

THE ALDE AND ORE ASSOCIATION

CHARITABLE INCORPORATED ORGANISATION



CONSTITUTION

From 1st January 2014

CONSTITUTION OF THE ALDE AND ORE ASSOCIATION (CHARITY NO 1154583)

A Charitable Incorporated Organisation with voting members established in succession to The Alde and Ore Association (Charity no 1064789)

Date of constitution: 14th November 2013

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is The Alde and Ore Association.

2. The National Location of the Principal Office

The principal office of the CIO is in England

3. Objects

The Objects of the CIO are to preserve and protect for the public benefit the Alde, Ore and Butley rivers and their banks from Shingle Street to their tidal limits and such of the land adjoining them or upstream as may be considered to affect them together with the features of beauty and of historic or public interest in the area.

4. Powers

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

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by Clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member which 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 Clause 6 (2) or authorised by the Court or the Charity Commission (“the Commission”). 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’ benefit

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the charity trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to Clause 6 (3), a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as base rate).
- (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) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by Clause 6 (2)(b) 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 so doing;
- (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 on 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 the decision is recorded by the charity trustees in the minute book;

(g) a majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by Clause 6.

(4) In Clause 6 (2) and (3):

(a) “the CIO” includes any company in which the CIO:

(i) holds more than 50 per cent of the shares; or

(ii) controls more than 50 per cent of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the Company.

(b) “connected person” includes any person within the definition set out in Clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

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

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

8. No 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) Initial members

The initial members of the CIO shall be all those members of The Alde and Ore Association, Charity no.1064789 (“the Predecessor”) whose names are entered in the Predecessor’s register of members, or individuals who have been accepted as members of the Predecessor by virtue of their membership of an organisation approved as an affiliated organisation of the Predecessor, immediately before the transfer of all property and operations to the CIO (“Conversion”).

(2) 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 Clause 9 (4). A member may be an individual, a corporate body or an organisation which is unincorporated but demonstrably interested in the purposes of the CIO.

(b) Admission procedure

The charity trustees:

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

(ii) may refuse an application for membership if they believe that it is in the best interests of the CIO to do so and, if so, shall give reasons for any refusal and shall allow the applicant an opportunity to make any representations but any confirmation of the refusal shall be final.

(3) No transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(4) Duty of members

Under the Charities Act 2011, 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.

(5) Termination of membership

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

- (i) the member dies, or, in the case of an organisation, it ceases to exist; 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 remains unpaid upon the expiry of such reasonable period as the CIO may have allowed for the amount due to be settled with notice that failure to do so would result in termination of membership; 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 inform the member of the reasons why it is proposed to remove him, her, or it, from membership and allow the member an opportunity to make representations at a duly convened meeting of the charity trustees.

(6) Membership fees

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

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in Clause 10 (4), decisions of the members of the CIO may be taken either by vote at a general meeting as provided in Clause 10 (2) or by written resolution as provided in Clause 10 (3).

(2) Resolutions voted upon at a general meeting

A vote of the members at a general meeting shall be passed by a simple majority of votes cast at the meeting.

(3) Written resolutions without a general meeting

A resolution in writing shall be effective if agreed to 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 provided that:

- (a) the full terms of the proposed written resolution have been sent to all the members eligible, on the date the proposed resolution is first circulated, to vote at a general meeting and may comprise one or more documents;
- (b) the signatures of the persons comprising the simple majority are received by way of agreement at such address and by such date (not exceeding 28 days after the date the proposed resolution was first circulated) as may be specified in the document setting out the terms of the proposed resolution. Any corporate member or unincorporated organisation shall sign by any duly authorised representative (the CIO being entitled to demand proof of such authorisation).

(4) 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 (2).
- (b) Any resolution to amend this constitution must be taken in accordance with Clause 28 of this constitution.
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with Clause 29 of this constitution.
- (d) Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the Charities Act 2011.

(5) Resolutions proposed by members

(a) Not less than 10 per cent of the members of the CIO may request the charity trustees to

- propose a resolution to be considered by the members.
- (b) The charity trustees must within 42 days of receiving such a request comply with it if it is not frivolous or vexatious, does not involve the publication of defamatory material, and the proposed resolution is stated with sufficient clarity and, if passed, it can be given effect lawfully.
 - (c) The charity trustees shall decide whether any proposed resolution shall be considered by the members at a general meeting or by way of written resolution.

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.

(2) Notice of general meetings

- (a) The charity trustees must give at least 14 clear days’ notice of any general meeting to all the members and to any charity trustee who is not a member of the CIO.
- (b) 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 the terms of any resolution to be considered 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 of 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.
- (c) 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.
- (d) 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.

(3) Chairing of general meetings

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

(4) 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 twenty members. An organisation represented by a person present at the meeting in accordance with Clause 11 (6), is counted as present in person.
- (c) If the meeting has been called at the request of the members under Clause 10 (5) and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting shall be deemed 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 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 shall not be invalidated unless the number of members present falls below seven in which case the meeting may discuss issues and make recommendations to the charity 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.

(5) Voting at general meetings

- (a) Any decision other than one falling under Clause 10 (4) (Decisions to 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 per cent of the members present in person 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 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.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair 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 shall be final.

(6) Representation of organisations and corporate members

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. 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.

(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.

