

DATED

2019

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**The League of Friends of Stroud  
Hospitals and Related Health Provision**

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**CONSTITUTION**

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

Date of constitution:

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## 1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is The League of Friends of Stroud Hospitals and Related Health Provision

## 2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in Gloucestershire

## 3. Objects

The objects of the CIO are to relieve patients former patients and potential patients of the Stroud Hospitals and The Beeches Green Health Centre who are sick convalescent disabled handicapped infirm or in need of financial assistance and generally to support the charitable work of the said Hospitals and Health Centre (“the Objects”)

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 2 of the Charities Act 2011.

## 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 are:

- 4.1 To educate the public in the needs of the patients of the Stroud Hospitals and associated services (hereinafter together described as “Stroud Hospitals”) and to mobilise, encourage, foster and maintain the interest and support of the public for Stroud Hospitals.
- 4.2 To supplement the service provided by or in Stroud Hospitals for the health welfare and comfort of the patients therein and other persons in the community, by the provision of facilities, buildings and equipment which may be required for the treatment of such patients, or, for the efficient running of the Stroud Hospitals.
- 4.3 To provide, or assist in the provision of, amenities in the Stroud Hospitals for patients and staff, including the provision and running of a refreshment kiosk and trolley shop and such other establishments or activities for the use and benefit of such persons.
- 4.4 To promote or undertake study or research and disseminate the results of such research.

- 4.5 To provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind.
- 4.6 To publish, produce, print and distribute anything in any media.
- 4.7 To cooperate and enter into any arrangements with other bodies, governments, authorities or any person, company or association.
- 4.8 To support, administer or set up other charities.
- 4.9 To raise funds (but not by means of taxable trading).
- 4.10 To borrow money, invite or receive contributions or grants, enter into contracts, seek subscriptions and give security or loans (but only in accordance with the restrictions imposed by the Charities Act 2011 and the CIO must comply as appropriate with Sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land).
- 4.11 To acquire, buy, take on lease, sell, share or otherwise dispose of, hire, charge or mortgage property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.12 To construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land in furtherance of the Objects.
- 4.13 To make or receive grants or loans of money and to give any guarantee or indemnity in respect of the CIO's liabilities.
- 4.14 To set aside funds for special purposes or as reserves against future expenditure.
- 4.15 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the charity trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.16 To delegate the management of investments to a financial expert, but only on terms where:
  - (a) the investment policy is recorded in writing for the financial expert by the charity trustees;
  - (b) every transaction is reported to the charity trustees;
  - (c) the performance of the investments is reviewed annually with the charity trustees;
  - (d) the charity trustees are entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the charity trustees on receipt;
  - (g) the financial expert must not do anything outside the powers of the charity trustees.
- 4.17 To insure the property of the CIO against any foreseeable risk and take out other insurance policies to protect the CIO when required.

- 4.18 To pay for indemnity insurance for the charity trustees.
- 4.19 Subject to clause 4.6, to employ paid or unpaid agents, staff and professional or other advisers.
- 4.20 To enter into contracts to provide services to or on behalf of other bodies.
- 4.21 To establish or acquire subsidiary companies to assist or act as agents for the CIO.
- 4.22 To pay the costs of forming the CIO.
- 4.23 To open and operate bank accounts and other banking facilities.
- 4.24 To establish, support, federate with or join or amalgamate with any charities, subject to the agreement of members at a general meeting.
- 4.25 To transfer to or to purchase or otherwise acquire from any charities any property, assets or liabilities, and to perform any of their engagements.
- 4.26 To make provision for the payment of pensions and other employee benefits to or on behalf of employees.
- 4.27 To accept any property upon or on any special trusts.
- 4.28 To assist with the establishment of new charities and to foster cooperation and intercommunication between other charitable institutions, Local Authorities, Health Authorities and National Health Service Authorities.
- 4.29 To do anything else within the law which promotes or helps to promote the Objects.

