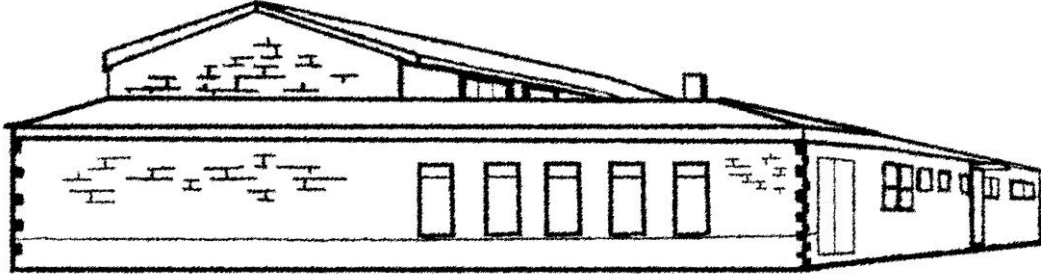


HANHAM COMMUNITY CENTRE

Registered Charity No 1152575

A Charitable Incorporated Organisation (CIO)



CONSTITUTION

Established 19th June 2013

A Brief History

This community centre was established in 1945 by a Trust Deed as "Hanham Folk Centre". In Dec 2000 the Charity Commission issued a Scheme whereby the charity trustees could revise and amend the original Trust Deed. This resulted in the adoption of a revised Governing Document in Dec 2000. This Governing Document had a number of minor revisions until the last variant in Sept 2010.

From April 2009, the charity adopted (with charity commission agreement) a working title of Hanham Community Centre, with the intent of formally moving to this title as a CIO. This was completed on 25th June 2013 with this Constitution, with the original charity being wound-up and removed from the register (in Nov 2013).

For clarity, this constitution is now the (only) governing document for this organisation.

Last Amended: 8th February 2018

118-124 High St
Hanham
Bristol
South Glouc BS15 3EJ
www.hanhamcentre.org

Change Record

Date	Change	Version	Author/Owner
20/5/13	Initial draft based on Charity Commission and Community Matters model Constitutions.	0.1A	K Lawrence
25/5/13	Revised to include key clauses in HCC Governing Document.	0.1B	K Lawrence
1/6/13	Reformatted, paras renumbered.	0.1C	K Lawrence
2/6/13	Internal cross-references corrected, typos corrected.	0.2A	K Lawrence
3/6/13	Comments from Initial Trustee Review.	0.2B	K Lawrence/ D Wright
4/6/13	Comments from HCC solicitor included.	0.2C	Harris & Harris
19/6/13	Comments added from final review by HCC Trustee & signed.	1.0	K Lawrence
26/6/13	Charity Commission confirm formal registration 25 th June 2013 – Charity No 1152575 added to constitution, and text colour standardised.	1.0A	K Lawrence
8/2/18	Revision and clarification of Forum clauses 18.	1.1	K Lawrence

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Hanham Community Centre Constitution

Version 1.0 Adopted: 19th June 2013

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Hanham Community Centre.

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. Objects

3.1 The objects of the CIO are:

(a) to promote the benefit of the inhabitants of the area of benefit without distinction of sex, sexual orientation, age, disability, nationality, race or of political, religious or other opinions, by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;

(b) to establish, or secure the establishment of, a Community Centre and to maintain and manage the same (whether alone or in co-operation with any statutory authority or other person or body) in furtherance of the Objects;

(c) to promote such other charitable purposes as may from time to time be determined.

3.2 The Charity shall be non-party in politics and non-sectarian in religion. The area of benefit (“area of benefit”) shall be Hanham and the surrounding district.

4. Powers

4.1 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 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;

(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;

(f) close the premises of the Charity for the purpose of repair, alterations or other similar work for such a period as is necessary;

(g) permit the premises to be used for regulated entertainment and the sale or supply of alcohol. This shall be established and operated within the regulations concerning the sale of alcohol under the 2003 Licensing Act;

- (h) to co-operate with other voluntary organisations, statutory authorities and individuals;
- (i) to establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- (j) to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities.

5. Application of Income and Property

5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and Payments to Charity Trustees and Connected Persons

6.1 General Provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (6.2) of this clause 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.

6.2 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, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (6.3) 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 be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must

be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.3 Payment for Supply of Goods Only – Controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (6.2c) 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 the minute book.

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

6.4 In Sub-Clauses (6.2) and (6.3) 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 31 (Interpretation).

7. Conflicts of Interest and Conflicts of Loyalty

7.1 A charity 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 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).

