

## Notes

Clause 3: The deletion has been made as the CIO is not applicable to a charity formed and operating only in England & Wales

Clause 4(1) to (5): There is no need to delete these provisions as it may be helpful to do so. If a charity wishes to insert restrictions on its powers, it should be taken about whether it may include those restrictions.

Clause 9(1)(a): It is permitted to have a maximum number of members. See also note to 11(5)(b) below

Clause 11(5)(b): there is however, no limit on the number of members of a CIO, and there may therefore be one member. If a charity wishes to retain ultimate control over its affairs, the constitution will need to be amended to be consistent with there only being one member.

Clause 21(1): The deletion assumes that the charity is not a

Charitable Incorporated Organisation (CIO) marked by Simply Docs

Date of constitution: [ ]

### 1. Name

The name of the Charitable Incorporated Organisation (the "CIO") is <<full name of charity>>

### 2. National location of principal office

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

### 3. Objects

The object[s] of the CIO [is][are]

.....

.....

.....

Nothing in this constitution shall prevent the CIO from using all or part of the property of the CIO for the purposes which are not charitable.

### 4. Powers

The CIO has power to do anything that is necessary or conducive or incidental to doing its objects.

[In particular, the CIO's powers include the power to]

- (1) borrow money and to charge all or part of its property as security for the repayment of the money borrowed; and
- (2) mortgage land; and
- (3) sections 124 and 125 of the Companies Act 2006.

not applicable to a charity formed and operating only in England & Wales

it may be helpful to do so. If a charity wishes to insert restrictions on its powers, it should be taken about whether it may include those restrictions.

and/or to limit the maximum number of members.

any minimum number of members of the CIO, and there may therefore be one member. If a charity wishes to retain ultimate control over its affairs, the constitution will need to be amended to be consistent with there only being one member.

Constitution, amended as follows:

the CIO") is <<full name of charity>>

s

of the property of the CIO for the purposes which are not charitable.

further its object[s] or is necessary or conducive or incidental to doing its objects.

rt of its property as security for the repayment of the money borrowed; and 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 who is not also a charity trustee receiving:
  - (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 permitted by Clause 6.

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

### **(1) General provisions**

- (a) Subject to (c) of this clause, no charity trustee or connected person may receive a benefit from the CIO.
- (b) Without limitation, no charity trustee or connected person may:

- (i) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
  - (ii) sell goods, services, or any interest in land to the CIO;
  - (iii) be employed by, or receive any remuneration from, the CIO;
  - (iv) receive any other financial benefit from the CIO; and
- (c) 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 trustees do not benefit as a beneficiary of the CIO] OR [provided that it is available generally to the b

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

- (2) In sub-clause (1) of this clause
- (a) “the CIO” includes
    - (i) holds more than 10% of the shares; or
    - (ii) controls more than 10% of the voting rights attached to the shares; or
    - (iii) has the right to appoint or remove directors to the board of the company;
  - (b) “connected person” means a person within the definition set out in clause 30.

## 7. Conflicts of interest and

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 entered into by the CIO or in any transaction or arrangement not previously been declared; and
- (2) absent himself or herself from any discussion or decision of the charity trustees in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interests of the CIO and his or her personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from a discussion in accordance with this clause must not vote or be counted in the majority in any decision of the charity trustees on the matter.

## 8. Liability of members to 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 any person who is interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its acceptance of the duty of members set out in sub-clause (3) of this clause. The number of members at any one time shall be limited to <

Only an individual may be a member (whether or not a corporate body or other organization).

#### **(b) Admission procedure**

The charity trustees:

- (i) may require an applicant to provide information to be made in any reasonable way that they decide;
- (ii) may refuse an application if they believe that it is in the best interests of the charity;
- (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons in writing, and give the applicant the right to appeal against the refusal; and
- (iv) shall give fair consideration to any appeal, and shall inform the applicant of their decision in writing to confirm refusal of the application for membership.

