

CONSTITUTION OF THE MENDIP CAVING GROUP AS A CHARITABLE INCORPORATED  
ORGANISATION WITH VOTING MEMBERS OTHER THAN ITS CHARITY TRUSTEES

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Registered date of constitution (last amended): ~~074-MarJan-2023~~2

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('Association' Model Constitution)

## 1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is Mendip Caving Group.

## 2. National location of principal office

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

## 3. Object

The object of the CIO is:

For the benefit of the public, the furtherance of all aspects of the exploration, scientific study and conservation of caves and related features.

## 4. Powers

Subject to the provisions herein the CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

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

- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

## 5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the object. 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.
- (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 receiving any benefit or payment which is authorised by clause [6] (Benefits and payments to charity trustees and connected persons).

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

### (1) General provisions

No charity trustee, or connected person (see clause [30]) may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public, other than that provided for by sub-clause (2) (a) of this clause;
- (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 has

been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

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

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must not be more than the greater of the Bank of England bank rate (also known as the base rate) or 0%.
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

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

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

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the charity trustees in their minutes.
  - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by this clause [6].
- (4) In sub-clauses (2) and (3) of this clause:
- (a) “the CIO” includes any company in which the CIO:
    - (i) holds more than 50% 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 [30] (Interpretation).

## 7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

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

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

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

## 9. Membership of the CIO

### (1) Admission of new members

#### (a) Eligibility

Membership of the CIO is open to anyone ~~over the age of 18 years old~~ who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. Only individual members are permitted, no corporate bodies or unincorporated organisations may be members.

#### (b) Classes of membership:

- **Junior Members:** people ~~under the age of 18 years, who have been proposed by two Full members, who have attended at least one CIO caving meet where Full Members were present, and who have been accepted as a Junior Member by a resolution of the charity trustees;~~
- **Probationary Members:** people ~~over the age of 18 years,~~ who have been proposed by two Full members, who have attended at least one CIO caving meet where Full Members were present, and who have been accepted as a Probationary Members by a resolution of the charity trustees;
- **Full Members:** people who have been Probationary Members for at least six months, who have completed a training process (as defined by the charity trustees) and who have been approved for ~~F~~full membership by a resolution of the charity trustees;
- **Affiliate Members:** either
  - (i) Former Full or Probationary Members who are unable to play a full part in CIO activities, but who wish to continue their association with the CIO, and who have been accepted as an Affiliate Members ~~s~~ by a resolution of the charity trustees; or
  - (ii) persons ~~over the age of 18 years,~~ who wish to become members of the CIO, but who are unable to take part in the regular caving activities and who have been approved by a resolution of the charity trustees.

Full or Affiliate Members who have given exceptional service to the CIO may be awarded Honorary status. Honorary status is reserved for a very small number of members. Its award requires a unanimous resolution of the charity trustees. Honorary status members are exempt from CIO membership fees.

#### (c) Admission Procedure

The charity trustees:

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- (i) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iii) 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
- (iv) 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, not including membership fees, is not paid in full within six 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 record a majority vote 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 them from membership;
  - (v) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why they should not be removed from membership;
  - (vi) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

- (vii) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (viii) 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

These are payable by the 1<sup>st</sup> January each year. Members failing to pay by 31<sup>st</sup> January may have to reapply for membership unless they can demonstrate extenuating circumstances. Members joining during the year shall pay reduced rates. The amount of subscription for all classes of membership shall be determined at a general meeting and notified to members in time to take effect from the next due date of subscription. Members may request the charity trustees for a reduced-rate personal subscription if they are experiencing financial hardship.

## (6) Benefits and Rights of membership

(a) All members benefit from:

- ~~(i)~~ ~~access to and use of the CIO's premises but excluding access to its caving equipment store and library;~~
- ~~(ii)~~(i) receipt of club publications (electronic or printed);
- ~~(iii)~~(ii) advice of meetings and activities;
- ~~(iv)~~(iii) the loan of books from the CIO's library;
- ~~(v)~~(iv) the right to call a general meeting as per sub-clause [11] (2) (b) (i).

(b) The ~~three individual~~ classes of membership have the following extra benefits and rights:

- ~~(i)~~ Junior Members:
  - ~~(i)~~ use of the CIO's caving equipment when accompanied by a Full member;
  - ~~(ii)~~ access to the CIO's library when accompanied by a Full member;
  - ~~(iii)~~ Junior members have no voting rights;
  - ~~(iv)~~ Junior members have no automatic right to become a Probationary member on reaching the age of 18;
- ~~(ii)~~(ii) Probationary Members:
  - ~~(i)~~ access to and use of the CIO's premises but excluding access to its caving equipment store and library;
  - ~~(ii)~~(ii) use of the CIO's caving equipment when accompanied by a Full member;

**Commented [bc1]:** Removed for Junior membership class

**Commented [bc2]:** I doubt the constitution should still provide for free receipt of printed copy, but this para does not say free

**Commented [bc3]:** The right to call a GM gives Juniors and Affiliates a means to formerly make a representation to the membership / trustees.

