subgroup lead
- Submit a request (your application may include simple steps like attending meetings, introducing yourself, or sharing your interests)

If you're unsure whether you're listed as a current member, ask - you have the right to know

If you need a break or wish to step back, you can request to resign your membership at any time. Membership is a doorway - and staying in relationship is what keeps it open.

If you believe your membership has been ended unfairly, you can appeal through the [Incidents, Complaints and Grievances Form] or speak with a trustee

## 5. Real-Life Example

Sara has attended volunteering days at MOP for a little while, helping with gardening and a couple of events. She feels deeply connected and wants to get more involved.

She speaks with a trustee and fills in a simple form affirming her support for MOP's mission. She is welcomed as a full member - now able to vote, propose motions, and even stand for trustee election if she chooses.

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Later that year, she helps co-author a site access policy - shaping MOP's future in a way that reflects her lived care for the land.

## 6. Quick Guide

This clause says...

- MOP's members are those whose names are entered on the official register
- Members must support the charity's aims and follow its constitution
- Membership is voluntary and can be ended by request, inactivity, or decision of the trustees (with safeguards)

Members can...

- Vote at General Meetings
- Stand for election or propose resolutions
- Resign at any time

Trustees must...

- Keep an up-to-date register of members
- Approve or remove members following clear processes
- Inform people of any change to their membership status

This clause protects MOP by...

- Making sure voting rights rest with people who are actively engaged
- Ensuring membership is clear, traceable, and accountable
- Holding the balance between openness and responsibility

## Clause 10: Members' Decisions

*You matter here. And your voice can shape what happens next*

### 1. What It's About

This clause is the clearest expression of our member-led spirit. It defines how decisions are made, who gets to make them, and how power is held and questioned with care.

At Meadow Orchard, we don't make decisions through top-down control or simple majority rule. We use a sociocratic process that values clarity, creativity, and collective consent. This clause says: *"Your voice matters here - not only when you agree, but especially when you see something others might not."*

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It recognises that decisions can be made at meetings or in writing - but always with input, always with consent, and always with a space for thoughtful objection.

## 2. How it Fits Within the Law

Under UK charity law, decisions of a charity with a membership must follow certain procedures, especially for major changes. This clause ensures:

- Members can vote at General Meetings or via written resolutions
- Certain decisions (like trustee removal or constitutional amendments) require stronger safeguards
- There is a clear, trackable objection process, in line with good governance and legal fairness

By embedding sociocratic principles (like reasoned objections), we go beyond the legal minimum - and create a culture of consent, not just compliance.

## 3. What This Means for You (as a Member)

You're not just here to watch things happen - you're here to help shape them. This clause means:

- You can propose decisions
- You can vote on them
- You can pause them - through reasoned objection - if something doesn't feel right

It also means you're invited to listen deeply, speak honestly, and participate fully - not because you have to, but because the project is stronger when you do.

*In sociocracy, we don't fear disagreement - we see it as insight.*

## 4. About Sociocracy and Reasoned Objections

Consent is not silence - it's active agreement to move forward safely. At MOP, we aim for decisions that are:

- "Good enough for now" - not perfect, but workable
- "Safe enough to try" - not risk-free, but not harmful

When someone raises a reasoned objection, they're not disrupting the flow - they're pointing out something we might have missed. They are serving the group.

A reasoned objection:

- Must be based on the organisation's mission, safety, equity, or functioning - not personal preference

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- Pauses the process temporarily for discussion and potential revision
- Can be resolved through adaptation, deeper listening, or better clarity

Objections help root our decisions in care. They ensure we grow with intention, not just momentum.

## 5. Ways to Engage or Take Action

- Propose a decision or initiative using the [Resolution Form]
- Request a General Meeting (with 10% member support) using the [General Meeting Request Form]
- Submit a written resolution if an issue is time-sensitive or doesn't need a full meeting
- Voice a Reasoned Objection (e.g. through the [Reasoned Objection Form]) if you believe a decision could:
  - Harm the organisation
  - Contradict our purpose
  - Breach policy or law
  - Create unfair or unsafe outcomes

*But you can also just say: "Something about this worries me - can we pause and check?"* The objection process is here to support the whole, not stop it.

## 6. Real-Life Example

Noor proposes a new way of allocating volunteer roles. A few members express concerns that the plan might unintentionally exclude people who can't attend site meetings.

Instead of trying to shut down the idea, one member voices a Reasoned Objection. This pauses the decision so the group can reflect.

Together, they revise the proposal to include an online coordination option. The revised version passes - stronger and more inclusive than the original.

## 7. Quick Guide

You have the right to...

- Propose, vote on, or object to decisions
- Call a General Meeting with sufficient support
- Be part of a process that values your insight, not just your agreement

You are expected to...

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- Participate in decisions that affect the whole
- Use objections responsibly - to protect the organisation, not revisit personal disagreement
- Engage with curiosity and care when others raise concerns

This protects you by...

- Ensuring no decision is pushed through without space for reflection
- Preventing harm, bias, or oversight in policy and planning
- Creating a structure where members can hold power to account - and contribute meaningfully

## Clause 11: General Meetings

*Doing what matters together.*

### 1. What It's About

General Meetings are the heartbeat of member-led governance. This is where we come together to reflect, decide, question, affirm, adjust and align.

They're not just legal requirements - they're the spaces where democracy becomes community ritual: *"We make time to listen. We make time to decide. We make time to do this together."*

This clause gives us the rhythm and structure for how we gather - so that decision-making is regular, transparent, and rooted in the values we share.

### 2. How it Fits Within the Law

Charity law requires clear rules around how members:

- Are notified about meetings
- Call meetings when needed
- Participate in decisions
- Vote (including via proxy)
- Reach quorum (minimum participation)

Clause 11 ensures that:

- At least one General Meeting happens per year (the AGM)
- Members can call meetings, not just trustees

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- All members are given adequate notice
- Decisions are valid only if enough members participate
- Members can appoint proxies if they can't attend
- Reasoned objections can pause decisions for further reflection

These protections help us uphold our legal obligations and democratic integrity.

### 3. Sociocracy in Meetings

Sociocracy invites us to move beyond “majority rules” and into shared trust. A well-placed objection can be the moment a decision becomes wiser, fairer, and more rooted.

At General Meetings, sociocracy looks like:

- Decisions made by consent, not by voting alone
- Consent over consensus: We seek what is “good enough for now, safe enough to try.”
- Space for questions and objections - where concerns are welcomed as opportunities to learn
- Rounds of listening, where each person can speak without interruption
- The chair/facilitator strives to ensure all voices are heard and all proposals are held with care

#### Objections

- Objections should never be taken personally. They are signals that something may need to be reconsidered. Not stopped forever - just long enough to listen again. An objection says: “I care too much to let this pass without reflection.”

#### Voting:

- We follow sociocratic principles in meetings, but to be legally binding decisions must pass by a majority vote of present members. Key issues (like constitutional amendments or trustee removal) follow even stricter rules.
- If someone voices a reasoned objection, the vote may be paused for deeper discussion or adjustment.

### 4. What This Means for You (as a Member)

You are invited - and expected - to show up and shape our future.

This clause means you can:

- Attend General Meetings and help shape MOP's direction

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- Call a General Meeting if something important can't wait
- Vote on key decisions - including trustee elections, finances, and policies
- Submit proposals or objections
- Participate even if you can't attend, by using a proxy, using the [Proxy Notice Form].

Your participation gives the organisation its legitimacy - and your objections give it depth and care.

## 5. Ways to Engage or Take Action

### Attending Meetings

- At least one meeting (the AGM) will happen each year. Others take place quarterly or as needed.
- You'll receive at least 14 days' notice for each meeting, along with any proposed resolutions.

### Submitting Resolutions or Objections

- Use the [Resolution Submission Form] to add something to the agenda.
- Voice a Reasoned Objection if a decision being proposed could cause harm or breach our purpose.

### Calling a General Meeting

- If something urgent arises, you (and at least 10% of members) can call a meeting yourselves using the [General Meeting Request Form].

You can also simply ask: "*Can this be brought to the next General Meeting?*" We'll help you navigate the best route - conversation first, then structure.