### **(2) Transfer of membership**

Membership of the CIO cannot be transferred to another person, except by agreement in writing between the member and the charity trustees.

### **(3) Duty of members**

It is the duty of each member of the CIO in the way he or she discharges his, her or its powers as a member of the CIO to be most likely to further the purposes of the CIO.

### **(4) Termination of membership**

- (a) Membership of the CIO shall terminate if:
  - (i) the member resigns;
  - (ii) the member is removed from membership by a resolution of the charity trustees; or

- (ii) any sum of money owed by the member to the CIO 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 pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:
  - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
  - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
  - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - (v) allow the member, or the member's representative to make those representations in person at that meeting, if the member so chooses.

## **(5) Membership fees**

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

## **10. Members' decisions**

### **(1) General provisions**

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

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

Subject to sub-clause (3) of this clause, decisions of the CIO may be taken by means of a resolution at a general meeting by a simple majority of votes cast.

### **(3) Decisions that may be taken in any other particular way**

- (a) Any decision to alter the CIO's Constitution must be taken in accordance with clause 28 of this Constitution (Special Resolution of Constitution).

- (b) 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**

- (a) 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.
- (b) Other general meetings of the members of the CIO may be held at any time.
- (c) 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 may call a general meeting of the members of the CIO if:
  - (i) they receive a request from at least 10% of the members of the CIO; and
  - (ii) the request specifies the nature of the business to be dealt with at the meeting and is supported by the member(s) making the request.
- (c) If, at the time of a request for a general meeting, 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 apply as if 5% were substituted for 10%.
- (d) Any such request may be for a resolution that may properly be proposed, at the meeting.

- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

### **(3) Notice of general meetings**

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
  - (i) state the time and place at which the meeting is to take place;
  - (ii) give the agenda of the meeting, including any business which is to be moved at the meeting, and any other business to be dealt with at the meeting;
  - (iii) state whether any resolution of the CIO is to be considered at the meeting, and the proposed alteration; and
  - (iv) if a proposal is made for the election of members, the annual statement of accounts, the annual report, details of persons standing for election, or where allowed under the constitution (communication), details of where the CIO's website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

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

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

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

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of [5%] or [three] members] 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 may adjourn the meeting. The date, time and place at which the meeting is to be held shall be announced by the chair or be notified to the members by other means not less than seven clear days before the date on which it was called.
- (e) If a quorum is not present at the start of the meeting, the members present at the meeting shall constitute a quorum for the meeting.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss and make recommendations to the trustees but no resolutions are required which must be taken by a simple majority of the members present. The meeting must be adjourned.

#### **(6) Voting at general meetings**

- (a) Any decision other than a decision on the election of trustees must be taken in a general meeting by a simple majority of the votes cast at the meeting. Each member has one vote.



- (b) A resolution put to the vote of a meeting shall be decided on a show of hands.
- [(c) In the event of an equality of votes, the chair of the meeting shall have a second, or casting vote.]
- (d) Any objection to the validity of any resolution passed at a meeting must be raised at the meeting at which the resolution is passed and the decision of the chair of the meeting shall be final.

#### **(7) Adjournment of meeting**

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

### **12. Charity trustees**

#### **(1) Functions and duties**

The charity trustees shall exercise all the powers of the CIO and may for that purpose employ any person as an agent or servant of each charity trustee:

- (a) to exercise his or her functions as a trustee of the CIO in good faith and in the most likely to further the purposes of the CIO; and
- (b) to exercise, in the discharge of his or her functions, such care and skill as is reasonable in the circumstances, regard in particular to:
  - (i) any special responsibilities which may be placed on him or her by the CIO; and
  - (ii) if he or she is acting in the course of a business, the special knowledge or experience of the CIO in the course of a business, and the person acting in the course of that business.

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

- (a) Every charity trustee shall be a natural person.
- (b) No one may be appointed as a trustee:
  - if he or she is disqualified under the provisions of the Companies Act 2006; or
  - if he or she would be disqualified from holding office under the provisions of the Companies Act 2006.
- (c) No one is entitled to be appointed as a trustee whether on appointment or on any re-appointment unless he or she has expressly acknowledged, in writing, that he or she understands the duties of a trustee and is willing to accept them.

