

# **Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees**

## **(‘Association’ Model Constitution)**

Date of constitution (last amended): **2<sup>nd</sup> October 2023**

### **1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is

Putney Bridge Canoe Club

### **2. National location of principal office**

The principal office of the CIO is in England.

### **3. Objects**

The objects of the CIO are:

The promotion of community participation in healthy recreation for the public benefit by the provision of advice, guidance, facilities and opportunities to participate in canoeing, kayaking and other related paddle sports for which British Canoeing is the national governing body.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable.

### **4. Powers**

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

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

nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

## **5. Application of income and property**

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
  - (a) a benefit from the CIO as a beneficiary of the CIO;
  - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

## **6. Benefits and payments to charity trustees and connected persons**

### **(1) General provisions**

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

### **(2) Scope and powers permitting trustees' or connected persons' benefits**

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.

- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than 2% above the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

**(3) Payment for supply of goods only – controls**

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

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the CIO’s minute book.
- (g) A simple majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

**(4) In sub-clauses (2) and (3) of this clause:**

- (a) “the CIO” includes any company in which the CIO:
  - (i) holds more than 50% (fifty percent) of the shares; or

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

## **7. Conflicts of interest and conflicts of loyalty**

A charity trustee must:

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

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

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

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

## **9. Membership of the CIO**

### **(1) Admission of new members**

#### **(a) Eligibility**

Membership of the CIO is open to any individual aged 18 years or over (“adult member”) who is interested in furthering its purposes and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

Membership is also open to an individual of less than 18 years of age (“junior member”) whose parent or guardian is a member of the CIO. A junior member may participate in the CIO’s activities provided that their parent, carer or guardian is participating in the same event and agrees to be directly and solely responsible for the junior member’s safety and wellbeing. Junior members do not have a right to vote in person at meetings of the CIO or otherwise.

#### **(b) Admission procedure**

The charity trustees may require applications for membership to be made in any reasonable way that they decide and may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so.

(c) **Restrictions on members' activities**

The CIO's on-the-water activities carry a degree of risk that may be mitigated by following good practice, but which cannot be eradicated entirely. The charity trustees are accordingly empowered to impose such restrictions and limitations as they believe are necessary and appropriate on the activities in which an adult, junior, "associate", other type of member, or the guest of a member, may engage in the course of an event organised by the CIO and/or when the member or guest is using the CIO's equipment, in order to protect the physical and mental wellbeing of all participants to the greatest extent possible. Such restrictions and limitations may be imposed, modified or removed at the trustees' discretion, in accordance with the provisions of clause 17 (Taking of decisions by charity trustees).

**(2) Transfer of membership**

Membership of the CIO cannot be transferred to any other individual.

**(3) Duty of members**

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

**(4) Termination of membership**

(a) Membership of the CIO comes to an end if:

- (i) the member dies; or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) any sum of money owed by the member or the prospective member to the CIO is not paid in full within 30 (thirty) days of its falling due; or
- (iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

- (i) inform the member of the reasons why it is proposed to remove him or her from membership;
- (ii) give the member at least 14 (fourteen) clear days' notice in which to make written representations to the charity trustees as to why he or she should not be removed from membership;

- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any written representations which the member has made as to why the member should not be removed;
- (v) in the case of non-payment of membership fees the provisions of clause 9(4) b (i) to (iv) do not apply. Where a member has failed to pay his or her renewal membership fees in full within 30 (thirty) days of being requested to do so, then his or her membership shall terminate forthwith.

**(5) Membership fees**

The CIO may require adult and junior members to pay reasonable membership fees to the CIO.

**(6) Informal or “associate” (non-voting) membership**

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

**10. Members’ decisions**

**(1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause, or by written resolution as provided in sub-clause (3) of this clause.

**(2) Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting, including votes cast by email ballot and proxy votes.

**(3) Taking ordinary decisions by written resolution without a general meeting**

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

- (ii) a simple majority of members has signified by email or in another document provided for this purpose by the CIO its agreement to the resolution within the period of 28 (twenty-eight) days beginning with the circulation date.
- (b) Eligibility to vote on the resolution is limited to adult members of the CIO who are members on the date when the proposal is first circulated in accordance with paragraph (a) (i) above and who remain members 28 (twenty-eight) days thereafter, and any new members who joined the CIO after the first circulation date and who have paid their membership fees in full as at that later date.
- (c) Not less than 10% (ten percent) of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (d) The charity trustees must within 28 (twenty-eight) days of receiving such a request comply with it if:
  - (i) they consider the proposal is not frivolous or vexatious and does not involve the publication of defamatory material;
  - (ii) the proposal is stated with sufficient clarity to enable effect to be given to it, if it is agreed by the members; and
  - (iii) effect can lawfully be given to the proposal if it is so agreed.
- (e) Sub-clauses (a) to (b) of this clause apply to a proposal made at the request of members.

