

Notes

Clause 9(4): these periods ensure that the

own at the same time.

Clause 20(1): the deletion assumes that th

Charitable Incorporated Organisation
members are the CIO's charity trust

constitution (where the only voting
d by Simply Docs.

Date of constitution: [

1. Name

The name of the Charitable Incorporated
charity>>

CIO") is <<**full name of**

2. National location of principal office

The CIO must have a principal office
[England][Wales]

The principal office of the CIO is in

3. Objects

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

.....
.....
.....

Nothing in this constitution shall authorise
purposes which are not charitable

the property of the CIO for the

4. Powers

The CIO has power to do anything
incidental to doing so.

ther its object[s] or is conducive or

[In particular, the CIO has power to

- (1) borrow money and to charge the
repayment of the money borrowed
124 and 125 of the Charities Act 2011;
- (2) buy, take on lease or in exchange
maintain and equip it for use;
- (3) sell, lease or otherwise dispose of
In exercising this power, the CIO must
119-123 of the Charities Act 2011;
- (4) employ and remunerate such persons
CIO. The CIO may employ or remunerate
permitted to do so by clause 18 (payments
connected persons) and provided that

of its property as security for the
comply as appropriate with sections
mortgage land;

acquire any property and to

the property belonging to the CIO.
appropriate with sections 117 and

for carrying out the work of the
trustee only to the extent that it is
nts to charity trustees and
e conditions of that clause;

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

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the 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.
- (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

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

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

- (c) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO if the majority of the trustees do not benefit as a beneficiary of the CIO and if it is available generally to the beneficiaries of the CIO.

(2) In sub-clauses (1) 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 29 (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. Liability of members to contribute to the assets of the CIO if it is wound up.

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

9. Charity trustees

(1) Functions and duties of charity trustees

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

- (a) to exercise his or her functions in his or her capacity as a trustee and to exercise his or her functions in his or her capacity as a trustee in such a way as he or she decides in good faith to be in the best interests of the CIO; and
- (b) to exercise, in the performance of his or her functions, such care and skill as is reasonable in the circumstances, including in particular to:
 - (i) any special knowledge or skill that he or she has or holds

- (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No 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)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (d) [At least one of the trustees must be 18 years of age or over. If there is no trustee aged 18 years or over, the remaining trustees may only act to call a meeting of the charity trustees to appoint a new charity trustee.] **OR** [All of the trustees of the CIO must be 18 years of age or over.]

(3) Number of charity trustees

- (a) There must be at least [three] charity trustees. If the number falls below this minimum, the remaining trustee or trustees must call a meeting of the charity trustees, or appoint a new charity trustee, to bring the number back to the minimum.
- (b) The maximum number of charity trustees is [three]. The charity trustees may not appoint any charity trustee if as a result the number of trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees are as follows, or the following terms;

<<full name and title of each trustee
<<full name and title of each trustee
<<full name and title of each trustee

10. Appointment of charity trustees

- (1) Apart from the first charity trustees, any charity trustee must be appointed for a term of [three] years by a resolution of the charity trustees at a convened meeting of the charity trustees.

- (2) In selecting individuals for a charity trustee, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

11. Information for new charity trustee

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

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

12. Retirement and removal of charity trustee

- (1) A charity trustee ceases to be a charity trustee if:
- (a) he or she retires by notifying the charity trustees if enough charity trustees will remain in office when he or she ceases to be a charity trustee to take effect to form a quorum for meetings;
 - (b) he or she is absent without the authority of the charity trustees from all their meetings and the charity trustees resolve that his or her office be vacated;
 - (c) he or she dies;
 - (d) he or she is, in the written opinion of a registered medical practitioner or a registered mental health professional, mentally incapable of acting as a charity trustee and that incapacity has lasted for more than three months;
 - (e) he or she is removed by the charity trustees in accordance with sub-clause (2) of this clause; or
 - (f) he or she is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2006 (disqualification on account of bankruptcy or conviction of an offence involving dishonesty or fraud).
- (2) A charity trustee shall be removed from office if a decision to remove that trustee is made by the charity trustees for any purpose on at least 14 clear days' notice and at least a [two-thirds] majority of the votes cast at the meeting are in favour of removal. The trustee shall be counted in the quorum present at the meeting.
- (3) A decision to remove a charity trustee shall not take effect unless the individual concerned has received at least 21 clear days' notice in writing of the proposal to remove him or her as a charity trustee, specifying the circumstances alleged to justify removal, and has been given a reasonable opportunity of making oral representations to the other charity trustees.
- (4) Any person retiring as a charity trustee shall not be reappointed. [A charity trustee who has served for [three] consecutive terms shall not be reappointed for a [fourth] consecutive term but may be reappointed after an interval of at least [one year].]