## 6. Real-Life Example

*Jules can't make the AGM but wants to vote on a new policy. They fill out a [Proxy Notice Form] to authorise a friend to vote on their behalf.*

At the meeting, a resolution is proposed to change the way subgroups report back. A few members raise questions, and one voices a Reasoned Objection. The vote is paused for dialogue.

The objection isn't seen as a threat - it's seen as care. The group agrees to adapt the proposal, and the revised version is approved at the next meeting.

## 6. Quick Guide

You have the right to...



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- Attend and vote at General Meetings
- Request a meeting (with 10% member support)
- Submit proposals or raise objections
- Appoint a proxy if you can't attend

You are expected to...

- Participate with care and intention
- Use objections to protect, not to delay
- Help hold quorum (minimum participation) so meetings are valid

This protects you by...

- Giving you direct influence over how MOP is run
- Ensuring decisions are transparent and member-led
- Providing space for pause and reflection when needed

## Clause 12: Charity Trustees

*What trustees are, what they do, and what they're accountable for*

### 1. What It's About

This clause is about the circle of responsibility that trustees step into - not as "rulers", but as stewards. Trustees are the people who help hold the core of the organisation - its legal, ethical, and financial foundations - so that others can build, grow, and create.

It's a big responsibility. But it's not about being "in charge." It's about being in service. Trustees carry an administrative load so that others can carry out the vision.

This clause sets the expectations clearly, to ensure that trustees act with care, skill, and accountability - and that the whole community knows what they're empowered (and expected) to do.

### 2. How it Fits Within the Law

Every charity in the UK must have a board of trustees - individuals legally responsible for:

- Managing the charity's finances
- Ensuring activities align with its charitable purpose
- Complying with safeguarding, data, employment, and charity law

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- Overseeing governance structures and risk

This clause ensures MOP has:

- A minimum of 3 and a maximum of 8 trustees
- Trustees who are qualified and not disqualified
- Clear responsibilities for policy, finance, insurance, and subgroup oversight
- A system for trustee training and performance review
- A process for removing trustees if necessary

It helps protect the organisation and the people within it, by placing accountability where it belongs - while also offering support and clarity to those stepping into the role.

### 3. What This Means for You (as a Member)

Trustees aren't above the membership - they're part of the membership, taking on a specific kind of responsibility.

They are expected to:

- Act in the best interests of MOP's mission and long-term wellbeing
- Ensure compliance with the law and Charity Commission guidance
- Oversee subgroup activity, financial planning, and organisational risk
- Hold and evolve policies, procedures, and codes of conduct
- Communicate openly and invite feedback from members

As a member, this clause means:

- You elect the trustees - they are accountable to you
- You can request a trustee performance review if 10% of members agree
- You can expect transparency, fairness, and diligence in trustee actions
- You are always welcome to ask how things work, or to seek clarity on decisions

*A good trustee doesn't just follow rules - they create conditions where the whole community can thrive.*

### 4. Ways to Engage or Take Action

You don't need to be perfect to become a trustee - just committed, curious, and aligned with our mission.

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- If you're curious about becoming a trustee, speak to a current one, or
- Nominate yourself or another member to become a trustee at the AGM (see Clause 13), and
- ask for training and induction materials (see Clause 14).

If you notice a concern in trustee functioning:

- Speak directly with them - or, if needed, gather 10% of members to initiate a performance review (Trustee reviews are based on this clause and must be completed within 35 days.)
- Ask to see policies, procedures, financial plans, or subgroup agreements - these are public documents, and can be requested using the [Document Request Form]

## 5. Real-Life Example

Meera has been a member for two years and cares deeply about inclusion and youth access. She decides to stand as a trustee, with a focus on governance that includes lived experience.

Elected by the membership, she begins attending trustee meetings and reviewing subgroup processes. After six months, she helps introduce a new tool for tracking risks and inclusive access.

Other members feel more confident asking questions and requesting support from the trustees - because they see the board as open, skilled, and in conversation with the rest of the organisation.

## 6. Quick Guide

Trustees are expected to...

- Uphold the mission and legal duties of the charity
- Monitor finance, risk, and governance
- Approve and oversee subgroups
- Ensure policies are lawful, fair, and inclusive
- Participate in training and respond to performance reviews

Members have the right to...

- Elect and remove trustees
- Request a review of trustee performance (with 10% support)
- Access governance documents



- Ask questions and expect clear, timely answers

This clause protects the organisation by...

- Placing legal duties in trusted hands
- Providing safeguards and reviews
- Creating a culture of stewardship, not control

## Clause 13: Appointment of Charity Trustees

### 1. What It's About

This clause is about how we choose who holds the heart of the organisation - the people entrusted with oversight, stability, and service.

Appointing trustees isn't just a technical process. It's a ritual of renewal. It's where the community says: *"We trust you to carry the load of governance, listen carefully, and help us stay true to our purpose."*

This clause ensures that the appointment of trustees isn't left to chance, personality, or private decision - it belongs to the membership. It's how we keep power visible, accountable, and rotating with care.

### 2. How it Fits Within the Law

Under UK charity law, trustees must be:

- Appointed lawfully and transparently
- Properly recorded
- Subject to safeguards around eligibility and service limits

This clause sets out:

- How trustees are nominated and elected by members
- How many trustees there can be (minimum 3, maximum 8)
- What happens when a trustee leaves, becomes disqualified, or their term ends
- The conditions for reappointment (including term limits and break periods)

This protects MOP from hidden power dynamics or "locked-in" leadership - and ensures every trustee appointment is visible, valid, and aligned with our values.

### 3. What This Means for You (as a Member)

You're not just a bystander - you're part of the trustee appointment process.

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That means:

- You can stand for election yourself (if you're legally eligible)
- You can vote for trustees at General Meetings
- You can see when a trustee's term is ending and ask how succession planning is being handled

This clause also ensures:

- No one can be a trustee indefinitely - there are built-in breaks and term limits
- If a trustee leaves suddenly, the remaining board can appoint someone temporarily - but that person must be confirmed by the membership at the next General Meeting

This clause reminds us: leadership must also be cultivated, refreshed, and rooted (in trust).

## 4. Ways to Engage or Take Action

- Consider standing as a trustee if you want to take on a more formal role in stewardship (just talk to a current trustee)
- Speak to another member, whose skills and perspective would serve the community well, about standing as a trustee
- Read the notice ahead of the AGM to learn who's standing for election or re-election
- Ask trustees to share more about succession planning or invite members into shadowing and support roles

You don't need to be an expert. You just need to be steady, curious, and committed to care. The conversation comes first. Try saying: *"I'm thinking about standing, but I'd like to understand what's involved."* Or: *"I think X would be brilliant - can I nominate them?"*

## 5. Real-Life Example

Lina has been volunteering for years and is widely trusted in the community. A few members approach her before the AGM and say: *"Have you thought about becoming a trustee? We'd really value your voice."*

She feels unsure at first - not confident with legal structures - but speaks with two current trustees. She submits her name for nomination and is elected at the AGM.

Members feel she brings warmth, creativity, and steady hands - and the whole community feels stronger for it.

## 6. Quick Guide

You have the right to...

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- Stand for trustee election if eligible
- Vote on trustee appointments at General Meetings
- Review term limits, breaks, and reasons for reappointment

You are expected to...

- Participate in trustee elections with care and attention
- Support healthy rotation of leadership
- Ask questions if appointment processes aren't clear

This clause protects MOP by...

- Preventing power from becoming entrenched
- Ensuring transparency in how trustees are chosen
- Encouraging skill-sharing and succession planning

## Clause 14: Information for New Charity Trustees

*How we support people stepping into stewardship*

### 1. What It's About

Becoming a trustee isn't about having all the answers - it's about holding the responsibility with care, humility, and support.

This clause ensures that anyone stepping into the trustee role is properly welcomed, briefed, and equipped. It's a declaration of care: *"You don't have to carry this alone - we'll walk with you."*

We are building a culture where taking on responsibility is safe, not overwhelming - where no one is thrown in the deep end, and where learning is shared and supported.

### 2. How it Fits Within the Law

Trustees are legally accountable for the charity's actions - so they must know what's expected of them, what the law requires, and how to access guidance.