#### **(4) Decisions that must be taken in a particular way**

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2) (Retirement and removal of charity trustees).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 (Voluntary winding up or dissolution).
- (d) Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### **11. General meetings of members**

#### **(1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 (eighteen) months of the registration of the CIO and subsequent AGMs must be held at intervals of not more than 15 (fifteen) months. The AGM must receive the annual statement of accounts in draft form and a verbal report by the trustees and must elect trustees as required under clause 13 (Appointment of charity trustees).

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

## **(2) Calling general meetings**

- (a) The charity trustees:
  - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting;
  - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 28 (twenty-eight) days, call a general meeting of the members of the CIO if:
  - (i) they receive a request to do so from at least 10% (ten percent) of the members of the CIO; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting and is confirmed in writing by the members making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 (twelve) months, then sub-clause (b) (i) of this clause shall have effect as if 5% (five percent) were substituted for 10% (ten percent).
- (d) Any such request may include particulars of any resolutions that may properly be proposed, and are intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 (twenty-eight) days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 (three) months after the date when the members first requested the meeting.

## **(3) Notice of general meetings**

- (a) The charity trustees or, as the case may be, the relevant members of the CIO, must give at least 28 (twenty-eight) days' notice of any general meeting to all of the members and the charity trustees of the CIO.
- (b) If it is agreed by a simple majority of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.



- (c) The notice of any general meeting must:
  - (i) state the time and date of the meeting;
  - (ii) give the address at which the meeting is to take place, unless it is a virtual meeting;
  - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.
- (d) Proof that an electronic form of notice was properly addressed and sent shall be conclusive evidence that the notice was given. Notice shall be deemed to be given on the day it was transmitted.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO or because he or she joined the CIO after the notice of meeting was first circulated.

#### **(4) Chairing of general meetings**

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings) shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

#### **(5) Quorum at general meetings**

No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

- (a) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% (five percent) or 5 (five) members.
- (b) If the meeting has been called by or at the request of the members and a quorum is not present within 5 (five) minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (c) If the meeting has been called in any other way and a quorum is not present within 5 (five) minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume will be announced by the chair.
- (d) If a quorum is not present within 5 (five) minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (e) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

## **(6) Voting at general meetings**

Eligibility to attend a general meeting and to vote, either in-person, by email or via a proxy, on a resolution is limited to adult members who are members of the CIO on the date on which the meeting is held, provided they have paid their membership fees in full prior to the date of the meeting.

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting, including proxy and email votes. Every adult member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless another form of voting has been instituted by the charity trustees.
- (c) A vote on the election of a person to chair the meeting or on a question of adjournment must be taken immediately.
- (d) A poll (i.e. votes cast electronically or otherwise than by a show of hands) may be taken:
  - (i) at the meeting at which it was demanded; or
  - (ii) at some other time and place specified by the chair; or
  - (iii) through the use of electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting in that regard shall be final.

## **(7) Proxy voting**

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

- (i) allowing the person appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
  
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.
  
- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
  
- (g) A notice revoking a proxy appointment only takes effect if it is delivered at least 2 (two) hours before the start of the meeting or adjourned meeting to which it relates.

## **(8) Email voting**

- (a) The CIO may, if the charity trustees so decide, allow the members to vote by electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
  
- (b) If email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 28 (twenty-eight) days before the deadline for receipt of votes cast in this way a notice by email including an explanation of the purpose of the vote and the voting procedure to be followed by the member and containing details of the resolution being put to a vote, or of the candidate(s) for election, as applicable.
  
- (c) The voting procedure for votes cast by email must require the member's full name to be at the top of the email, and the email must be authenticated in any manner specified by the charity trustees.
  
- (d) Email votes must be returned to an email address specified by the charity trustees for this purpose.
  
- (e) The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
  
- (f) The charity trustees must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid and the reason for such declaration. A member who has cast a valid email vote must not vote at the meeting. However, a member who has cast an invalid vote by email is allowed to vote at the meeting.
  
- (g) Votes cast by email are to be counted by a charity trustee before the meeting at which the vote is to be taken and he or she must provide to the person chairing the meeting confirmation of the number of valid votes received by email and the number of email votes received which were invalid.