**Commented [bc4]:** Juniors have no right of access to or use of the CIO's premises

**Commented [bc5]:** Should this repeat that they cannot stand as a trustee para 12 already precludes under 18 trustees

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~~(ii)(iii)~~ access to the CIO's library when accompanied by a Full member;

~~(iii)(iv)~~ Probationary members have no voting rights;

~~(iii)(iii)~~ Full Members:

(i) access to and use of the CIO's premises, including access to its caving equipment store and library;

~~(i)(ii)~~ ~~access to and~~ loans of the CIO's caving equipment;

~~(ii)~~ ~~access to the CIO's library and the loan of books from it;~~

(iii) the right to vote at general meetings;

(iv) the right to stand for election as a charity trustee;

~~(iii)(iv)~~ Affiliate Members:

(i) access to and use of the CIO's premises but excluding access to its caving equipment store and library;

(ii) access to the CIO's library when accompanied by a Full member;

~~(i)(iii)~~ Affiliate members have no extra benefits and in particular have no voting rights.

**Commented [bc8]:** Should this also say that they cannot stand as a trustee?

**Commented [bc9]:** All members can borrow books.

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**Commented [bc11]:** Should this also say that they cannot stand as a trustee?

#### (7) Under 18's

Persons aged under 18 years' may attend the CIO premises and join CIO caving trips either with a parent, legal guardian or carer who is a Probationary, Full or Affiliate member of the CIO or with the recorded consent of the same, freely accepted by any CIO members involved. ~~CIO members shall be under no obligation to supervise under 18's.~~

Persons aged under 18 years may only use the CIO's overnight accommodation in the presence of a parent, legal guardian or carer.

Other CIO members shall be under no obligation to supervise under 18's whilst they are caving or present at the CIO's premises.

**Commented [bc12]:** Parent... must be present overnight. Rules will stipulate details, e.g. sleep in same room.

## 10. Members' decisions

### (1) General provisions

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

### (2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting.

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

- (a) Any decision to remove a charity trustee must be taken in accordance with clause [15] of this constitution (Retirement and removal of charity trustees).
- (b) Any decision to amend the 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 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, in the first half of the year. 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]. In addition, the AGM shall receive the minutes of the previous AGM, appoint honorary examiners (of the accounts) for the following year/term, consider formal motions and discuss any other business.

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, decide to hold a general meeting of the members of the CIO if:
  - (i) they receive a request to do so from at least 10% of all members of the CIO received within a 28-day period;

- (ii) the request states the general nature of the business to be dealt with at the meeting, and is approved by the member(s) making the request; and
- (iii) the request is not made anonymously.
- (c) If, at the time of receiving a request in accordance with sub-clause (b) (i) of this clause, 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 6 weeks 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 4 months after the date when the members first requested the meeting.
- (i) The CIO will not reimburse expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to call the meeting.

**(3) Notice of general meetings**

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members.
- (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 or sub-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 and /or virtual address at which the meeting is to take place;
  - (iii) give particulars of any resolution that may properly be proposed, and is intended to be proposed, at the meeting, and of the general nature of any other business to be dealt with at the meeting;

- (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 an AGM, the annual statement of accounts and charity trustees' annual report(s), details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communications), details of where the information may be found on the CIO's website.
- (vi) include the names, proposers and seconders of any charity trustee appointments to be voted on.
- (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 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, comprising both physically and virtually attending members, exists. Virtual attendees must be able to engage with the meeting in the same way that charity trustees can meet virtually according to [19] (4) (Participation in meetings by electronic means).
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% of the members entitled to vote or five such members.
- (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 either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If at any time during the meeting a quorum ceases to exist, 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 sub-clause [10] (3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting, including votes cast by those attending virtually. Every member entitled to one, 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 entitled to vote.
- (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 at the meeting.
- (d) In the event of an equality of votes for the election of a trustee, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (e) 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) Representation of corporate members**

There are no corporate members of the CIO so no means of representation is required.

**(8) Adjournment of meetings**

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

**(9) Location of meetings**

Where a physical location of a general meeting is specified, it shall be within reasonable travelling distance of the CIO's headquarters.

## 12. Charity trustees

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

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

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

**(2) Eligibility for trusteeship**

- (a) Every charity trustee must be a living person.
- (b) No one may be appointed as a charity trustee:
  - (i) if he or she is under the age of 18 years; or
  - (ii) if he or she would automatically cease to hold office under the provisions of sub-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 should be at least eight charity trustees. If the number falls below five, the remaining trustee or trustees may act only to call a meeting of the charity trustees to appoint new charity trustees.
- (b) The maximum number of charity trustees is twelve. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.
- (c) The charity trustees shall include persons who fulfil the following roles: Secretary, Treasurer, Caving Secretary, Investment Administrator, Cottage Warden, Social Secretary, Tackle Master, Editor, Recorder and Librarian. Other roles for further charity trustees may be identified at a general meeting.

