



The Grayshott Stagers

CONSTITUTION

*Adopted at the Annual General Meeting on 12th September 2018
incorporating change to clause 32b agreed at Annual General meeting on 24th
September 2025*

Adoption of the constitution

1. The association and its property will be administered and managed in accordance with the provisions in this constitution.

Name

2. The association's name is The Grayshott Stagers (and in this document it is called 'the society').

Objects

3. The society's objects ('the objects') are to stimulate and promote the study of drama, dance and musical theatre by the public and private presentation of plays, music, dance and musical theatre, by the promotion of training and education in the dramatic, dancing and musical arts and by the support of other performing drama, dance and musical groups.

Officers and Committee

4. The society and its property shall be managed and administered by a committee comprising the officers and other members elected at the annual general meeting in accordance with this constitution, in this constitution together called 'the committee', and having responsibility to safeguard the society, its assets and property and generally to act in accordance with the legal duties of trustees.
5. The society shall have the following officers:
 - a. A Chair
 - b. A Vice-Chair
 - c. A secretary
 - d. A treasurer.
6. The committee shall consist of the officers and up to seven additional members elected by the members at a general meeting and all officers and members must be members of the society.
7. No one may be appointed an officer or committee member if disqualified for holding that office under the provisions of this constitution.
8. The first committee members (including officers) shall be those persons elected as officers and committee members at the meeting at which this constitution is adopted.
9. A committee member may not appoint anyone to act on that member's behalf at meetings of the committee.

Appointment of Officers and Committee Members

10. The society in general meeting shall elect the officers and the other committee members.
11. The committee may appoint any person who is willing to act a committee member who shall remain a committee member until the next annual general meeting or special general meeting, whichever is the sooner. Subject to clause 63, they may also appoint committee members to act as officers.
12. Each of the officers and committee members shall retire at the end of the annual general meeting next after appointment but shall be eligible for re-election at that annual general meeting.
13. No-one may be elected an officer or committee member at any annual general meeting unless prior to the meeting or, at the discretion of the chair of the meeting, at any stage during the meeting the society is given notice by any means by a proposer that the person who is to be proposed is willing to be appointed.
14. The appointment of a committee member, whether by the society in general meeting or by the other committee members, must not cause the number of committee members to exceed any number fixed in accordance with this constitution as the maximum number of committee members.

15. The committee may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

Membership

16. Membership in accordance with the following provisions is open on application to the secretary to individuals who are approved by the committee.
 - a. Adult Membership is open to individuals aged eighteen years or over;
 - b. Patron Membership shall be open to those individuals aged eighteen years or over who actively support the society.
 - c. The society officers and committee members in their absolute discretion may appoint as Honorary Life Members members who have rendered to the society outstanding service in pursuance of the objects of the society and Honorary Life Members shall have all the rights of Adult Members.
 - d. The committee of the society may grant Guest Membership to individuals giving services to the society on such terms as the committee may determine.
17. The committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the society to refuse the application:
 - a. The committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - b. The committee must consider any written representations the applicant may make about the decision. The committee's decision following any written representations must be notified to the applicant in writing but shall be final.
18. Membership is not transferable to anyone else.
19. The committee must keep a register of names and addresses of the members.

Termination of Membership

20. Membership is terminated if:
 - a. the member dies;
 - b. the member resigns by written notice to the society unless, after the resignation, there would be fewer than two members;
 - c. any sum, including the annual subscription, due from the member to the society is not paid in full within six months of it falling due;
 - d. the member is removed from membership and disqualified for holding office as a committee member by a resolution of the committee that it is in the best interests of the society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. the member has been given at least twenty one days' notice in writing of the meeting of the committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the society) has been allowed to make representations to the meeting.

General Meetings

21. The society must hold a general meeting within fifteen months of the date of the adoption of this constitution.
22. An annual general meeting must be held in each subsequent year, usually in the month of September and not more than fifteen months may elapse between successive annual general meetings.
23. The business of the annual general meeting shall include, but is not limited to:
 - a. the election of officers and committee members;

- b. the setting of the annual subscriptions, acting fees, audition fees and other charges to members and non-members to apply from the commencement of the financial year of the society next after the date of the annual general meeting;
- c. the appointment of an independent examiner of the society's accounts;
- d. and such discussion motions notified to the secretary in writing (in any form) at least 14 days before the date of the meeting or accepted by the Chair at any time during the meeting for discussion and voting.

- 24. All general meetings other than annual general meetings shall be called special general meetings.
- 25. The committee may call a special general meeting at any time.
- 26. The committee must call a special general meeting if requested to do so in writing by at least twenty members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

Notice

- 27. The minimum period of notice required to hold any general meeting of the society is fourteen clear days from the date on which the notice is deemed to have been given.
- 28. A general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.
- 29. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 30. The notice must be given to all the members, including the committee.