7.2 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. Charity Trustees

9.1 Functions and Duties of Charity Trustees

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

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

9.2 Eligibility for Trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee of the CIO:
 - 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 (12.1)(e); or
- (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.
- (d) Every charity trustee must reside within a 15-mile radius of the property of the charity. The charity trustees may (with a two-thirds majority and on a case-by-case basis) waive this clause if they consider it to be in the best interest of the Charity to do so.
- (e) The proceedings of the charity trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (f) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

9.3 Number of Charity Trustees

- (a) There should be not less than 2 nor more than 8 appointed trustees; and 1 ex officio trustee.
- (b) There must be at least 2 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.
- (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

9.4 First Charity Trustees

The first charity trustees are as follows, and are appointed for the following terms –

Kevin Lawrence.....	[for 4 years]
Denis Wright.....	[for 4 years]
Christopher Nunn.....	[for 3 years]
Thelma Worlock.....	[for 3 years]

10. Appointment of Charity Trustees

10.1 Appointed Charity Trustees

- (a) Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees.
- (b) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.
- (c) At its first meeting after the AGM the charity trustees shall elect from among their members three officers (Chair, Treasurer and Secretary). Such Honorary Officers may be appointed as members of any sub-committee established in accordance with clause [15]. One person (trustee) may hold more than Officer post.
- (d) No person shall hold an Officer position unless they have been a charity trustee for a period of 12 months. The charity trustees may (with a two-thirds majority and on a case-by-case basis) waive this clause if they consider it to be in the best interest of the Charity to do so.
- (e) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the CIO, the charity trustees shall have the power to fill it from among its members.
- (f) Subject to clause 10.1(e), all Honorary Officers shall hold office until the conclusion of the next AGM and shall be eligible for re-election.

10.2 Ex officio Trustee

- (a) The Designated Premises Supervisor (“DPS”) for the time being (“the office holder”) shall automatically (“ex-officio”) be a charity trustee, for as long as he or she holds that office.
- (b) If unwilling to act as a charity trustee, the office holder may:
 - (i) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a charity trustee, resign under the provisions contained in clause [12] (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

- (c) The charity trustees shall appoint the DPS.
 - (i) Wherever possible the DPS shall be a trustee and/or have a long-standing involvement with the centre with a proven history of commitment;
 - (ii) To maintain a wide view of licensable activities throughout the centre, sports ground and bar services (etc), the DPS should not be an employee of either;
 - (iii) The DPS shall hold and maintain a Personal Licence;
 - (iv) The charity trustees may, by a two-thirds majority vote and for good reason, remove the DPS. They must have relevant and reasonable grounds for removal, and shall provide,

to the DPS, their reasons within seven days before the meeting where a decision is made – the DPS shall be given an opportunity to be heard;

(v) When a DPS resigns or is removed, the Committee must immediately appoint a replacement in order to continue to supply alcohol. An application must also be served on the licensing authorities, new DPS and police. Once approved the Committee must inform the old DPS.

11. Information for New Charity Trustees

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

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

12. Retirement and Removal of Charity Trustees

12.1 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) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (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).

1.2 Any person retiring as a charity trustee is eligible for reappointment.

13. Taking of Decisions by Charity Trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by 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 each of which one or more charity trustees has signified their agreement.

14. Delegation by Charity Trustees

14.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall 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.

14.2 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.

15. Meeting of Charity Trustees

15.1 Calling Meetings

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

15.2 Chairing of Meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment (Clause 10.1(c)). 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.

15.3 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 two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, 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.
- (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

15.4 Participation in Meetings by Electronic means

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

16. Membership of the CIO

16.1 The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

16.2 Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

17. Informal or Associate (non-voting) Membership

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

17.2 Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

17.3 Sections: Groups of individuals, being non-voting members, have, with the permission of the charity trustees, formed themselves into sections for the furtherance of common activities of the CIO. The following provisions apply to sections:

(a) the charity trustees shall determine the terms of reference¹ and functions of each such section and the duration of its activities;

(b) no section may disregard any instruction of the charity trustees or carry on any activity that may, in the charity trustees' opinion, conflict with the objects, the standing orders or any decision made by the charity trustees;

(c) sections may (with charity trustee approval) fundraise for their activities utilising, with the permission of the charity trustees, the charity registration of the CIO but all funds so raised or property acquired with such funds shall belong to the charity and shall be paid to the CIO immediately following receipt;

(d) sections may hold such funds for float purposes as shall be agreed from time to time with the charity trustees;

(e) sections and members thereof have no power of management or control over any part of the CIO's assets;

(f) sections have no legal standing as such: they exist purely with the permission and under the control of the charity trustees; they may use the association's charity number for fund-raising purposes, but any funds received belong to the charity and must be banked in the charity's bank account;

(g) the CIO may, though does not plan to, introduce new sections.