This clause:

- Requires that every new trustee receives a copy of the constitution, the latest accounts, and information about their legal duties
- Encourages training and support systems to ensure trustees understand charity law, governance, and MOP's policies

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- Supports trustees in understanding the scope of their power and responsibility, including policies, risk, and subgroup oversight

This isn't just best practice - it's necessary for ethical, effective leadership, and protects the organisation if a trustee ever acts in error.

### 3. What This Means for You (as a Member)

If you're elected as a trustee:

- You'll receive a full induction, with copies of key documents and a clear explanation of your role
- You'll be supported to understand the limits and opportunities of your responsibilities
- You'll have access to training and peer support
- You'll be invited to ask questions and bring your full self - no prior expertise needed

If you're a member:

- You can expect trustees to be properly trained and briefed
- You have the right to ask what support systems are in place for trustees
- You can offer to help support a new trustee in settling into their role - we are a learning organisation

Leadership should feel supported, not lonely. This clause helps make sure that's true.

### 4. Ways to Engage or Take Action

- If you're interested in becoming a trustee, ask for a copy of the induction documents - it's a great way to learn what's involved
- If you've been appointed, but haven't received your documents, you can request them formally or informally (a quick "can someone send me the induction pack?" is enough)
- If you're an experienced trustee, offer to mentor or buddy a new trustee
- Use the [Document Request Form] if you want to see the induction materials or governance documents as a member

You don't need to have a formal role to support leadership. Trust is a team effort.

### 5. Real-Life Example

Chi is newly elected as a trustee and feels excited but unsure. Within a few days, they receive a welcome message, a copy of the constitution, the latest accounts, and a simple guide to trustee duties.

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They're invited to a one-to-one orientation with another trustee, who walks them through the systems and policies. They leave the conversation feeling grounded - not pressured.

At the next trustee meeting, they confidently ask their first question about subgroup decision-making. Everyone smiles. The learning has begun.

## 6. Quick Guide

If you're a new trustee, you have the right to...

- Receive a full induction (constitution, latest accounts, legal duties)
- Ask for clarification at any time
- Be supported as you grow into the role

If you're a member, you can...

- Request access to governance documents
- Expect trustees to be properly trained
- Offer informal support to help trustees succeed

This clause protects MOP by...

- Making sure trustees are prepared, not guessing
- Reducing legal and ethical risk
- Creating a strong, informed foundation for leadership

## Clause 15: Retirement and Removal of Trustees

When a trustee's term ends - or needs to end

### 1. What It's About

This clause is about change - and how we let go with care. It acknowledges that trustees won't (and shouldn't) serve forever. Some will step down at the end of their term. Others may need to be removed, either by choice, by community request, or for legal reasons.

This clause is here to ensure that endings are handled transparently and respectfully, with safeguards for both the individual and the organisation.

Leadership is not possession. Stewardship includes knowing when to step aside.

### 2. How it Fits Within the Law

UK charity law requires clear processes for:



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- Trustees leaving or being removed from office
- Disqualification based on legal grounds (e.g. bankruptcy, criminal conviction, incapacity)
- Removal by member vote in serious or urgent circumstances

This clause outlines:

- The normal process of retirement at the end of a trustee's term
- Circumstances where a trustee may be automatically disqualified
- How trustees can be removed for serious misconduct, breach of duties, or loss of trust - by a vote of the membership

These rules exist to protect the organisation while allowing the community to maintain accountability and act decisively when needed.

### 3. What This Means for You (as a Member)

You can trust that:

- Trustees won't remain indefinitely - they retire at the end of their term (see Clause 13)
- If a trustee is no longer able or suitable to serve, there's a process for that
- As members, you have the right to remove a trustee in serious cases - through a fair and transparent vote

If you're a trustee, this clause ensures:

- You can step down formally and cleanly when your term ends
- You're protected from arbitrary removal - but also held to account
- If concerns are raised about your conduct, there is a clear, lawful process for review

This clause says: "We care about how things end, not just how they begin."

### 4. Ways to Engage or Take Action

If a trustee is acting in ways that breach their duties, violate our values, or cause harm, you can:

- Raise it informally first
- Submit an [Incidents, Complaints, and Grievances Form]
- If needed, begin a formal process using the [Motion of No Confidence / Trustee Removal Request Form]

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If you are a trustee and want to step down, you can do so at any time with a simple written notice

If you feel a trustee's term has ended but they're continuing without transparency, you can request a review using the [Feedback and Concerns Form]

Forms help create a paper trail - but conversations can always come first. Try: "I think it may be time for someone else to step in - can we talk about that?"

## 5. Real-Life Example

Jordan has been serving as a trustee for three years and is reaching the end of their term. They've loved the work, but they're feeling tired and ready to focus on family.

They give notice and help support onboarding for a new trustee. The transition is smooth, kind, and celebrated at the AGM.

In a separate case, members become concerned about another trustee's repeated absenteeism and lack of communication. After attempts to resolve it informally, 10% of members support a formal removal request.

A vote is held - and the community makes a clear, careful decision. No drama. Just integrity.

## 6. Quick Guide

You have the right to...

- Expect regular trustee rotation
- Call for a trustee's removal in serious cases
- Raise concerns if a trustee is acting outside their role

You are expected to...

- Participate in votes on trustee removal, if called
- Support transitions with care and clarity
- Act fairly and collaboratively in raising concerns

This clause protects MOP by...

- Ensuring leadership doesn't become entrenched
- Creating clear processes for stepping down or stepping in
- Giving members the final say when serious issues arise



## Clause 16: Reappointment of Charity Trustees

When, and how, a trustee can return to serve again

### 1. What It's About

This clause is about breathing room. It recognises that leadership roles - especially ones involving legal responsibility and service - need space around them.

All trustees stand down at each AGM, so that when a trustee's term ends, they don't just roll into their next term automatically. There's also a maximum on consecutive terms served, so that there is time to reflect, pause, and consider: "Is this still the right role, and the right time?"

It helps prevent burnout, create space for new voices, and keep our leadership ecosystem circulating with care and awareness.

### 2. How it Fits Within the Law

Under charity law and good governance practice, trustees should not serve indefinitely. Staggered terms and breaks between reappointments help:

- Prevent over-concentration of power
- Encourage succession planning
- Create openings for new perspectives and lived experiences

This clause makes it clear that:

- Trustees can serve a defined term (set out in Clause 13)
- After finishing a term, a trustee must step down
- Trustees can return if re-elected
- If a trustee has already served for four consecutive terms they must wait at least one year before standing for re-election.

This keeps reappointment visible and intentional, not automatic or assumed.

### 3. What This Means for You (as a Member)

As a member:

- You can expect a healthy rotation of trustees
- You will be informed when someone's term has ended
- You can vote to reappoint a former trustee - but it must be a conscious choice, not a rubber stamp

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As a trustee:

- You are expected to step down at the end of your term
- You may return if re-elected
- If you have already served for four consecutive terms, you must have a one-year break

This structure ensures space for new leadership - and honours the truth that pausing is part of good stewardship. Just because you can return, doesn't mean you should. This clause invites discernment.

## 4. Ways to Engage or Take Action

As a member, if you value a departing trustee's contribution, you can support their future reappointment.

If you're a former trustee considering returning, speak with current trustees or members - reflect on how your return would serve the present needs

If you're unsure about reappointing someone, ask questions:

- "Is this about continuity - or are we avoiding change?"
- "Does this person still have the capacity and perspective our trustee board needs now?"

Reappointment is a powerful tool - use it to renew, not just to repeat.

## 5. Real-Life Example

Ash finishes their third consecutive term as trustee and steps down (as required) at the AGM, without standing for re-election. They wish to focus on remaining active in a subgroup and continue supporting events behind the scenes.

Halfway through the year, the board finds itself needing someone with Ash's particular expertise - and several members ask if they'd consider returning.

Ash wasn't prevented from running for re-election (e.g. because they had already served four consecutive terms), so the trustee board is allowed to co-opt them as a trustee at their next meeting if they wish. Ash agrees to join as a trustee again, until the next AGM, and the trustee board reappoints them. It's a decision made with care, reflection, and full transparency.

## 6. Quick Guide

You have the right to...

- Expect rotation in trustee roles

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- Ask questions about succession and continuity

You are expected to...

- Support healthy leadership cycles
- Avoid defaulting to “familiar faces” unless truly needed
- Ensure that returning trustees still align with present needs

This clause protects MOP by...