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

- 5.1 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.
- 5.2 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.
- 5.3 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

### 6.1 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 clause 6.2, 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.

### 6.2 Scope and powers permitting charity trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the charity trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the charity 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.

### 6.3 Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by clause 6.2 if each of the following conditions is satisfied:

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

6.4 In clauses 6.2 and 6.3:

- (a) “the CIO” includes any company in which the CIO:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 29 (Interpretation).

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

A charity trustee must:

- 7.1 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
- 7.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest, or what may appear to be, 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**

### 9.1 Admission of new members

#### (a) Eligibility

Membership of the CIO is open to anyone over the age of 16 who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in clause 9.4.

#### (b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

- 9.2 The charity trustees may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 9.3 The charity trustees must keep a register of members.
- 9.4 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.
- 9.5 A member must be an individual.
- 9.6 A member whose subscription (if levied) is 12 months in arrears cease to be a member but may be reinstated on payment of the amount due.
- 9.7 A member may resign by written notice to the Charity.
- 9.8 The charity trustees may by resolution terminate the membership of any members on the ground that in their reasonable opinion the member's continued membership would be harmful to the Charity. The charity trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving any such written notice.
- 9.9 Membership of the Charity is not transferable

## **10. Members' decisions**

### 10.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in clause 10.3, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in clause 10.2.

### 10.2 Taking ordinary decisions by vote

Subject to clause 10.3, 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 postal or email ballot, and proxy votes).

Decisions that must be taken in a particular way

### 10.3 Taking ordinary decisions by written resolution without a general meeting



- (a) Any decision to remove a charity trustee must be taken in accordance with clause 15.2.
- (b) Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution). 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. Annual and Extraordinary General Meetings of members**

- 11.1 Members are entitled to attend Annual General Meetings or Extraordinary General Meetings (“AGMs” or “EGMs”) of the Charity. General meetings are called by at least 14 clear days’ written notice to the members specifying the business to be transacted or to any charity trustee who is not a member.
- 11.2 There is a quorum at general meetings (AGMs or EGMs) if the number of members or authorised representatives personally present is at least seven.
- 11.3 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at the meeting.
- 11.4 Except where otherwise provided by this Constitution, the Charities Act 2011 or by the General Regulations every issue at an AGM or EGM is determined by a simple majority of votes cast by the members present in person.
- 11.5 Except for the chair of the meeting, who has a second or casting vote, every member present in person is entitled to vote on every issue.
- 11.6 An AGM must be held in every calendar year
- 11.7 At an AGM the members:
  - (a) receive the accounts of the Charity for the previous financial year;
  - (b) receive the report of the charity trustees on the Charities’ activities since the previous AGM;
  - (c) accept the retirement of those charity trustees who wish to retire or are retiring by rotation
  - (d) elect charity trustees to fill the vacancies arising;
  - (e) elect from among the members a Chair to hold office from the end of the AGM until the end of the next AGM;

- (f) appoint an auditor or independent examiner for the Charity where required
- (g) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
- (h) discuss and determine any issues of policy or deal with any other business put before them by the charity trustees.

#### 11.8 Calling Annual and Extraordinary General Meetings

- (a) The charity trustees:
  - (i) must call the annual general meeting of the members of the CIO in accordance with clause 11.6, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
  - (i) they receive a request to do so from at least 28 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 authenticated by the member(s) making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 56 days from the date on which it is called.

#### 11.9 Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (a) 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;
  - (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;
  - (v) include, with the notice for the AGM, the annual statement of accounts and charity trustees' annual report, details of persons standing for election or re- election as charity trustee, or where allowed under clause 21 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (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.

#### 11.10 Voting at general meetings

- (a) Any decision other than one falling within clause 10.3 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy votes). Every 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 (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

#### 11.11 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 address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
  - (iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (f) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

11.12 Any General Meeting which is not an Annual General Meeting is an Extraordinary General Meeting.

## **12. Charity trustees**

12.1 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 charity 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.

