

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

('Association' model constitution)

Date of constitution (last amended): [insert date]

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is

Community Transport Association UK

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The objects of the CIO are to relieve age, poverty, sickness or disability by the provision of education and support to charitable bodies or persons who supply transport to groups or individuals in need of such relief.

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 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

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) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise PROVIDED THAT the CIO shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (2) To make financial grants or awards which, in the opinion of the Trustees, further the objects of the CIO;
- (3) To undertake research and publish the useful results of that research, and to collect, compile, print, support, publish, lend or disseminate any material to educate or advise in order to promote, encourage and foster public interest in and support of the objects of the CIO;
- (4) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays;
- (5) 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;
- (6) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (7) 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;

- (8) 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;
- (9) 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;
- (10) to pay out of the funds of the CIO the costs, charges and expenses of and incidental to the formation and registration of the CIO.

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 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).
 - (c) 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.
 - (d) A company in which a charity trustee holds not more than 1% of the capital may receive fees, remuneration or other benefit in money or money's worth from the CIO.
 - (e) 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) In sub-clause (2) of this clause:
- (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 31 (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).
- (3) 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.
- (4) The CIO shall cause a register to be kept of charity trustees' interests and conflicts.

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

- (1) If the CIO is wound up, each member of the CIO is liable to contribute to the assets of the CIO such amount (but not more than £1) as may be required for payment of the debts and liabilities of the CIO contracted before that person or organisation ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.
- (2) In sub-clause (1) of this clause "member" includes any person or organisation that was a member of the CIO within 12 months before the commencement of the winding up.

- (3) But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone 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 sub-clause (3) of this clause.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(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.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

(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:
- (i) if the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) after the expiry of one month's written notice from a member of their intention to resign to the charity trustees; or

- (iii) if any sum of money owed by the member to the CIO is not paid in full within two months of its falling due and the charity trustees resolve to terminate that membership by reason of such non-payment; or
 - (iv) if, where no membership or subscription fee is payable, in a consecutive period of at least two calendar years the member has failed to attend any general meeting of the CIO and has not sent a proxy under clause 11(7) or has failed to update the CIO of a change of registered address (proof of which shall be that a letter sent to that address in the two year period has been returned through the post) then in the third calendar year the charity trustees may pass a resolution to remove that member from membership of the company; or
 - (v) 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, her or it from membership;
 - (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from 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 representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.
- (c) A resolution of the charity trustees to remove a member shall not be effective unless passed by a majority of not less than two thirds of the charity trustees present and voting at the meeting where the resolution is proposed.

(5) Membership fees

The CIO may require members to pay reasonable membership fees to the CIO. Such fees will be set by the charity trustees but shall not exceed any maximum annual rate set by the members of the CIO at a general meeting.

(6) Informal or associate (non-voting) membership

- (a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (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 decisions by vote

- (a) 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.
- (b) Ordinary resolutions may be passed by a simple majority of votes and special resolutions by a majority of at least 75% votes.
- (c) Votes may only be cast at the meeting (including proxy votes) by those members who are duly registered and fully up to date with all subscriptions and any other sums due to the CIO.

(3) Taking 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 (or in the case of a written resolution identified as a special resolution, by at least 75%) 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) the required majority of members have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 60 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO (and are fully up to date with all subscriptions and any other sums due to the CIO) on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (e) The charity trustees must within 21 days of receiving such a request comply with it if:
 - (i) 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.

- (f) Sub-clauses (a) to (c) 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).
- (b) Any resolution to be proposed at a general meeting shall be treated as a special resolution.
- (c) Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
- (d) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 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. 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 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

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 AGM 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; 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 10% 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) 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 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is 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 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 three months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(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 14 clear days notice of any general meeting to all of the members, to any charity trustee of the CIO who is not a member, to the legal representative or trustee in bankruptcy of any member who but for their bankruptcy or insolvency would be entitled to notice and to any auditor appointed.
- (b) In the case of an Annual General Meeting, if it is agreed by all the members of the CIO entitled to attend and vote thereat, 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. For any other general meeting, 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 trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 23 (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 shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted.
- (e) Proof that a notice given by electronic means was properly addressed shall be conclusive evidence that the notice was given. Notice shall be deemed to be given on the same day it was sent or where details are provided on a website on the day the material is first made available on the website or if later, the date the recipient is deemed to have received notice of the fact that the material was available.

- (f) 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.

(4) Chairing of general meetings

- (a) The person nominated as Chair by the charity trustees under clause 20(2) (Chairing of meetings and appointment of officers), shall, if present at the general meeting and willing to act, preside as chair of the meeting. If the Chair is not present or unwilling to act, the Vice-Chair shall preside as chair of the meeting. Should the Vice-Chair not be present or is unwilling to act the Trustees present shall elect one of their number to be Chair of the meeting.
- (b) Subject to sub-clause (a) of this clause, , 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

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be at least 25 members present in person or by proxy. An organisation represented by a person present at the meeting in accordance with sub-clause (8) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair of the meeting must adjourn the meeting for seven days, to resume at the same time and place or such other place as the charity trustees may determine.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) 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

- (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 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 of the meeting or by at least three members present in person or by proxy or by any member or members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- (c) The demand for a poll may be withdrawn.

- (d) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- (f) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair of the meeting; or
 - (iii) through the use of postal or electronic communications.
- (g) 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 shall be final.
- (h) If any vote shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless the question be raised before the declaration of the result by the chair of the meeting, and not in that case unless it shall in the opinion of the chair of the meeting be material as to the outcome of the vote.
- (i) Unless a poll be demanded a declaration by the chair of the meeting that a resolution on a show of hands has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the CIO shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded.