- Preventing unchecked continuity of power
- Creating space for rest, renewal, and new perspectives
- Giving members control over reappointments

## Clause 17: Taking of Decisions by Charity Trustees

How trustees make decisions - together, and with accountability

### 1. What It's About

This clause sets the rhythm for how trustees decide things together.

It's not about power, or ticking boxes. It's about discernment - listening carefully, holding complexity, and reaching shared consent on what serves the mission best.

Whether it's approving a budget, agreeing a policy, or supporting a subgroup's proposal, this clause ensures decisions are made with enough presence, reflection, and collective wisdom to be legitimate and safe.

A decision made without consent isn't a decision - it's a rupture. This clause helps us avoid that.

### 2. How it Fits Within the Law

Charity law requires that:

- Trustees make decisions as a body, not individually
- Decisions must be validly made (with a quorum, clear agreement, and record-keeping)
- Disagreements are managed fairly, and decisions reflect collective judgement

This clause ensures:

- Decisions can be made at meetings or in writing

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- The trustee board follows the same sociocratic principles of consent and process for voting as the membership
- Decisions are only valid if a quorum (minimum number of trustees) of half the board is present.

It protects the organisation by ensuring decisions are traceable, fair, and lawful - especially when those decisions involve legal or financial commitments.

## 3. What This Means for You (as a Member)

As a member, this clause may seem distant - but it shapes what happens behind the scenes, and it impacts:

- How and when trustees approve projects, budgets, and subgroups
- Whether decisions are valid (and can be trusted)
- How trustees resolve disagreement and document what's been agreed

You can trust that:

- Decisions are not made by individuals acting alone
- If a trustee wants to "just push something through," this clause stops them
- There are built-in protections for careful process and consent

If you're in a subgroup and working with trustees, you'll see this in practice when they:

- Take time to reflect before approving proposals
- Ask clarifying questions
- Respond as a board, not just as individuals

## 4. Ways to Engage or Take Action

If you're proposing something for trustee decision (as a member or subgroup), allow time for them to meet or circulate the decision

If a trustee is acting unilaterally or outside the group process, you can raise this in person, or by using the [Feedback and Concerns Form], or by using the [Incidents, Complaints and Grievances Form].

If you want to better understand how a particular decision was reached, you can ask to see the meeting minutes by submitting a [Document Request Form].

You don't have to memorise all the legal mechanisms. Just remember: trustees must act together, not alone - and you can always ask how a decision was made.

## 5. Real-Life Example

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The Events Subgroup proposes a new seasonal festival with a medium-sized budget. They send the plan to trustees for approval with a [Site Use and Events Form]

The trustees review it at their next scheduled meeting. Four out of six are present - enough for a quorum. After discussion, they consent to the plan, with a few suggested adjustments. The decision is noted in the minutes.

One trustee disagrees, but trusts the process. The decision holds.

The subgroup receives confirmation, the event moves forward, and everyone involved knows where the decision came from - and how it was made.

## 6. Quick Guide

Trustees must...

- Make decisions together, not as individuals
- Reach agreement by consent, or majority vote (a legally required mechanism)
- Meet quorum requirements
- Keep records of all decisions made

Members can...

- Request clarity on trustee decisions
- Expect collective, not individual, action
- Propose items for trustee consideration through subgroups or resolutions

This clause protects MOP by...

- Preventing unilateral or rushed decisions
- Ensuring legal validity of trustee actions
- Encouraging deliberation, documentation, and shared consent

## Clause 18: Delegation by Charity Trustees

How members take meaningful responsibility - through consent and clarity

### 1. What It's About

This clause is how we bring shared power to life. It affirms that trustees can - and should - formally delegate some of their responsibility to members in official subgroups. In a sociocratic organisation like MOP, this is how we form circles of care: clearly defined areas where members can lead with integrity, make decisions, and act confidently - within the bounds of a shared agreement.

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You don't need permission to care - but you do need consent to act on behalf of the whole.

This clause is about building the infrastructure of trust. It turns good intentions into empowered roles, and scattered energy into coherent, member-led action.

## 2. How it Fits Within the Law

Under charity law:

- Trustees remain legally responsible for everything the charity does
- But they are allowed to delegate certain powers, as long as:
- The delegation is clear and specific
- The trustees stay connected to what's happening
- The work aligns with the charity's purpose

This clause allows:

- Subgroups (or 'circles') to take action only once delegation has been formally approved
- Trustees to define the scope of what can be decided, done, and reported by each group to maintain oversight
- Delegated responsibilities to be monitored, reviewed, and adapted over time

It creates a balance between empowerment and accountability - both are essential for resilience and integrity.

## 3. What This Means for You (as a Member)

You can take on real leadership at MOP - but only within the clear boundaries of what's been agreed.

This clause means:

- You can propose a subgroup to take responsibility for a specific area or function
- You must work with trustees to define your scope of action in a Terms of Reference
- Once formally delegated, your group can make decisions and take action within that scope - without needing repeated trustee approval

Before delegation, trustees need to agree that the subgroup is ready, aligned, and supported. Until then, you cannot act on behalf of the organisation

Empowerment at MOP doesn't mean doing whatever you want - it means being trusted to act, with clarity and care.



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## 4. Ways to Engage or Take Action

Identify an area you care about (e.g. events, compost, skill sharing, governance) and speak to a trustee about forming or joining a subgroup. To add new subgroup members, confirmed subgroups only need to agree and record it, so there aren't any barriers.

If you're starting something new, propose it formally using the [Subgroup Formation and Terms of Reference Form]. Your Terms of Reference will include:

- Purpose of the group
- Who is in it
- What decisions you can make
- What needs to be reported and when

Once approved, you are empowered to act without trustee input, as long as you stay within the agreed scope.

The form formalises the trust. But the trust begins in conversation. Try saying: "We'd like to take this on - can we work with you to define our scope and get started?"

## 5. Real-Life Example

Rowan, Clair and Asha see a need for better welcome systems for new volunteers. They speak to a trustee and gather a few others who want to help.

Together, they draft a Terms of Reference - defining their purpose, roles, decision-making approach, and reporting rhythm. They submit it through the [Subgroup Formation and Terms of Reference Form].

The trustees review, ask for one clarification, and then approve the group.

From that point, the 'Welcome Circle' is empowered to act - design processes, manage systems, and lead improvements - without waiting for trustee approval every time, because the trust is already in place.

A few months down the line, Mohammed and Amelia want to join the subgroup. This suits Clair and Asha well, not only because subgroups should welcome new members, but also because Rowan has become too busy in their personal life to help much. Rowan, Clair and Asha have a subgroup meeting confirming the addition of Mohammed and Amelia, as well as the stepping aside by Rowan so that their absence doesn't influence quorum requirements in subgroup meetings. The subgroup also notifies the trustees of the change and that Mohammed will now be the one to submit decision records from subgroup meetings.

## 6. Quick Guide

Trustees can delegate...

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- Specific tasks or decision-making authority to subgroups or individuals
- Only after formal approval, with written scope
- Must continue to monitor and stay accountable

Members can...

- Propose a new subgroup or join an existing one
- Draft Terms of Reference with support
- Make decisions after delegation, not before

This clause protects MOP by...

- Ensuring clear agreements around power and responsibility
- Preventing informal or unauthorised actions
- Supporting meaningful member leadership within a clear framework

## Clause 19: Meetings and Proceedings of Charity Trustees

How trustees gather, make decisions, and uphold collective responsibility

### 1. What It's About

This clause is about how trustees come together to govern - in real time, and in real relationships.

It creates the rhythm and structure for how decisions are made: when and how meetings happen, who needs to be present, and what makes a decision valid. It's where our trust in each other becomes action - not just in what we do, but how we meet, speak, and decide. Governance is not just paperwork - it's a practice.

### 2. How it Fits Within the Law

Charity law requires that trustee boards:

- Hold valid and quorate meetings
- Make decisions collectively, not unilaterally
- Have a clear method for participation, voting, and disagreement

This clause sets out:

- Who can call a trustee meeting (any two trustees)
- What counts as sufficient notice (reasonable, to all trustees)

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- How decisions are made (by consent and majority)
- What happens in the event of a tie (chair has a casting vote)
- What the quorum is (minimum number needed to proceed)

It also explicitly allows trustees to participate by phone, video, or online platforms - helping ensure accessibility and responsiveness.