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

- (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.
- (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. Meetings of charity trustees

(1) Calling meetings

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

(2) Chairing of meetings

The charity trustees may appoint one of their members to chair their meetings and may at any time revoke such appointment. If no member is appointed, or if the person appointed is unwilling to preside or is not present at the time of the meeting, the charity trustees present may appoint one of their members to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be made unless a quorum is present at the time when the decision is made. The charity trustees shall decide the number of 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.]

(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

(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.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

17. Decisions which must be made by the members of the CIO

(1) Any decision to:

(a) amend the constitution

(b) amalgamate the CIO with one or more other CIOs, in accordance with section 11; or

(c) wind up or dissolve the charity (by 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).

(2) Subject to sub-clause (3) of this clause, all decisions of the members may be made by resolution at a general meeting.

- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause 27 (amendment of constitution), clause 28 (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.

18. General meetings of members

(1) Calling of general meetings

The charity trustees may decide to call 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 the members of the CIO as specified in clause 17 (Decision-making by the members of the CIO).

(2) Notice of general meetings

- (a) The minimum period of notice to be given to members of the CIO of a general meeting of the members of the CIO shall be 14 days.
- (b) Except where a special resolution is required, or strictly required by another clause in this constitution, business may be transacted at a general meeting of the members of the CIO by a majority of the members of the CIO present in person or by proxy.
- (c) Proof that an envelope containing a notice of a general meeting of the members of the CIO was properly addressed, prepaid and posted; or that a notice of a general meeting of the members of the CIO was properly addressed and sent, shall be conclusive evidence that notice was given. Notice shall be deemed to be given if it is so agreed by a majority of the members of the CIO.

(3) Procedure at general meetings

The provisions in clause 15 (2)-(4) shall apply to general meetings, procedure at meetings and participation in meetings by electronic means, with all references to trustees of the charity being references to members of the CIO.

19. Saving provisions

(1) Subject to sub-clause (2) of this clause, no person shall be entitled to vote at a general meeting of the charity trustees, or of a committee of charity trustees, unless he or she is a charity trustee or a member of the CIO:

- who was disqualified from voting at a general meeting of the charity trustees, or of a committee of charity trustees, by reason of a conflict of interest or otherwise;
- who had previously vacated office;
- who was not entitled to vote at a general meeting of the charity trustees, or of a committee of charity trustees, by reason of a conflict of interest or otherwise.

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

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee is subject to clause 7 (Conflicts of interest).

20. Execution of documents

- (1) The CIO shall execute documents in accordance with the provisions of clause 19.
- (2) A document is validly executed if it is signed by at least two of the charity trustees.

21. 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 any member on request a hard copy of any document in hard copy form;
- (b) any requirements to provide the Commission in a particular form or manner.

22. Keeping of Registers

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

23. Minutes

The charity trustees must keep minutes of:

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

24. Accounting records, accounts and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounts, the preparation and scrutiny of annual statements of account, and the submission of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, together with a copy of the annual report, by the end of the financial year end.
- (2) The charity trustees must notify the Commission within 28 days of any change in the details of the charity entered on the Central Register of Charities.

25. 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 conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this Act. Copies of any such rules or byelaws must be made available to any member of the CIO on request.

26. Disputes

If a dispute arises between members of the CIO, or between a member and the CIO, done by the members under this constitution, the parties to the dispute must attempt to resolve the dispute by mediation before resorting to litigation.

27. Amendment of constitution

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

- (1) This constitution can only be amended if:
 - (a) by resolution agreed by a majority of the members of the CIO; or
 - (b) by a resolution passed by a majority of three quarters of the members of the CIO at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 4 (Powers), this clause, or of any provision which would confer a financial benefit to be obtained by charity trustees or persons connected with them, requires the prior approval of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be made.
- (4) A copy of every resolution amending the constitution as amended must be submitted to the Charity Commission within 15 days beginning with the date of the resolution. The amendment does not take effect until it has been registered by the Charity Commission.

28. 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 18 (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.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the 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 the Dissolution Regulations;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member of the CIO, and to any charity trustee of the CIO who is not a member of the CIO.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations apply.

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

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

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

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

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

“Charity trustee” means a charity