(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 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 48 hours before the time of the meeting, in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:

- (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 before the start of the meeting or adjourned meeting to which it relates.
 - (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.
- (8) Representation of organisations and corporate members**
- (a) An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.
 - (b) The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.
- (9) Adjournment of meetings**
- (a) The chair of the meeting 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.
 - (b) Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting.
 - (c) Other than as set out in clause (b) of this clause, members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned 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 in his or her capacity 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 individual 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.

(3) Number of charity trustees

- (a) There shall be:
 - (i) Not less than three nor more than eight charity trustees elected under the provisions of clause 13(1); and
 - (ii) No more than three charity trustees co-opted under the provisions of clause 13(2).
- (b) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to:
 - (i) admit members to the CIO;
 - (ii) call a general meeting;
 - (iii) call a meeting of the charity trustees; or
 - (iv) appoint a new charity trustee.
- (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First charity trustees

The first charity trustees and their terms of service are as follows:

[to be completed once confirmed at 2018 AGM]

13. Appointment of charity trustees

(1) Elected charity trustees

- (a) The Governance Committee shall nominate candidates to stand for election to the positions of elected charity trustees following the provisions of clause 19.
- (b) At the time of their election, an elected charity trustee must be an officer or employee of a member of the CIO.
- (c) Every elected charity trustee shall be elected for a term of four years, commencing at the close of the AGM where their appointment is announced and terminating at the close of the fourth AGM following their election.
- (d) The members may at any time decide to appoint a new charity trustee, whether in place of an elected charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional elected charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded.
- (e) The charity trustees may at any time appoint a new charity trustee in place of an elected charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees).
- (f) A person so appointed by the charity trustees shall retire at the conclusion of the AGM next following the date of their appointment and shall be eligible for election by the members or co-option by the charity trustees and any term served by such a person shall not be counted when measuring a charity trustee's maximum term of service under clause 16.

(2) Co-opted Charity Trustees

- (a) The charity trustees may co-opt up to three persons meeting the requirements of the Governance Committee under clause 19.
- (b) Charity trustees co-opted under this clause shall serve a term of four years, commencing at the date of their appointment and terminating at the close of the fourth AGM following their appointment.
- (c) For the avoidance of doubt, a co-opted trustee is not required to be an officer or employee of a member of the CIO.

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 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 (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 three consecutive trustee meetings and the 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 charity trustee and may remain so for more than three months;
 - (e) is removed by the trustees or 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) A resolution to remove the trustee is approved by a two thirds majority of the charity trustees; or
 - (b) 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], and the resolution is passed by a two-thirds 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 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 trustees or 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 two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year.

17. Taking of decisions by charity trustees

- (1) Any decision may be taken either:
- (a) at a meeting of the charity trustees; or
 - (b) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (i) 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
 - (ii) 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
 - (iii) within 60 days of the circulation date those agreements are delivered to one person nominated in advance by the charity trustees (who may be one of

the charity trustees) who shall then communicate to the charity trustees whether the resolution has been formally approved, and the date of that communication shall be the date the resolution was passed; and

- (c) the person nominated to receive the agreements prepares a formal record of the decision in accordance with clause 25(4).

18. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable and in any event by the next meeting of the charity trustees; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- (3) A committee may have a chair selected by the charity trustees as part of the terms and conditions of its delegation, or a chair may be elected from amongst the committee members. If there is no chair of a committee or they are not present within five minutes of the time appointed for holding the meeting, the committee members present may choose one of their number to chair that meeting.

19. Governance Committee

- (1) The charity trustees must form a Governance Committee which shall be composed of:
 - (a) The Chair and Vice Chair of the Trustees (or in the absence of either, the Treasurer);
 - (b) One additional charity trustee chosen from their number; and
 - (c) Up to two additional persons (not to be trustees) chosen by the Governance Committee.
- (2) The chief executive of the CIO shall be invited to attend meetings of the Governance Committee.
- (3) Members of the Governance Committee who serve under clauses 19(1)(a) and (b) shall serve for as long as they hold the relevant position.
- (4) Members of the Governance Committee who serve under clause 19(1)(c) shall serve a maximum of two terms of four years.
- (5) The charity trustees and Governance Committee shall seek to agree in consultation with each other the skills, experience and diversity requirements applicable from time to time to the nominations and recruitment of future charity trustees. Where applications to be a charity trustee exceed the number of vacancies the Governance Committee shall make recommendations to the charity trustees as to each applicant's suitability.

- (6) If the charity trustees and Governance Committee cannot agree the decision of the charity trustees shall prevail.

20. 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 and appointment of officers

- (a) The charity trustees may appoint one of their number as Chair of 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 five minutes after the time of the meeting, the Vice-Chair may chair the meeting. If the Vice Chair is unable or unwilling to preside then the charity trustees present may appoint one of their number to chair that meeting.
- (b) The charity trustees may also appoint from amongst their number a Vice-Chair and Treasurer, and may at any time revoke those appointments.

(3) Procedure at meetings

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

(4) Participation in meetings by electronic means

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

21. 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:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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

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

22. Execution of documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one)
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

23. Use of electronic communications

(1) General

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

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

(2) To the CIO

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

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause 20(1) (Calling meetings); and

- (iii) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions) or 10(3) (Decisions taken by resolution in writing).
- (c) The charity trustees must -
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24. 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.

25. 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:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

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

27. 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.

28. 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.

29. Amendment of constitution

As provided by sections 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% majority of votes cast at a general meeting of the members of the CIO
- (2) Any alteration of clause 3 (Objects), clause 30 (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 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.

30. 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 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting;
or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;

- (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. 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 31(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 31(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 of the General Regulations.

"charity trustee" means a charity trustee of the CIO.

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