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### **(4) First charity trust**

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## **13. Appointment of charity**

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- (5) A person so appointed shall retire in accordance with clauses (1) and (2) of this clause. A person so appointed shall retire at the conclusion of the next annual appointment, and the purpose of determining which of the charity trustees shall 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:

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

#### 15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if:

- (a) retires by notifying the charity trustees that he or she will remain in office only if enough charity trustees resign to form a quorum for meeting;
- (b) is absent without notice from three consecutive meetings held while he or her office bears;
- (c) dies;
- (d) in the written opinion of a registered medical practitioner treating him or her is physically or mentally incapable of acting for a continuous period of more than three months;
- (e) is removed by the charity trustees in accordance with sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 or any subsequent statutory re-enactment or modification of the provisions of that Act.

(2) A charity trustee shall be removed from office if a decision to remove that trustee is proposed at a meeting of the charity trustees given at least 14 clear days' notice and at least two-thirds of the votes cast at the meeting are in favour of the decision. A charity trustee shall not be entitled to vote on that decision or be present at that meeting.

(3) A decision to remove a charity trustee shall not take effect unless the individual concerned has been given at least 21 clear days' notice in writing of the proposed removal, and the decision is made at a meeting of the charity trustees held after the expiry of that period.

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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 other charity trustees.

#### **16. Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. [A charity trustee who has served for [three] consecutive terms may not be reappointed for a [fourth] consecutive term but may be reappointed after an interval of at least [three years].]

#### **17. 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.

#### **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.

#### **19. Meetings and proceedings**

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

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

##### **(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. 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 [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 chair shall have a second or casting vote.]

**(4) Participation in meetings by electronic means**

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

**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:
  - who was disqualified from office;
  - who had previously been obliged by the constitution to resign;
  - who was not competent to act, 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 clause (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 by signature.
- (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**

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. Keeping of Registers**

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

## **24. Minutes**

The charity trustees must keep minutes of:

- (1) appointments of officers and committees;
- (2) proceedings at general meetings;
- (3) meetings of the charity trustees, including:
- the names of the trustees attending;
  - the decisions made at the meeting;
  - where appropriate the reasons for those decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

## **25. Accounting records, accounts, financial statements and returns, register of members and charity trustees**

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

## **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 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 may be amended by
  - (a) by resolution of all members of the CIO; or
  - (b) by a resolution of a majority of votes cast at a general meeting of the CIO.
- (2) Any alteration of (or addition to or deletion from) the constitution (including any alteration of or addition to or deletion from clause 29 (Voluntary winding up or dissolution), this clause) in which the alteration would provide authorisation for any action to be taken by charity trustees or members of the CIO, or which is inconsistent with them, requires the prior written consent of the Charity Commission.
- (3) No amendment to the constitution is valid if it is inconsistent with the provisions of the Charities Act 2011 or the General Regulations.
- (4) A copy of any resolution passed by the CIO to amend 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 become part of the constitution 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% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
  - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
  - (c) In either case the remaining assets of the CIO shall be applied for charitable purposes the same as the purposes of the CIO.
- (3) The CIO must observe the Dissolution Regulations in applying to the Commission for Charities to be removed from the Register of Charities, and in particular:
  - (a) the charity trustees must submit an application to the Commission:
    - (i) a copy of the resolution of the members of the CIO;
    - (ii) a declaration that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
    - (iii) a statement setting out the way in which any property of the CIO is to be applied prior to its dissolution;
  - (b) the charity trustees must ensure that a copy of the application is sent within seven days to any employee of the CIO, and to any charity trustee of the CIO, and to any person named in 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:

**“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 (d) 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 shall apply for the purposes of interpreting the terms used in this constitution.

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

**“Dissolution Regulations”** means the Regulations for 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.