Quorum

- 31. No business shall be transacted at any general meeting unless a quorum is present.
- 32. A quorum is:
 - a. 20 members entitled to vote upon the business to be conducted at the meeting; or
 - b. one quarter of the total membership at the time, whichever is the less.
- 33. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the committee shall determine.
- 34. The committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 35. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

Chair

- 36. General meetings shall be chaired by the person who has been elected as Chair.
- 37. If there is no such person or the Chair is not present within fifteen minutes of the time appointed for the meeting, the Vice-Chair or, if the Vice-Chair is absent, a committee member nominated by the committee members present shall chair the meeting.
- 38. If there is only one committee member present and willing to act, that member shall chair the meeting.

39. If no committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

Adjournments

40. The members present at a meeting may resolve that the meeting shall be adjourned.
41. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
42. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
43. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

Votes

44. Each adult, patron and honorary life member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote that member may have.
45. A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
46. All votes on elections or resolutions at a general meeting shall be by a simple majority except for resolutions to amend this constitution.

Amendment of constitution

47. The society may amend any provision contained in this constitution provided that:
- a. no amendment may be made that would have the effect of making the society cease to be a society at law;
 - b. no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the society;
 - c. any resolution to amend this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

Powers of the committee

48. The committee must manage the business of the society and have the following powers in order to further the objects (but not for any other purpose):
- a. to raise funds. In doing so, the committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the society, including making donations for memorial or charitable purposes.
 - d. to borrow money and to charge the whole or any part of the property belonging to the society as security for repayment of the money borrowed.
 - e. to co-operate with other unincorporated associations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other society formed for any of the objects;
 - h. to set aside income as a reserve against future expenditure but only in accordance with a

written policy about reserves;

- i. to obtain and pay for such goods and services as are necessary for carrying out the work of the society;
 - j. to open and operate such bank and other accounts as the committee considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - k. to do all such other lawful things as are necessary for the achievement of the objects.
49. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee.
50. Any meeting of the committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee.

Disqualification and removal of committee members

51. A committee member shall cease to hold office if:
- a. disqualified for acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - b. ceases to be a member of the society;
 - c. in the written opinion, given to the society, of a registered medical practitioner, has become physically or mentally incapable of acting as a committee member and may remain so for more than three months;
 - d. resigns as a committee member by notice to the society (but only if at least two committee members will remain in office when the notice of resignation is to take effect); or
 - e. is absent without the permission of the committee from all their meetings held within a period of six consecutive months and the committee resolves that that office be vacated.

Proceedings of the committee

52. The committee may regulate its proceedings as it thinks fit, subject to the provisions of this constitution:
- a. The secretary may call a meeting of the committee and must do so if requested to do so by the chair or by not less than three committee members.
 - b. Questions arising at a meeting must be decided by a majority of votes.
 - c. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
 - d. No decision may be made by a meeting of the committee unless a quorum is present at the time the decision is purported to be made.
 - e. The quorum shall be five or the number nearest to one-third of the total number of the committee, whichever is the greater or such larger number as may be decided from time to time by the committee.
 - f. A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
 - g. If the number of committee members is less than the number fixed as the quorum, the continuing committee members may act only for the purpose of filling vacancies or of calling a general meeting.
 - h. The person elected as the Chair shall chair meetings of the committee.
 - i. If the Chair is unable or unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice-Chair or, in the absence of the Vice-Chair, one of the committee members present appointed by their number shall chair that meeting.
 - j. The person appointed to chair meetings of the committee shall have no functions or powers except those conferred by this constitution or delegated in writing by the committee.
 - k. A resolution in writing signed by all the members entitled to receive notice of a meeting of the committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the committee or (as the case may be) a sub-committee duly convened

and held.

1. The resolution in written form, including electronic form, may comprise several documents containing the text of the resolution in like form each signed in person or electronically by one or more committee members.

Delegation

53. The committee may delegate any of its powers or functions to a sub-committee of two or more members, whether or not also officers or committee members, but the terms of any such delegation must be recorded in the minutes.
54. The committee may impose conditions when delegating, including the conditions that:
 - a. the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - b. no expenditure may be incurred on behalf of the society except in accordance with a budget previously agreed with the committee.
 - c. the committee may revoke or alter a delegation.
 - d. all acts and proceedings of any sub-committees must be fully and promptly reported to the committee.
55. The committee may appoint any member or group of members as an advisory committee to give advice to the committee on any matter the committee thinks necessary.
56. Without prejudice to the generality of the above powers, the committee shall appoint a separate committee ('the casting committee') to undertake the casting of each production, presentation and performance of the society and the membership of the casting committee shall be such numbers as the committee may determine in accordance with the following:
 - a. Not fewer than three persons each of whom shall be members of the society in accordance with clause 16 above; and
 - b. At the absolute discretion of the committee, any persons with suitable skills and experience who need not be members of the society.
57. The committee shall ensure that the casting committee shall at all times have a majority of persons who are members of the society in accordance with clause 16 above.
58. The decisions of the casting committee shall at all times be subject to the final approval of the committee.