## 3. What This Means for You (as a Member)

While this clause is about trustee operations, it gives you the confidence and clarity that:

- Trustees aren't acting alone - they meet formally and keep records
- Decisions are made only when enough trustees are present (quorum)
- If something important arises, any two trustees can call a meeting - no gatekeeping
- Trustees don't just meet in-person; they can act flexibly, ensuring MOP remains responsive

As a member, you can ask:

- "Has this gone to a trustee meeting?"
- "Was this decision made with quorum?"
- "Can I see the minutes?"

This clause ensures that your questions have answers - and that governance remains traceable, fair, and participatory.

## 4. Ways to Engage or Take Action

If you're in a subgroup and need trustee support or a decision, ask a trustee to raise it at the next meeting - or request that a meeting be called.

If you're concerned about how a decision was made, ask to see the meeting minutes or submit a [Document Request Form]

If you're a trustee, remember that:

- Any two of you can call a meeting
- You can meet online or by phone
- The quorum is defined by the constitution - no shortcuts

It's okay to ask: "Has this followed process?" That question is part of collective care.

## 5. Real-Life Example

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The trustees are reviewing a proposal from the Events Subgroup. Two of them are on-site; one is travelling, and two are off-site but free via video conferencing.

They set a time, circulate the agenda and documents in advance, and meet via a mix of in-person and online participation.

Three of the five trustees are present - which meets quorum. Halfway through the meeting one trustee has to leave, but the meeting is still quorate.

The remaining trustees discuss, ask clarifying questions and consent to proceed with the proposal. The minutes record all details.

The process is clear, collaborative, and valid - thanks to the provisions in this clause.

## 6. Quick Guide

Trustees must...

- Meet with reasonable notice and quorum
- Make decisions collectively, by consent or majority
- Record minutes for all meetings
- Participate via online or remote methods when needed

Trustees can...

- Call a meeting with just two trustees agreeing
- Use a chair's casting vote if there's a tie
- Approve decisions in mixed in-person/online formats

Members can...

- Ask how or when a decision was made
- Request to see trustee meeting minutes
- Trust that decisions are not made in isolation or secrecy

This clause protects MOP by...

- Ensuring lawful, inclusive, and flexible trustee meetings
- Preventing unilateral or rushed decision-making
- Keeping governance transparent and accessible



## Clause 20: Saving Provisions

*A safeguard for good-faith decisions - even when something goes slightly wrong*

### 1. What It's About

This clause is here to protect the organisation from being paralysed by technical mistakes - especially when trustees are acting in good faith.

It acknowledges that even in a careful, values-led organisation, small procedural slip-ups can happen. Someone forgets to sign a form. A trustee's disqualification status is discovered late. A vote is taken with one fewer trustee than intended.

Rather than nullifying the decision entirely, this clause says: *"If the intent was right, and no harm was done, the decision can still stand."*

It keeps trust in the spirit of the decision, not just the structure.

### 2. How it Fits Within the Law

Charity law recognises that small irregularities shouldn't automatically invalidate decisions - particularly when:

- Trustees were acting with integrity and within their roles (or believed they were)
- The error didn't materially affect the outcome
- The issue is corrected as soon as reasonably possible

This clause ensures that:

- Decisions won't be undone simply because someone voted while unknowingly disqualified, or because of a small process gap
- The organisation can keep functioning while resolving minor issues
- Trust is placed in the substance of the process, not just the technical form

It's a kind of legal safety net.

### 3. What This Means for You (as a Member)

You can trust that:

- The organisation won't grind to a halt over minor mistakes
- Trustees are protected when they act in good faith
- Decisions you voted on or supported won't be suddenly reversed unless something genuinely significant went wrong

It also means:

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- If you discover a concern (e.g. a trustee voted when they shouldn't have), you can raise it - but the decision may still stand, depending on the impact

We build in flexibility, not loopholes. This clause allows grace without giving up accountability.

## 4. Ways to Engage or Take Action

- If you notice something irregular (e.g. someone voted who wasn't eligible), speak to a trustee or use the [Feedback and Concerns Form]
- Ask questions like:
  - “Does this affect the validity of the decision?”
  - “Do we need to revisit this - or note it and move on?”
- Trustees should review the situation and decide whether to re-confirm or re-do the decision - always aiming for transparency and alignment

*This clause isn't about ignoring mistakes - it's about not being derailed by them.*

## 5. Real-Life Example

*An urgent funding decision is made at a trustee meeting. Everyone agrees - but a week later, it's discovered that one trustee hadn't yet completed their official declaration. Technically, they shouldn't have voted.*

The trustees meet again, review the situation, and agree that:

- The decision was still valid under the saving provisions clause
- The declaration was filed immediately after
- They'll be more careful in future to check all paperwork before votes

The decision stands - and trust is strengthened, not weakened.

## 6. Quick Guide

This clause allows...

- Decisions to remain valid even if minor procedural errors occur
- Trustees to act without fear of reversal for technical slips
- The organisation to correct mistakes without collapsing decisions

This does not allow...

- Ignoring major breaches of process or bad faith

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- Trustees to bypass accountability or legal duties
- Decisions made without quorum, consent, or required oversight

This clause protects MOP by...

- Giving flexibility when errors happen
- Encouraging honesty and correction, not cover-up
- Supporting steady governance through complexity

## Clause 21: Execution of Documents

*Who can sign on behalf of the organisation - and when that signature carries legal protection*

### 1. What It's About

This clause is about how MOP makes formal commitments - and how we ensure that those commitments are made lawfully, transparently, and with collective accountability.

It's about protecting the organisation from being bound to something it didn't consent to - and protecting individuals from bearing personal legal risk for decisions made in good faith.

When we put our name to something as a community, we do so with clarity and care.

This clause also sets out who is legally authorised to act on MOP's behalf - and under what conditions that authority is valid.

### 2. How it Fits Within the Law

In a registered Charitable Incorporated Organisation (CIO):

- The organisation is a legal person - it can enter contracts, own assets, and be sued or held liable
- Legal documents (like contracts or funding agreements) can be executed in the charity's name by:

Two trustees, or

- One trustee, in the presence of a witness
- The people signing are not personally liable, as long as they act within their role and authority

However, if MOP does not have registered charitable status:

- It is legally an unincorporated association, which is not a separate legal entity
- Any person who signs a document on behalf of MOP may be personally liable for the

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terms of that contract

- Legal responsibility may fall on the individuals who made the commitment, not the group

This clause is written to reflect CIO-level protections - but those protections are only legally in force when MOP holds registered charitable status.

### 3. What This Means for You (as a Member)

If MOP is operating with full CIO status:

- Legal documents can be signed by authorised trustees without exposing themselves personally
- You don't need to worry about personal risk unless you've taken on specific legal authority
- The charity itself is responsible for fulfilling agreements

If MOP is not registered, or loses that status:

- Trustees (or others acting on MOP's behalf) could be personally liable for signed agreements
- There is a higher risk when entering contracts, accepting funding, or signing lease/hire agreements
- Even if a document is "signed for MOP," the law may treat the signatories as individually responsible

Signatures are powerful. This clause helps us treat them that way.

### 4. Ways to Engage or Take Action

Before signing anything on behalf of MOP:

- Confirm whether we currently have registered charitable status
- Check that you have clear internal authorisation to sign

If you're a trustee, always ask: "Do we have CIO status? Does this document require formal execution?"

If you're leading a subgroup, and a contract or agreement is part of your work:

- Talk to trustees before making a commitment
- Let them handle the signing unless advised otherwise

### 5. Real-Life Example



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Rosa is co-leading a new community project at MOP, and a partner organisation offers a small grant. The funder needs a signed agreement.

Rosa checks with the trustees. They confirm that MOP is still awaiting confirmation of its CIO registration - so the protections of Clause 21 do not yet apply.

Two trustees agree to co-sign the agreement anyway - but only after double-checking the terms, discussing personal liability, and confirming they are willing to take on the risk.

Once registration is approved, future documents can be signed under full CIO protection. Until then, every commitment is taken with careful, mutual understanding.