**(4) First charity trustees**

The first charity trustees of the CIO are:

Brian Snell, Jonathan Roberts, Ben Cooper, Tim Francis, Tom Harrison, Bill Chadwick, Dave Lossi, Jason Kirby, Nicky Pearce, Mark Edwards and Daniel Matthews.

## 13. Appointment of charity trustees

- (1) At the first 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 third of the charity trustees to retire shall be those who have been longest in office since their last appointment or reappointment. If any charity 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, provided that the limit specified in sub-clause [12] (3) on the number of charity trustees would not as a result be exceeded.
- (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 next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which third of the charity trustees is to retire at that meeting.

## 14. Information for new charity trustees

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

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of the CIO's latest charity 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 all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the CIO, 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 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 charity trustee is proposed at a general meeting of the members and properly convened in accordance with clause [11] (General meetings of members), and the resolution is passed by a two-thirds majority of the members eligible to vote 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 members of the CIO.

## 16. Reappointment of charity trustees

Any person who retires as a charity trustee according to sub-clause [13] (1) or sub-clause [15]

(1) (a) is eligible for reappointment.

## 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 delivered to the CIO at its principal office or such other place as the trustees may resolve.
- (2) The decisions of the charity trustees shall be binding on all members unless varied by a vote at a general meeting.

## 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
  - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- (3) The charity trustees may nominate one or more full members to represent the CIO in its dealings with other organisations or at events. They should set out the terms of this delegation in writing, either in the minutes of a charity trustees' meeting or in the CIO's rules.
  - (a) The following information should be recorded:
    - (i) details of the powers delegated;
    - (ii) to whom the power is delegated;
    - (iii) procedures for reporting back to the charity trustees.
  - (b) The trustees should keep the decision to delegate under constant review.

## 19. Meetings and proceedings of charity trustees

### (1) Calling meetings

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

### (2) Chairing meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### (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 more than half of the total number of 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 virtual 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 virtual 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 virtual means must comply with rules for meetings, including chairing and the taking of minutes.

## 20. Saving Provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (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) of this clause, the resolution would have been void, or if the charity trustee has not complied with clause [7] (Conflicts of interest and conflicts of loyalty).

## 21. Execution of documents

- (1) The CIO shall execute documents 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.

## 22. Use of electronic communications

### (1) General

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

- (a) the requirement to provide within 21 days to any member on request a hard copy of any formal communication sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Charity 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 sub-clause [11] (3) (Notice of general meetings);
  - (ii) give charity trustees notice of their meetings in accordance with sub-clause [19] (1) (Calling meetings);
  - (iii) submit any proposal to the members or charity trustees for decision by written resolution or vote in accordance with the CIO's powers under clause [10] (Members' decisions) and [17] (Taking of decisions by charity trustees).
- (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.

## 23. Keeping of registers

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

## 24. Minutes

The charity trustees must keep minutes or records of all:

- (1) appointments of charity trustees;
- (2) proceedings at general meetings of the CIO:
  - (a) the names of the members eligible to vote at the meeting;
  - (b) the names and capacity of other persons at the meeting;
  - (c) the decisions made at the meetings; and
  - (d) where appropriate the reasons for the decisions;
- (3) meetings of the charity trustees and committees appointed by the charity trustees including:
  - (a) the names of the persons at the meeting;
  - (b) the decisions made at the meetings; and

- (c) where appropriate the reasons for the decisions;
- (d) changes to the membership of the CIO;
- (4) decisions made by the charity trustees otherwise than in meetings;
- (5) delegations in accordance with clause [18] (Delegations made by charity trustees);
- (6) all such minutes and records must be readily accessible to the membership.

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

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- (3) Subject to the provisions of sub-clause (1) of this clause, and as a minimum, two independent honorary examiners shall be elected at each Annual General Meeting. They shall serve until the next Annual General Meeting to examine the accounting records and report their findings to that Annual General Meeting. They may conduct examinations at such times as they may deem necessary and report their findings to the charity trustees.

## 26. Rules

The charity trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules must not be inconsistent with any provision of this constitution. Copies of any such rules currently in force must be readily accessible to the membership of the CIO.

## 27. Disputes

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

## 28. Amendment of constitution

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

- (1) This constitution can only be amended by a resolution passed by at least four fifths majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause [3] (Object), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity 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.

## 29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made 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 vote. The resolution shall be approved by a four fifths majority of those voting.
- (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 Charity 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 Charity 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.

## 30. Interpretation

In this constitution:

A “**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee, or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee, or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the charity trustee, or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d) (i), when taken together;

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

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

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

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

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