#### 12.2 Eligibility for trusteeship

- (a) Every charity trustee must be an individual not an organisation
- (b) No one may be appointed as a charity trustee:
  - if he or she is under the age of 16 years; or
  - if he or she would automatically cease to hold office under the provisions of clause 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.

#### 12.3 Number of charity trustees

- (a) There must be at least three charity trustees. If the number falls below this minimum, the remaining charity trustee or charity trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (b) The maximum number of charity trustees is 10. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

#### 12.4 First charity trustees

The first charity trustees of the CIO are –

William Abbott  
Anthony Crook

Susan Herschell  
Gordon Horner  
Nicholas Charles Hurst  
Roma Elaine Walker  
Suzanne Weir

### **13. Appointment of charity trustees**

- 13.1 At the first Annual General Meeting of the members of the CIO all the charity trustees shall retire from office;
- 13.2 Subject to clause 16 each elected charity trustee shall serve a three year term;
- 13.3 Subject to clause 16 an elected charity trustee who has reached the end of his or her fixed term of three years can be elected for another term of three years.
- 13.4 At every Annual General Meeting the Chair of the CIO is elected and will be a charity trustee ex-officio;
- 13.5 Candidates for election as charity trustees must be nominated by the existing charity trustees and must be formally elected by the decision of the members at the Annual General Meeting;
- 13.6 The members or 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, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded. The Chair shall have a casting vote in the event of a tie;
- 13.7 The charity trustees may also invite individuals to attend meetings of charity trustees, but who may not vote at such meetings, who are prospective charity trustees.
- 13.8 A person so appointed by the members of the CIO shall retire in accordance with the provisions of clause 13.2. A person 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;
- 13.9 The period between two successive Annual General Meetings shall be deemed to constitute a year for the purposes of clause 13.2.

#### **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:

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

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

15.1 A charity trustee ceases to hold office if he or she :

- (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) is removed by the members of the CIO in accordance with clause 15.2; 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).

15.2 A charity trustee shall be removed from office if a resolution to remove that charity trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

15.3 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 14 clear 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 oral and/or written representations to the members of the CIO.

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

Any person who retires as a charity trustee on the expiry of his or her three year term or having given notice to the CIO is eligible for reappointment. A charity trustee who has

served for three consecutive terms is ineligible for a fourth consecutive term but may be reappointed after an interval of at least one year unless the charity trustees decide that he or she shall continue for a further consecutive term. Periods of office prior to the date of incorporation of the CIO shall not be taken into account for this purpose. For the avoidance of doubt the provisions of this clause shall apply notwithstanding clause 13.3.

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

Any decision may be taken either:

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

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

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

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



19.1 The charity trustees must hold at least four meetings each year.

19.2 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

19.3 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 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

19.4 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 four charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

19.5 Participation in meetings by electronic means

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

## **20. Saving provisions**

20.1 Subject to clause 20.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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

20.2 Clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **21. Use of electronic communications**

### 21.1 General

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

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

### 21.2 To the CIO

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

### 21.3 By the CIO

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

- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
- (i) provide the members with the notice of meetings
  - (ii) give charity trustees notice of their meetings.
- (c) The charity trustees must:
- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
  - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **22. 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.

## **23. 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 names of charity trustees present at the meeting;
  - The decisions made at the meetings; and
  - Where appropriate the reasons for those decisions

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

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

## **25. 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.

## **26. 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.

## **27. Amendment of constitution**

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

27.1 This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the CIO; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

27.2 Any alteration of clause 3 (Objects), clause 28 (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.

27.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

27.4 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 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.

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

28.1 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 10, of which not less than 14 days' notice has been given to those eligible to attend and vote:
  - (i) by a resolution passed by a 75% majority of those voting, or
  - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- (b) by a resolution agreed in writing by all members of the CIO.

28.2 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.

28.3 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 seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

## **29. Interpretation**

In this constitution:

“connected person” means:

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

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

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

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

The “Communications Provisions” means the Communications Provisions in the General Regulations.

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

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