18. User Forum

18.1 The charity trustees may convene a User Forum in each calendar year as a consultative forum for representatives from those groups (including sections) that use the community centre on a regular basis (hereinafter called "Stakeholders"). It is not aimed at individual members or users – and is not open to members of the public;

18.2 The User Forum is the process by which stakeholders may raise and discuss amongst themselves, and trustees of the charity, issues that affect the running or use of the community centre by that group;

18.3 The charity trustees shall, except in the case of emergency, give not less than fourteen clear days' notice of such a meeting to stakeholders; which notice shall be posted in a conspicuous place at the premises and displayed on the charities website;

18.4 Stakeholders wishing to raise a topic(s) for discussion shall submit (to the charity's office) details of such topic at least seven clear days' before such meeting. The process for submitting topics shall be given in the above notice (clause 18.3);

18.5. The User Forum is an informal meeting in that it will not be minuted, nor will formal proposals or resolutions be considered. Any areas arising from discussion at the meeting concerning groups' use of the community centre shall be referred to a forthcoming meeting of the charity trustees;

18.6 The chair of the charity trustees shall normally chair the meeting, but in his or her absence those present shall elect one of their number (who shall be a charity trustee) to take the chair.

19. Decisions which must be made by the Members of the CIO

19.1 Any decision to:

(a) amend the constitution of the CIO;

(b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

¹ And or Section Constitution.

(c) wind up or dissolve the CIO (including transferring its business to any other charity) must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees (*although in practice they are the same persons*)).

19.2 Decisions of the members may be made either:

(a) by resolution at a general meeting; or

(b) by resolution in writing, in accordance with sub-clause (19.4) of this clause.

19.3 Any decision specified in sub-clause (19.1) of this clause must be made in accordance with the provisions of clause [29] (amendment of constitution), clause [30] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

19.4 Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

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

(b) the required 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.

19.5 The resolution in writing may comprise several copies to which one or more members has signified their agreement. 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.

20. General Meetings of Members

20.1 Calling of General Meetings of Members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause [19] (Decisions which must be made by the members of the CIO).

20.2 Notice of General Meetings of Members

(a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

(b) Except 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, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

(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.

20.3 Procedure at General Meetings of Members

The provisions in clause (15.2)-(15.4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

21. Savings Provisions

21.1 Subject to sub-clause (21.2) 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:

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

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

21.2 Sub-clause (21.1) 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 (21.1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

22. Execution of Documents

22.1 The CIO shall execute documents by signature.

22.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

23. Use of Electronic Communications

23.1 General

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

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

23.2 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.

23.3 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 (20.2) (Notice of general meetings);
 - (ii) give charity trustees notice of their meetings in accordance with clause (15.1) (Calling meetings).
- (c) The charity trustees must –
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24. Keeping of Registers

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

25. Minutes

The charity trustees must keep minutes of all:

- (a) appointments of officers made by the charity trustees;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (d) decisions made by the charity trustees otherwise than in meetings.

26. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

26.1 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 account, and to the preparation of annual reports and returns. The statements of account, 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.

26.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

27. Rules

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

28. Disputes

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

29. Amendment of Constitution

As provided by sections 224-227 of the Charities Act 2011.

29.1 This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the CIO; or
- (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 20 (General meetings of members).

29.2 Any alteration of clause 3 (Objects), clause [30] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

29.4 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.

30. Voluntary Winding Up or Dissolution

30.1 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 20 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIO.

30.2 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.

30.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

31. Interpretation

31.1 In this constitution:

31.1.1 "**connected person**" means:

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

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

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

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause(e)(i) who, when taken together, have a substantial interest.

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

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

31.1.4 The “**Communications Provisions**” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

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

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

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

32. Adoption

This constitution was adopted by a resolution of a general meeting of the charity trustees held on 8th February 2018, and is duly signed by two presiding charity trustees (in accordance with Clause 22).

Signature: KM Lawrence

Signature: Christy Nunn

PRINT: KM LAWRENCE

PRINT: C. T. NUNN

Date: 8/2/18

Date: 12/2/18.