Application of income and property

59. The income and property of the society shall be applied solely towards the promotion of the objects.
60. An officer or committee member is entitled to be reimbursed from the property of the society or may pay out of such property reasonable expenses properly incurred when acting on behalf of the society.
61. An officer and committee member may benefit from trustee indemnity insurance cover purchased at the society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
62. None of the income or property of the society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the society.
63. This does not prevent a member who is not also an officer and committee member from receiving:
 - a. a benefit from the society in the capacity of a beneficiary of the society;
 - b. reasonable and proper reimbursement for any goods or services supplied to the society.

Benefits and payments to society officers, committee members and connected persons; General provisions

64. No officer, committee member or connected person may:
- a. buy or receive any goods or services from the society on terms preferential to those applicable to members of the public;
 - b. sell goods, services or any interest in land to the society;
 - c. be employed by, or receive any remuneration from, the society;
 - d. receive any other financial benefit from the society;
- unless the payment is permitted by this constitution, or authorised by the court.
65. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting society officer's, committee member's or connected persons' benefits

66. A society officer, committee member or connected person may receive a benefit from the society in the capacity of a beneficiary of the society as follows:
- a. Provided that a majority of the officers and committee members do not benefit in this way.
 - b. An officer, committee member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
 - c. Subject to sub-clause (b) of this clause an officer, committee member or connected person may provide the society with goods that are not supplied in connection with services provided to the society by the officer, committee member or connected person.
 - d. An officer, committee member or connected person may receive interest on money lent to the society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - e. An officer, committee member or connected person may receive rent for premises let by the officer, committee member or connected person to the society. The amount of the rent and the other terms of the lease must be reasonable and proper. The officer or committee member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - f. An officer, committee member or connected person may take part in the normal trading and fundraising activities of the society on the same terms as members of the public.

Payment for supply of goods only - controls

67. The society and its officers and committee members may only rely upon the authority provided by this clause if each of the following conditions is satisfied:
- a. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the society and the officer, committee member or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the society.
 - b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - c. The other officers and committee members are satisfied that it is in the best interests of the society to contract with the supplier rather than with someone who is not an officer, committee member or connected person. In reaching that decision the committee must balance the advantage of contracting with an officer, committee member or connected person against the disadvantages of doing so.
 - d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier or with regard to the

supply of goods to the society.

- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of officers and committee members is present at the meeting.
- f. The reason for their decision is recorded by the committee in the minutes.
- g. A majority of the officers and committee members then in office are not in receipt of remuneration or payments authorised by this constitution.

68. In clause 66:

- a. 'the society' includes any company in which the society:
 - b. holds more than 50% of the shares; or
 - c. controls more than 50% of the voting rights attached to the shares; or
 - d. has the right to appoint one or more committee members to the board of the company.
- e. 'connected person' includes any person within the definition set out in the Interpretation clause below.

Dissolution

69. If the members in general meeting resolve to dissolve the society the officers and committee members will remain in office and be responsible for winding up the affairs of the society in accordance with this clause.

70. The officers and committee members must collect in all the assets of the society and must pay or make provision for all the liabilities of the society.

71. The officers and committee members must apply any remaining property or money:

- a. directly for the objects;
- b. by transfer to any incorporated or unincorporated association or charity for purposes the same as or similar to the society;

72. The members may pass a resolution before or at the same time as the resolution to dissolve the society specifying the manner in which the officers and committee members are to apply the remaining property or assets of the society and the officers and committee members must comply with the resolution if it is consistent with clause 66 above.

73. In no circumstances shall the net assets of the society be paid to or distributed among the members of the society.

Conflicts of interests and conflicts of loyalties

74. An officer or committee member must:

- a. declare the nature and extent of any interest, direct or indirect, in a proposed transaction or arrangement with the society or in any transaction or arrangement entered into by the society which has not been previously declared; and
- b. absent himself or herself from any discussions of the committee in which it is possible that a conflict will arise between a member's duty to act solely in the interests of the society and any personal interest (including but not limited to any personal financial interest).

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

Saving provisions

76. Subject to clause 71, all decisions of the committee or of a sub-committee of the society, shall be valid notwithstanding the participation in any vote of a member:

- a. who is disqualified for holding office;
- b. who had previously retired or who had been obliged by this constitution to vacate office;
- c. who was not entitled to vote on the matter, whether by reason of a conflict of

interests or otherwise;

- d. if, without the vote of that member and that member being counted in the quorum, the decision has been made by a majority of the committee or sub-committee at a quorate meeting.