## 6. Quick Guide

With registered charitable status (CIO)...

- Documents can be signed by two trustees, or one trustee plus a witness
- The charity itself holds the legal responsibility
- Trustees are protected from personal liability if they act within their role

Without registered charitable status...

- MOP is an unincorporated association
- People signing on MOP's behalf may be personally liable
- Legal risk is real and must be considered before signing

Members and trustees can...

- Confirm legal status before signing
- Always check for proper internal authorisation
- Ask for legal or trustee guidance if unsure

This clause protects MOP by...

- Preventing unauthorised or risky commitments
- Ensuring lawful execution of documents
- Promoting shared clarity in serious decisions

## Clause 22: Use of Electronic Communications

*How we stay connected, even when we're not face to face*

### 1. What It's About

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This clause affirms something simple but powerful: we don't have to be in the same room to be in relationship.

It recognises that in a modern, community-led charity, we need to be able to share updates, invite decisions, and hold conversations across time and space. Electronic communication - emails, online forms, shared documents, virtual meetings - is how we stay in rhythm with each other. The work is rooted on site, but the threads that hold us together travel across screens, wires, and words.

This clause helps keep MOP flexible, responsive, and in tune with the way we live and organise today.

## 2. How it Fits Within the Law

Charity law allows our charity to use electronic communication for:

- Giving formal notice of meetings
- Circulating resolutions
- Sending trustee or member updates
- Handling administrative and legal correspondence

But only if the constitution permits it.

Participation isn't limited to the physically present - it travels in many forms. This clause makes it legally clear that:

- MOP can send formal notices by email or other electronic means
- Trustees and members can receive communications in digital formats
- This is valid and binding, as long as it's done appropriately

It supports both legal compliance and modern practicality.

## 3. What This Means for You (as a Member)

You can expect that:

- Notices of General Meetings or trustee votes will arrive by email
- Written resolutions or formal documents will be shared as digital files
- You can reply electronically to many forms of communication

This clause makes participation easier for those who can't always be on site, or who need to engage flexibly.

If you have accessibility needs or don't use email, you can always request alternative formats - MOP is still accountable to ensure communications are clear and inclusive.



## 4. Ways to Engage or Take Action

- Make sure your contact details (especially email) are up to date - so you receive official communications
- Let a trustee know if you need print copies, audio versions, or phone calls instead
- If you're unsure whether something sent digitally counts as "official," just ask: *"Is this the formal notice or just a heads-up?"*

Consent-based organisations rely on communication - and this clause helps it travel more easily.

## 5. Real-Life Example

The trustees are preparing to circulate the agenda and resolutions for the next General Meeting. They send the full pack out to members via email, with 14 days' notice.

One member doesn't have regular access to email, so they request a print version - which is hand-delivered.

Another member, currently abroad, receives the documents and returns a proxy vote via email.

Thanks to this clause, the whole process is valid, accessible, and traceable.

## 6. Quick Guide

This clause allows MOP to...

- Send formal notices and documents via email or electronic means
- Receive communications electronically
- Treat digital correspondence as legally valid (when appropriate)

Members can...

- Receive agendas, resolutions, minutes, and updates by email
- Request alternate formats if needed
- Reply electronically when applicable (e.g. proxy forms, feedback)

This clause protects MOP by...

- Enabling modern, efficient communication
- Supporting flexible and inclusive participation
- Ensuring electronic actions are legally recognised



## Clause 23: Keeping of Registers

*Who's involved, and how we make that official*

### 1. What It's About

This clause is about holding the memory of who we are - not just as a legal formality, but as part of our collective record. It ensures we keep track of who our current members and trustees are, where we can reach them, and what roles they hold. To be seen in the structure is to be respected in the process.

It may seem bureaucratic, but this is how we honour people's involvement: by recognising their role in the fabric of the organisation and making sure there is an accurate record of participation.

### 2. How it Fits Within the Law

Under charity law, MOP must maintain:

- A register of members (names and contact details)
- A register of trustees (names, addresses, dates of service)

This clause ensures that:

- These registers are accurate and up-to-date
- They are available for inspection by trustees, members and, in some cases, the charity commission
- Information is handled with care and legal sensitivity (e.g. respecting confidentiality where appropriate)

These records support everything from legal compliance to fair voting procedures - and protect the legitimacy of governance processes.

### 3. What This Means for You (as a Member)

If you're a member:

- Your name and contact details will be held in the members' register
- This confirms your voting rights and ability to participate in decision-making
- You can ask to inspect the register, or confirm your own details are accurate

If you're a trustee:

- Your details must also appear in the trustees' register
- This includes when you were appointed, and when you stepped down (if applicable)

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- It's part of the accountability structure that allows MOP to function legally and transparently

These records are not surveillance - they're stewardship.

## 4. Ways to Engage or Take Action

- If your name, email, or address changes, let a trustee know so the register can be updated
- If you're unsure whether you're currently listed as a voting member, ask to confirm
- Trustees are responsible for keeping the registers accurate - if you have concerns about missing or outdated information, raise it directly with trustees, or via the [Feedback and Concerns Form]

It's okay to say: *"Can I just check that I'm officially on the register?"*

## 5. Real-Life Example

Alex has been active at MOP for months and recently completed the membership process. They want to submit a resolution for the next General Meeting.

Before doing so, they check with a trustee: "Am I officially on the register yet?" The trustee confirms yes - Alex is a voting member, their email is on file, and they are eligible to propose a resolution.

The process moves forward with confidence - because the records are clear.

## 6. Quick Guide

MOP must...

- Maintain a register of members (names, contact info)
- Maintain a register of trustees (names, addresses, appointment dates)
- Make these registers available for inspection when legally required

Members can...

- Confirm whether they're on the register
- Update their contact details
- Ask to inspect the register or raise concerns about accuracy

This clause protects MOP by...

- Ensuring fair and valid voting processes
- Providing a clear record of who is involved



- Supporting legal compliance and good governance

## Clause 24: Minutes

*Recording our decisions - so we remember, reflect, and stay accountable*

### 1. What It's About

This clause is about honouring our decisions by writing them down - not just for legal purposes, but to create memory, transparency, and continuity.

When we record what was decided, by whom, and why, we're doing more than keeping records. We're building trust. Minutes are our collective memory - a ledger of care, consent, and clarity.

Whether it's a meeting of trustees or a General Meeting of members, this clause ensures that what happens in the moment is captured for the future.

### 2. How it Fits Within the Law

Under charity law, all charities must:

- Keep clear and accurate records of decisions
- Be able to show when and how decisions were made - especially if challenged or reviewed later

This clause ensures that:

- MOP maintains minutes of all trustee meetings
- Minutes are also kept for General Meetings of members
- These minutes form part of the official governance record

It's a legal requirement - and a practical necessity - for a functioning, member-led organisation.

### 3. What This Means for You (as a Member)

You have the right to:

- Request access to minutes of past General Meetings
- Ask how or when a decision was made
- Expect trustees and subgroups to be recording what they do - not just informally, but officially

If something seems unclear or in dispute, the minutes are the first place we look. They help us stay honest, avoid confusion, and track accountability.

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## 4. Ways to Engage or Take Action

Not every good idea becomes a decision - and not every decision becomes action unless it's remembered.

- Ask to see minutes of a past General Meeting - either by speaking to a trustee or using the [Document Request Form]
- If you think something was missed or recorded incorrectly, raise it gently with the minute-taker or chair
- If you're helping run a subgroup or event, keep simple notes of decisions - it doesn't have to be formal, just clear and shareable

## 5. Real-Life Example

At the AGM, members approve a new site policy and agree to review it in six months. A year later, someone asks, "*Did we ever actually pass that?*"

The trustees check the minutes - and there it is, clearly recorded.

The decision is reaffirmed, and a follow-up review is scheduled.

No confusion. No dispute. Just a record of what the community agreed.

## 6. Quick Guide

MOP must...

- Record minutes of all trustee meetings
- Record minutes of General Meetings of members
- Keep those records safely and accessibly

Members can...

- Request to see minutes of General Meetings
- Ask for clarification on decisions
- Help record subgroup meetings if delegated or relevant

This clause protects MOP by...