12. Charity trustees - General

(1) The Committee of charity trustees

The charity trustees shall constitute a committee ("the Committee") which shall manage the affairs of the CIO and for that purpose exercise all the powers of the CIO. The Committee shall appoint from amongst the persons who are charity trustees a Chair, a Secretary and a Treasurer under their powers of delegation set out in Clause 18. Meetings and proceedings of the Committee shall be conducted in accordance with Clause 19.

(2) Statutory duty of care of a charity trustee

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, 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.

(3) Eligibility for charity trusteeship

- (a) Every charity trustee must be a natural person who is a member of the CIO and either elected or appointed pending election under Clause 12.
- (b) No one may be elected or appointed pending election as a charity trustee:
 - (i) if he or she is under the age of 16 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of Clause 15 (1)(f).
- (c) No one is entitled to be elected or re-elected or appointed pending election to act as a charity trustee until he or she has expressly acknowledged, in whatever way the Committee decides, his or her acceptance of the office of charity trustee.

13. Membership of the Committee

- (1) The Committee shall comprise not less than 6 nor more than 12 charity trustees all of whom must have been either previously elected at an AGM or appointed by the Committee pending election at the next AGM. Any election or appointment pending election in excess of 12 charity trustees shall be invalid.
- (2) The Committee may co-opt up to 4 additional members (“co-opted members”) for such period as the Committee decides as representatives of relevant organisations, whether formally appointed by the relevant organisation or not, for the purpose of providing specialist and technical skills which may assist the Committee in pursuing the purposes of the CIO. Co-opted members may be present and speak at meetings of the Committee but otherwise shall have none of the rights or obligations of charity trustees.
- (3) The initial charity trustees shall be all those individuals who had been elected or appointed pending election as committee members of the Predecessor immediately before Conversion.
- (4) At every AGM, one-third (or as near to one-third as possible) of the charity trustees shall retire from office (but may offer themselves for re-election).
- (5) The charity trustees to retire by rotation shall be those who have been longest in office since their last election or re-election. If any charity trustees were last elected or re-elected on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (6) The vacancies so arising may be filled by election or re-election by the members of the CIO at the AGM.
- (7) The Committee may at any time there is a vacancy appoint pending election a new charity trustee, provided the limit of 12 charity trustees in Clause 13 (1) would not as a result be exceeded. A person so appointed shall cease to be a charity trustee at the conclusion of the next AGM unless he is elected a charity trustee at that AGM.

14. Information for new charity trustees

The Committee will make available to each new charity trustee a copy of the constitution and

any amendments made to it and a copy of the CIO's latest trustees' annual report and statement of accounts (or, until the CIO's first AGM, the equivalent documents of the Predecessor).

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 (provided the minimum number of charity trustees will remain);
 - (b) is absent without justification or any proper explanation to the Committee from three consecutive meetings of the Committee and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) if a written opinion is received from a registered medical practitioner treating a charity trustee stating that the charity trustee will have difficulties in undertaking the commitments of a charity trustee and the trustees resolve that his or her office be vacated;
 - (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - (f) is removed by the members of the CIO in accordance with Clause 15 (2).
- (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. Any such resolution to remove a charity trustee 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 the removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Re-election of charity trustees

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

17. Decisions taken by charity trustees

Any decision may be taken either:

- (1) at a duly convened meeting of the Committee; or
- (2) by resolution in writing or electronic form agreed by all the charity trustees on the Committee which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

18. Delegation by the Committee

The Committee has the powers of delegation permitted charity trustees under the General Regulations.

19. Meetings and proceedings of the Committee

(1) Calling meetings

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

(2) Chairing of meetings

The Committee shall appoint one of their number to chair meetings of the Committee and, if all the charity trustees except the existing chair so determine, may at any time revoke such appointment by appointing another charity trustee as chair. 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 of the Committee unless a quorum is present at the time when the decision is taken. The quorum is 3 charity trustees, or such larger number as the Committee decides 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.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in Committee meetings by electronic means

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

20. Saving provisions

- (1) Subject to Clause 20 (2), all decisions of the Committee, or a sub-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) Clause 20 (1) does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the Committee or any sub-committee of the charity trustees if, but for Clause 20 (1), the resolution would have been void, or if the charity trustee has not complied with Clause 7 (Conflicts of interest).

21. 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) it must only be used by the authority of the Committee or a duly authorised sub-committee of the charity trustees. The Committee may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22. Use of electronic communications

(1) Compliance with Communications Provisions

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 requirement to provide information to the Commission in a particular form or manner.

(2) Communications 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) Communications 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 received 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 Committee or any duly authorised sub-committee of 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 (2) (Notice of general meetings);
 - (ii) give charity trustees notice of the meetings in accordance with Clause 19 (1) (Calling meetings).
- (c) The Committee or sub-committee of 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 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 of all:

- (1) appointments of officers made by the Committee;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the Committee and any sub-committees of the 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.

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 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.

26. Rules

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

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under the 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 in Clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75 per cent majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of Clause 3 (Objects) or Clause 29 (Voluntary winding up or dissolution), this Clause, or 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 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.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with Clause 11 (Meetings of members) of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75 per cent majority of those voting; or
 - ii) by a resolution passed by a 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) 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 Committee must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of CIO;
 - (ii) a declaration by the Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the Committee setting out the way in which any property of the CIO has been or is to be applied prior to the dissolution in accordance with this constitution.
 - (b) the Committee 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.
- (3) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

"connected person" means:

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

Section 118 of the Charities Act 2011 will 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 10, Chapter 4 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.