

# Constitution of The Belsize Society

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

*Date of Adoption (last amended):*

14 November 2018

## Name

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

**The Belsize Society**

## National Location of Principal Office

2. The principal office of the CIO is in England.

## Objects

3. The Objects of the CIO are:

1. To promote for the benefit of the public high standards of architecture, conservation, planning, design, and use of buildings and infrastructure in and/or affecting Belsize Ward, its adjacent areas and its historical environs, and to promote the protection, development, and improvement of features of historic or public interest in that area;
2. To encourage and promote for the public benefit high standards in urban planning, infrastructure, and transport including in the identification of traffic

solutions, the maintenance and improvement of streets and public places, the protection of the environment, and improvement of air quality in Belsize Ward, its adjacent areas and its historical environs.

3. To foster interest amongst the public in Belsize Ward, its adjacent areas and its historical environs, and to educate the public in the history, including natural history, and architecture, of the area by organising lectures, visits, and other events.

### **Powers**

4. 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 has power to:
  - (a) 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;
  - (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) 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;
  - (d) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a 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;
  - (e) 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.

### **Application of Income and Property**

5. (a) The income and property of the CIO must be applied solely towards the promotion of the objects.

(i) 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.

(ii) 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.

(b) 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:

(i) a benefit from the CIO as a beneficiary of the CIO;

(ii) 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.

### **Benefits and Payments to Trustees and Connected Persons**

#### **6. (1) *General Provisions***

No 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 this constitution or is 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 Benefits to Trustees or Connected Persons***

- (a) A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be no more than the Bank of England base rate.
- (b) A 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 Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (c). A 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.
- (d) A Trustee or connected person may receive a benefit from the CIO in the capacity of a beneficiary of the CIO but strictly on the same terms as other beneficiaries.

- (e). Providing they are acting outside their role as a Trustee, a 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 it is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

### **Conflicts of Interest and Conflicts of Loyalty**

7. A Trustee must:

- (a) 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
- (b) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any 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 Trustees on the matter.

### **Liability of Members to Contribute to Assets of CIO if it is Wound Up**

8. 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.

### **Membership**

## 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 or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member shall be an individual.

#### *(b) Admission procedure*

The charity trustees:

(i) may require applications for membership to be made in any reasonable way that they decide;

(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.

### *(3) Duty of members*

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

*(4) Termination of membership*

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

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

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

- (i) inform the member of the reasons why it is proposed to remove him or her from membership;
- (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she should not be removed from membership;
- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any 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.

*(5) Membership fees*

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

## **Members' decisions**

### **10. (1) General provisions**

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

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

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

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

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

(i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, 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 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 decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] 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 Charities Act 2011

### **General meetings of members**

#### ***11. (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 annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; 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 3 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, 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 (3) (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 [22] (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.

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

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

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

(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 the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) 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 must adjourn the meeting. The date, time and place at which the meeting will resume must notified to the CIO's members at least seven clear days before the date on which it will resume.

(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. Every member has one vote.

(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 at the meeting.

(c) 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.

(d) 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; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

### ***(7) Adjournment of meetings***

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

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

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

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
- 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 must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

***(4) First Trustees***

The first Trustees are as follows:

Prabhat Vaze

Michael Jampel

Neil Harris

Barrie Tankel

Anne Stevens

### **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;
- (2) At every subsequent annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- (3) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- (5) 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
- (6) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. 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, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

### **Information for New Trustees**

14. Each new Trustee must receive, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest Trustees' annual report and statement of accounts.

### **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 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 sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).



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

### **Reappointment of charity trustees**

16. Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

### **Decision-Making by Trustees**

17 (1) Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on any matter to be decided. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

(2) A resolution in writing or in electronic form agreed by all the Trustees who are entitled to receive notice of and vote at a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees.

### **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.

(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

27 (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.

### **Meetings and Proceedings of the Board of Trustees**

19. The Trustees may regulate their proceedings as they think fit, subject to any provisions within this constitution.

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

(a) A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.

(b) A Trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the Trustees.

(c) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

#### ***(2) Chairing of Meetings***

(a) Subject to clause 19(b) the Trustees shall appoint one of their number to chair their meetings and may at any time revoke such appointment.

(b) If no-one has been appointed to chair meetings of the Trustees, or if the person so appointed is unwilling to preside or is not present ten minutes after the time appointed for the meeting, the Trustees present shall appoint one of their number to chair that meeting.

#### ***(3) Quorum***

- (a) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- (b) A quorum shall be 3 Trustees.
- (c) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

### **Saving Provisions**

20. (1) Subject to clause Sub clause 20 (2), all decisions of the Trustees, or of a sub-committee of the Trustees, shall be valid even if it involved the participation of a Trustee who:

- (a) was disqualified from holding office;
- (b) had previously retired or was obliged to leave office;
- (c) was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.

(2). Sub Clause 20 (1) does not permit a Trustee to keep any benefit that may be conferred on him or her by a decision of the Trustees (or a sub-committee) if the resolution would otherwise have been void.

## Execution of Documents

21. A document is validly executed on behalf of the CIO if it is signed by at least 2 of the Trustees.

## Use of Electronic Communications

### 22. (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 a member with a hard copy of any document or information if they request it, to be sent within 21 days of the request;
- (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 19(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), 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;
  - (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.

### **Registers**

23. The CIO must maintain a register of Trustees/members as required by the General Regulations, which must be made available to anyone on request.

### **Minutes**

24. The Trustees must keep minutes of all:
- (a) appointments of officers made by the Trustees;
  - (b) proceedings at general meetings of the CIO;
  - (c) meetings of the Trustees and committees of Trustees including:
    - (i) names of the Trustees present at the meeting;
    - (ii) the decisions made at the meetings; and
    - (iii) where appropriate the reasons for the decisions;

- (d) decisions made by the Trustees otherwise than in meetings.

### **Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance**

25. (1) The 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 account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The 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.

### **Rules or Bylaws**

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

### **Disputes**

27. 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.

### **Amendment of Constitution**

28. (1) As provided by sections 224 to 227 of the Charities Act 2011, 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 those voting at a general meeting of the members of the CIO .

(2) Any alteration:

(a) to the CIO's Objects (clause 3);

(b) to clauses 64 to 67 (Voluntary Winding Up or Dissolution);

(c) this clause; or

(d) that would have the effect of enhancing the benefits available to Trustees of the CIO or persons connected with them,

shall require the prior written consent of the 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 every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

### **Voluntary Winding Up or Dissolution**

29. (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 this constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote, by a resolution passed by a 75% majority of those voting; 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 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 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 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 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 Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any 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.

### **Interpretation**

30. In this constitution:

"**connected person**" means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled:

(i) by the 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 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 applies 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 10, Chapter 4] of the General Regulations.

Subject to section 177 of the Charities Act 2011, **“Trustee”** means a charity trustee of the CIO.

**“in writing”** shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.