- Providing traceability and transparency
- Avoiding confusion, duplication, or dispute
- Building a culture of shared memory and reflection



## Clause 25: Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

*How we care for our financial integrity and public accountability*

### 1. What It's About

This clause is about being good stewards of the resources we hold - not just for ourselves, but for the wider public who trust us to use them wisely.

It ensures that the organisation's money, assets, reports and membership records are kept accurately and transparently, and that we remain accountable - not just inwardly, but outwardly to the Charity Commission and our wider community.

### 2. How it Fits Within the Law

Charity law requires that every charity must:

- Keep proper accounting records
- Prepare annual accounts and a trustees' report
- Submit annual returns to the Charity Commission
- Maintain up-to-date registers of members and trustees

This clause ensures MOP:

- Tracks its income and spending transparently
- Files accurate and timely reports
- Keeps all required financial and membership records
- Remains in good standing as a charity

It ensures we meet our legal obligations - and gives funders, members, and the public confidence in how we operate.

### 3. What This Means for You (as a Member)

You can expect:

- A financial report at the AGM, showing where money has come from and where it has gone
- That the trustees are keeping full and proper accounting records behind the scenes
- That MOP is submitting required reports and returns - no hidden finances, no silent years



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You can also:

- Ask to view key financial or governance documents using the [Document Request Form]
- Suggest improvements to financial processes using the [Policy Review Request Form]

If you're in a subgroup managing a budget or grant, you're part of this process too - and will be asked to track spending and share updates.

## 4. Ways to Engage or Take Action

Transparency isn't just for scrutiny - it's for shared trust.

- If you're curious, ask at a General Meeting:
  - *"Can we hear more about how the budget's looking?"*
  - *"How are we doing with our reporting obligations?"*
- If you're in a subgroup with delegated spending power, track your expenses and submit them using the [Expense & Purchase Form]
- If you have questions about how financial decisions are made, ask to see the financial policy or annual report

## 5. Real-Life Example

The Events Subgroup organises a community gathering using a small fund allocated by trustees. They keep a record of receipts and submit an update at the end of the season.

Their report is included in the trustees' financial summary, which is then compiled into the annual accounts and submitted to the Charity Commission.

At the AGM, a member asks how much funding went into events this year. The answer is ready, clear, and accurate - because the records have been well kept.

## 6. Quick Guide

MOP must...

- Keep full and accurate accounting records
- Prepare annual accounts and a trustees' report
- File returns with the Charity Commission
- Maintain member and trustee registers

Members can...

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- Receive financial reports at the AGM
- Ask questions about financial management
- Propose process improvements or policy reviews

This clause protects MOP by...

- Ensuring legal and ethical financial conduct
- Building public confidence in our charity status
- Making sure internal spending aligns with our values

## Clause 26: Rules

*How we create and evolve the shared agreements that guide our daily life*

### 1. What It's About

This clause is about living governance. It gives MOP permission and structure to create shared agreements about how we work together - and to revise them as our needs and understanding evolve.

Rules (sometimes called bylaws, policies or procedures) are how we give shape to our day-to-day practice - from how we use the site, to how we resolve conflict, make purchases, or hold roles. The constitution gives us the bones - the rules help us move, flex, and grow.

### 2. How it Fits Within the Law

Charity law acknowledges that a constitution cannot (and should not) include every operational detail. Trustees need the authority to adopt additional internal rules - as long as:

- They align with the constitution
- They are consistent with charity law
- They are shared transparently and made available to members

This clause ensures that:

- Trustees can adopt rules to support MOP's operation
- These rules can't override the constitution, but can expand and clarify it
- All members have access to the rules and policies that affect them

It offers flexibility within a lawful framework, and protects against informal or unaccountable decision-making.

### 3. What This Means for You (as a Member)

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You're not expected to memorise every rule - but you do have:

- The right to access the current policies and procedures
- The opportunity to suggest changes or new policies
- The responsibility to follow agreed rules where relevant (e.g. health & safety, expenses, site use)

These rules are created to support collective care - not control. They may cover things like:

- How expenses are submitted
- How subgroups report back
- How members request resources or space
- How concerns or complaints are handled

## 4. Ways to Engage or Take Action

Rules at MOP are by membership agreement, not edicts. They can grow with us or we can change them if we agree that we have outgrown them.

- Read current rules and policies on the website or request copies with the [Document Request Form]
- If you spot something that no longer fits, use the [Policy Review Request Form] to propose an update
- If you're in a subgroup and notice a gap in policy (e.g. for new tools, roles, or safety practices), draft something and bring it forward

You can always start with a conversation. Say: *"This process feels unclear - can we create or review a rule about it?"*

## 5. Real-Life Example

The Land Care Subgroup realises there's no clear procedure for maintaining tools or managing shared storage. After informal discussions, they propose a simple "Tool Use" policy.

They share a draft with trustees, through the [Policy Review Request Form], get feedback, and it's formally adopted as an internal rule - shared with members and pinned up on site.

Later, another subgroup builds on this with a shared storage agreement. Rules grow organically - guided by care, not bureaucracy.

## 6. Quick Guide

MOP trustees can...

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- Create, revise, or withdraw internal rules
- Share them transparently with all members
- Ensure they're consistent with the constitution

Members can...

- Access and follow the rules
- Propose changes or suggest new ones
- Ask questions when things seem unclear or outdated

This clause protects MOP by...

- Providing practical ways to handle daily operations
- Making expectations transparent and shareable
- Allowing governance to evolve with community needs

## Clause 27: Disputes

If members have a serious disagreement about how the constitution has been followed, and they can't resolve it together, they must first try mediation before going to court.

### 1. What It's About

This clause applies when there is a serious disagreement about how the constitution has been followed - for example, about a decision, meeting, or election that someone believes was not carried out properly.

It ensures that, before anyone considers taking legal action, both sides make a real effort to resolve things through mediation - with help from a neutral third party.

### 2. How It Fits Within the Law

Charity law allows organisations to include a formal dispute resolution clause. This helps:

- Prevent legal disputes from escalating into court cases
- Protect the organisation and members from unnecessary harm
- Encourage fairness and good faith in resolving constitutional disagreements

It's a standard safeguard in charity constitutions. It shows that we act responsibly, even under pressure.

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## 3. What This Means for You (as a Member)

If you ever believe that a decision or action under the constitution has been handled wrongly or unfairly, this clause:

- Gives you a clear and fair process for escalation
- Ensures both sides try to resolve the matter before going to court
- Protects everyone's time, energy, and wellbeing

Most disagreements can be resolved through conversation or by using the [Feedback and Concerns Form] or [Incidents, Complaints, and Grievances Form].

Only when a disagreement involves the constitution itself - and cannot be resolved internally - does Clause 27 apply.

## 4. Ways to Engage or Take Action

If you believe there's been a constitutional issue:

1. Raise your concern in writing with the trustees.
2. If informal discussion doesn't resolve it, the trustees may suggest mediation with an independent person.
3. Both sides then take part in good faith to seek resolution before any legal steps are taken.

The aim is not to "win" - it's to reach understanding and preserve trust.

## 5. Real-Life Example

Two members disagree about whether a trustee election followed the rules set out in the constitution. After several attempts to discuss it, no agreement is reached.

Before taking legal action, both members agree to mediation. A neutral mediator helps them understand the process and find a shared resolution. The matter is settled peacefully, and no legal action is needed.

## 6. Quick Guide

This clause allows...

- Members and the organisation to mediate serious constitutional disputes
- A calm, fair process before any court action
- Protection for all parties if things become legally sensitive

Members can...

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- Raise concerns through existing feedback or grievance forms
- Ask trustees for mediation if a constitutional disagreement cannot be resolved internally

This clause protects MOP by...

- Preventing legal escalation
- Encouraging fairness, dialogue, and shared responsibility
- Keeping our values intact, even in difficult moments

## Clause 28: Amendment of Constitution

How we reshape the structure - when the time comes to grow, evolve, or adapt

### 1. What It's About

This clause is about transformation. It's the built-in mechanism that ensures MOP is not locked into a fixed structure, but is capable of evolution.

It recognises that our needs, values, context and understanding will change over time. This clause says: "We can re-shape this - with care, with rigour, and with each other."

It honours the fact that change doesn't just happen through day-to-day decisions. Sometimes, we need to revise the very foundations. And when that moment comes, this clause is our pathway.