- (h) The chair must not disclose the result of the email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the charity trustees declare the result of the valid email votes received, and these votes shall be included in the declaration of the result of the vote.
- (i) Following the final declaration of the result of the vote, the charity trustees must retain evidence of those members who submitted valid email votes and invalid email votes, as well as of the valid and invalid votes.
- (j) Any dispute about the conduct of an email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and one person independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

## **(9) Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. Charity trustees**

### **(1) Functions and duties of charity trustees**

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

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

### **(2) Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
  - (i) if he or she is under the age of 18 years; or

- (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee, whether on appointment or on any re-appointment, until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

**(3) Number of charity trustees**

- (a) There must be at least 3 (three) charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.
- (b) There is no maximum number of charity trustees that may be appointed to the CIO.

**(4) First charity trustees**

The first charity trustees of the CIO are:

- Paola Bernoni
- Jonathan Fidler
- Olwen Ross

**13. Appointment of charity trustees**

- (1) At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office;
- (2) At every subsequent annual general meeting of the members of the CIO all the charity trustees shall retire from office.
- (3) The vacancies so arising may be filled by the decision of the members at the annual general meeting. Any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (4) of this clause.
- (4) The charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee.
- (5) A person(s) so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clause (2) of this clause. A person(s) so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment.

**14. Information for new charity trustees**

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

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of the CIO's latest trustees' annual report and statement of accounts.

## **15. Retirement and removal of charity trustees**

- (1) A charity trustee ceases to hold office if he or she:
  - (a) retires by notifying the CIO in writing;
  - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion given to the CIO of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
  - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11 (General meetings of members) and the resolution is passed by a simple majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 28 (twenty-eight) days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making written representations to the members of the CIO.

## **16. Reappointment of charity trustees**

Any person who retires as a charity trustee by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for 5 (five) consecutive terms may not be reappointed for a 6<sup>th</sup> (sixth) consecutive term but may be reappointed after an interval of at least 1 (one) year.

## **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- (i) at a meeting of the charity trustees; or
- (ii) by resolution in writing or electronic form agreed by a simple majority of all the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the simple majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
  - a copy of the proposed resolution has been sent at, or as near as reasonably practicable to, the same time to all of the charity trustees; and
  - a simple majority of all of the charity trustees has signified agreement to the resolution.

## **18. Delegation by charity trustees**

- (1) The charity trustees may delegate any of their powers or functions to a member, a committee or committees and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -
  - (a) the acts and proceedings of any member, committee or committees to whom powers and functions have been delegated must be brought to the attention of the charity trustees as a whole on a regular basis; and
  - (b) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of charity trustees**

### **(1) Calling meetings**

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

### **(2) Chairing of meetings**

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 5 (five) minutes after the time of

the meeting, the charity trustees present may appoint one of their number to chair that meeting.

**(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 2 (two) charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a simple majority of those eligible to vote.

**(4) Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees.
- (b) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

**20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a simple majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

**21. Execution of documents**



- (1) The CIO shall execute documents by any form of signature, by hand, in electronic form or otherwise.
- (2) A document is validly executed if it is signed by at least 2 (two) of the charity trustees.

## **22. Use of electronic communications**

### **(1) General**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and, in particular, any requirements to provide information to the Commission in a particular form or manner.

### **(2) To the CIO**

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

### **(3) By the CIO**

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address, mobile telephone number or similar, is deemed to have agreed to receive communications from the CIO in electronic form at that address or device.
- (b) The charity trustees may, subject to compliance with any legal requirements, by email or by means of publication on its website:
  - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
  - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
  - (iii) submit any proposal to the members or charity trustees for decision by written resolution or email vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for email voting under clause 11(8).
- (c) The charity trustees must take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal.

## **23. Keeping of registers**

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

## **24. Minutes**

The charity trustees must keep minutes of all:

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

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

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

## **26. Rules**

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

## **27. Disputes**

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

## **28. Amendment of constitution**

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

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

## **29. Voluntary winding up or dissolution**

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
  - (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 28 (twenty-eight) days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% (seventy-five percent) majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
  - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities and, in particular:
- (a) the charity trustees must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the CIO;
    - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
    - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
  - (b) the charity trustees must ensure that a copy of the application is sent within 14 (fourteen) days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **30. Interpretation**

In this constitution:

**“connected person”** means:

- (a) a child, parent, grandchild, grandparent, brother or sister or other close blood relation of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which:
  - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

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

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

The “**Communications Provisions**” means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

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

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