77. The immediately preceding clause does not permit an officer or committee member keeping any benefit that may be conferred by a resolution of the committee or of a sub-committee if, but for the immediately preceding clause, the resolution would have been void, or if the committee has not complied with above clause on Conflicts of interests and conflicts of loyalties.

Irregularities in proceedings

78. Subject to the provisions of this constitution, all acts done by a meeting of the committee or of a properly appointed sub-committee, shall be valid notwithstanding the participation in any vote of a member:

- a. who was disqualified from holding office;
- b. who had previously retired or who had been obliged by this constitution to vacate office;
- c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- d. if, without the vote of that member; and that member being counted in the quorum, the decision has been made by a majority of the committee or sub-committee at a quorate meeting.

79. This constitution does not permit a member to keep any benefit that may be conferred by a resolution of the committee if the resolution would otherwise have been void.

80. No resolution or act of

- a. the committee;
- b. any sub-committee; and
- c. the society in general meeting

shall be invalidated by reason of the failure to give notice to any member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the society.

Minutes

81. The committee must keep minutes of all:

- a. appointments of officers and committee members made by the committee;
- b. proceedings at meetings of the society;
- c. meetings of the committee and sub-committees including:
 - i. the names of the members present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

82. The minutes of committee meetings, general meetings of the society and general records of the society and its activities may be kept in any permanent, electronic or digital format and in any location at the discretion of the committee.

Accounts and Annual Statement

83. The committee must:

- a. Keep the accounting records for the society;
- b. Prepare an annual statement of account for the society for presentation at the annual general meeting;
- c. Ensure that the annual statement of account is examined by the appointed independent examiner or that person's nominee.

Property

84. The committee must ensure the title to:
- a. all land held by or in trust for the society that is not vested in the Official Custodian of Charities; and
 - b. all investments, other than savings accounts held in an institution regulated by the Financial Conduct Authority or the Bank of England, held by or on behalf of the society
- are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals, who may or may not be members of the society, appointed by them as holding trustees.
85. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the committee and that if they do so they will not be liable for the acts and defaults of the committee or of the members of the society.
86. The committee may replace the holding trustees, collectively or individually, at any time.

Repair and insurance

87. The committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the society (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability, employer's liability and risks to members participating in presentations and productions of the society.

Notices

88. Any notice required by this constitution to be given to or by any person shall at the discretion of the society be:
- a. given in writing; or
 - b. given using electronic communications, which expression shall include email, websites, postings and messages on social media or other nominated websites and any other generally used digital systems.
89. The society may in its discretion give any notice to a member either:
- a. personally; or
 - b. by sending it by post in a prepaid envelope addressed to the member at his or her address;
or
 - c. by leaving it at the address of the member; or
 - d. by giving it using electronic communications to the member's notified electronic or digital address.
90. A member who does not register an address with the society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the society except by electronic communications.
91. A member present in person at any meeting of the society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
92. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
93. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
94. A notice shall be deemed to be given on the second business day after the envelope containing it was posted or, in the case of an electronic or digital communication, 48 hours after it was sent or transmitted.

Rules

95. The committee may from time to time make rules or bye-laws for the conduct of their business.
96. The bye-laws may regulate the following matters but are not restricted to them:
- a. the admission of members of the society and the rights and privileges of such members, and the time for payment of acting fees, subscriptions, audition fees and other fees or payments due from members;
 - b. the conduct of members of the society in relation to one another, and to the society's employees and volunteers;
 - c. the setting aside of the whole or any part or parts of the society's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meeting and meetings of the committee in so far as such procedure is not regulated by this constitution;
 - e. the keeping and authenticating of records. (If rules made under this clause permit records of the society to be kept in electronic form and requires an officer or committee member to sign the record, the rules must specify a method of recording the signature that enables it to be properly authenticated.)
 - f. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
97. The society in general meeting has the power to alter, add to or repeal the rules or bye-laws.
98. The committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the society.
99. The rules or bye-laws shall be binding on all members of the society. No rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in this constitution.

Disputes

100. If a dispute arises between members of the society about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Interpretation

101. In this constitution 'connected person' means:
- a. a child, parent, grandchild, grandparent, brother or sister of the member;
 - b. the spouse or civil partner of the member or of any person falling within sub-clause (1) above;
 - c. a person carrying on business in partnership with the member or with any person falling within sub-clause (1) or (2) above;
 - d. an institution which is controlled -
 - i. by the member or any connected person falling within sub-clause (1), (2), or (3) above; or
 - ii. by two or more persons falling within sub-clause (4)(a), when taken together
 - e. a body corporate in which -
 - i. the society member or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - f. Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.