### 2. How it Fits Within the Law

Charity law requires a clear process for constitutional amendments. This clause ensures:

- Changes to the constitution can only happen through formal member consent
- Certain changes (e.g. to the charity's purposes) must also be approved by the Charity Commission
- Amendments must be submitted properly and recorded formally

Specifically, this clause allows MOP to:

- Make most amendments with a two-thirds majority of voting members
- Make changes to charity objects, trustee benefits, or dissolution provisions only with Charity Commission consent

It balances flexibility with protection - allowing change, but only through collective and legal due process.

### 3. What This Means for You (as a Member)

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You are not a passive recipient of structure. You are one of its co-authors. You have the power to change the constitution.

That means:

- You can propose amendments - either as an individual or with others
- You can participate in the consultation, discussion, and redrafting process
- You can vote on proposed changes at a General Meeting

But constitutional change is serious. It takes time, consultation, and deep thinking. You'll be asked not just what should change, but why, how, and with what consequences.

## 4. Ways to Engage or Take Action

- If you think part of the constitution is outdated, unclear, or in conflict with MOP's values, work with fellow members and use the [Constitutional Amendment Form] to start a conversation with the rest of the membership.
- Bring your idea to a subgroup, trustee, or General Meeting to explore it with others
- Participate in any consultation or redrafting processes that follow

It's okay to start small: "What would need to happen to change this part of the constitution?"  
"Has this section ever been reviewed since we wrote it?"

The form is a tool - but conversation is the real beginning.

## 5. Real-Life Example

A group of members feel that the existing quorum for General Meetings is too high, making it hard to pass decisions when participation dips. They believe this disempowers the wider membership.

They discuss the idea informally, then complete a [Constitution Amendment Form] to explore the change formally. Trustees review it, and a working group is formed to consult members and co-draft new wording.

The proposed amendment is presented at a dedicated General Meeting. After discussion, it passes with a two-thirds majority.

The constitution is updated - not through power struggles, but through collective will.

## 6. Quick Guide

MOP can...

- Change the constitution with a two-thirds vote of members

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- Amend charitable objects or certain protected clauses only with Charity Commission consent
- Use forms and consultations to develop structural changes properly

Members can...

- Propose constitutional amendments
- Participate in co-drafting and consultation
- Vote on final proposals at a General Meeting

This clause protects MOP by...

- Preventing casual or poorly thought-out structural changes
- Allowing for deep and necessary transformation
- Giving members real power over the shape of the organisation

## Clause 29: Voluntary Winding Up or Dissolution

How we let go - if and when the time comes

### 1. What It's About

This clause holds a sacred responsibility: to define what happens if MOP ever needs to close.

It's about ending well - with dignity, clarity, and care for what came before and what comes after. It ensures that even if MOP winds down, its purpose - community, land, learning, healing - lives on through how we pass on its resources.

This clause reminds us: we are stewards, not owners.

### 2. How it Fits Within the Law

Charity law requires that every constitution includes a clear and lawful process for winding up - so that:

- The charity's assets are not misused or absorbed informally
- Remaining funds and property are passed to another charity with similar purposes
- Trustees act with full legal responsibility right through to the final steps

This clause ensures that:

- Winding up can only happen with a formal resolution by members



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- Trustees must apply any remaining property to another charity or charities that share our aims
- No member or trustee can personally benefit from the charity's assets

This is a legal and ethical safeguard - and it honours the principles MOP is built on.

### 3. What This Means for You (as a Member)

You have a say.

If winding up is ever proposed:

- You will be given notice and a clear proposal
- You will be asked to vote - and a strong majority must agree (two-thirds of those present)
- You can ask questions about what will happen to the site, the resources, and the legacy

You also have the right to propose alternative paths - to pause, restructure, or explore rescue plans before dissolving.

If dissolution is truly necessary, this clause ensures the spirit of MOP - its assets, and mission - is passed forward, not lost.

### 4. Ways to Engage or Take Action

- If you hear discussion about winding up, don't stay silent. Ask:
  - "What options have been explored?"
  - "What's the impact on the wider community?"
- If you're a trustee or member involved in the process:
  - Ensure full transparency with the membership
  - Consult the Charity Commission for support
  - Begin succession or legacy planning early
- Letting go well is an act of care - for future generations too.

### 5. Real-Life Example

After many years of activity, a small community land project faces loss of access, financial strain, and dwindling participation. Despite several attempts to revive it, the members eventually vote to dissolve.

But before closing:

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- They hold a final gathering to celebrate its legacy
- They donate tools and funds to a neighbouring community orchard
- They create an online archive of learnings, stories, and photos

The project ends - but its impact continues. The ending becomes a gift.

## 6. Quick Guide

Winding up can only happen if...

- Members vote by a two-thirds majority at a General Meeting
- All remaining assets are given to another charity with similar aims
- Trustees follow all legal and reporting requirements

Members can...

- Participate in discussions about closure
- Vote on any proposed winding up
- Ask about legacy, alternatives, and asset transfer

This clause protects MOP by...

- Ensuring closure is responsible, transparent, and lawful
- Preventing private gain or informal asset transfer
- Making sure MOP's mission outlives its legal structure

## Clause 30: Interpretation

How we understand the words - and read the spirit behind them

### 1. What It's About

This clause is about reading with care. It reminds us that language can be complex, legal terms can be unfamiliar, and different readers can interpret things differently.

This clause gives us a compass: when in doubt, return to the legal definitions - and the charitable purpose behind them. The words matter - but so does the spirit we bring to reading them.

### 2. How it Fits Within the Law

Legal documents must be internally consistent. This clause ensures:

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- Specific terms like “charity trustees” and “connected person” have legally recognised meanings
- The constitution refers to definitions used in UK charity law
- Readers and decision-makers don’t reinterpret critical terms on a whim

By anchoring interpretation to the Charities Act 2011 and related legislation, this clause ensures decisions based on the constitution are legally valid and clear.

It avoids confusion and protects the organisation from misinterpretation - intentional or accidental.

### 3. What This Means for You (as a Member)

If you’re ever unsure what a clause means - or what a term refers to - this clause tells you where to look:

- Refer to the relevant part of the Charities Act 2011
- Ask trustees to explain or clarify in plain language
- Remember that some words may have legal meanings that differ slightly from everyday use

This clause also tells you that:

- All references to legislation include future amendments or replacements - the constitution evolves in context, not in isolation

When words feel dense, don’t walk away - ask, explore, and interpret together.

### 4. Ways to Engage or Take Action

- If you’re reading the constitution and feel confused by a term (like “quorum” or “connected person”), ask a trustee to explain or walk through it
- When drafting proposals or policies, use terms in alignment with how they appear in the constitution - or flag clearly when you’re using new definitions

Shared meaning takes shared attention. Don’t be afraid to say: “Can we clarify what this word means here?”

### 5. Real-Life Example

A member reads the clause on trustee benefits and wonders what “connected person” includes. Does it mean family? Close friends? Subgroup members?

They ask a trustee, who checks the legal definition and explains that “connected person” includes spouses, close relatives, and business partners - but not just anyone the trustee knows.

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This clarity changes how the member interprets the policy - and makes it easier to trust the process.

## 6. Quick Guide

This clause ensures...

- Terms like “charity,” “trustee,” or “connected person” follow legal definitions
- References to laws remain valid, even if the laws are amended or renamed
- The constitution is interpreted consistently with UK charity law

Members can...

- Ask for clarification of terms
- Expect consistent, lawful interpretation
- Refer to the Charities Act 2011 for full definitions

This clause protects MOP by...

- Preventing misinterpretation or misuse of legal terms
- Supporting transparent and lawful decision-making
- Keeping the constitution in alignment with current legislation

## 5. Conclusion

This guide has taken you through the Meadow Orchard Project Constitution one clause at a time, not just to explain what it says, but to explore what it means: for our values, for our responsibilities, and for how we live out community together.

- You don't need to remember every rule.
- You don't need to fill every form.
- You just need to know that this document and this organisation was built to include you.

Whether you're growing vegetables, planning a workshop, reviewing a policy, joining a subgroup, or attending a meeting, you're contributing to a culture of shared care and governance. That's what member-led means: not passive permission, but active participation.