

CONSTITUTION for a Charitable Incorporated Organisation ('Association' Model)

ion ('Association' Model)

Date of constitution: []

1. Name

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

the CIO") is <<full name of

2. National location of principal office

The CIO must have a principal office in the United Kingdom. The principal office of the CIO is

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3. Objects

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

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Nothing in this constitution shall prevent the CIO from applying the property of the CIO for the purposes which are not charitable under the Charities Act (Northern Ireland) 2008]

of the property of the CIO for [section 7 of the Charities and of the Charities Act (Northern

4. Powers

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

further its object[s] or is [CIO's powers include][CIO has]

- (1) borrow money and to charge the repayment of the money on the sections 124 and 125 of the Charities Act (Northern Ireland) 2008;
- (2) buy, take on lease or in exchange, lease, or otherwise acquire any property and to maintain and equip it for the purposes of the CIO;
- (3) sell, lease or otherwise dispose of any 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 (Northern Ireland) 2008;
- (4) employ and remunerate any person, including any trustee, for carrying out the work of the CIO. The CIO may employ any person that it is permitted to do so by the Charities Act (Northern Ireland) 2008 and payments to charity trustees and connected persons must comply with the conditions of those clauses;
- (5) deposit or invest funds, or make any investments or other provision, in the same manner and subject to the same conditions as the trustees are permitted to do by the Charities Act (Northern Ireland) 2008;

rt of its property as security for must comply as appropriate with it wishes to mortgage land;

se acquire any property and to

of the property belonging to the CIO. In exercising this power the CIO must comply as appropriate with sections

ary for carrying out the work of charity trustee only to the extent and payments to charity trustees must comply with the conditions of

id-manager, and arrange for the CIO to be managed in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust

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5. Application of income

(1) The income and property shall be applied solely towards the promotion of the objects.

(a) A charity trustee shall not receive any benefit from the property of the CIO or may pay out of the CIO any expenses properly incurred by him or her while acting as a trustee of the CIO.

(b) A charity trustee shall not be indemnified in respect of any liability incurred by him or her in connection with the CIO, except in so far as indemnity insurance cover is purchased at the expense of the CIO in accordance with, and subject to the provisions of, the Charities Act 2011.

(2) None of the income or property of the CIO shall be paid or transferred directly or indirectly by way of dividend or otherwise to any member of the CIO. This does not prevent a trustee of the CIO who is not also a charity trustee from receiving:

(a) a benefit from the CIO;

(b) a benefit from the CIO in respect of any goods or services supplied to the CIO.

(3) Nothing in this clause shall prevent a trustee of the CIO from receiving any benefit or payment from the CIO if the benefit or payment is made in accordance with Clause 6.

6. Benefits and payments to connected persons

(1) General provisions

No charity trustee or connected person shall:

(a) buy or receive any goods or services from the CIO on terms preferential to those applicable to other persons;

(b) sell goods, services or other property to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

(d) receive any other benefit or payment from the CIO;

unless the payment or benefit is made in accordance with (2) of this clause, or authorised by the court or the Charity Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which has a monetary value.

(2) Scope and powers permitted to connected persons' benefits

(a) A charity trustee shall not receive a benefit from the CIO as a beneficiary of a trust or as a beneficiary of a will, unless a majority of the trustees do not receive a benefit in this way.

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(b) A charity trustee may not enter into a contract for the supply of services or goods to be supplied in connection with the provision of services or goods that is permitted in accordance with, and subject to, section 185 to 188 of the Charities Act 2011.

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(c) Subject to sub-clause (2)(c), a charity trustee or connected person may provide services or goods in connection with the CIO by the charity trustee or connected person.

(d) A charity trustee may not receive interest on money lent to the CIO at a rate which must be not more than the Bank of England base rate.

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(e) A charity trustee may not receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent must be reasonable and proper. The charity trustee or connected person may not be present at any meeting at which such a proposal or the lease are under discussion.

(f) A charity trustee may not take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods
The CIO and its charity trustees may not enter into a contract (2)(c) of this clause if each of the following conditions is satisfied:

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(a) The amount or manner of payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person (referred to as "the supplier").

(b) The amount or manner of payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

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(c) The other charity trustees of the CIO to contract with a charity trustee or connected person must balance the interests of the CIO against the advantages of doing so.

(d) The supplier is at a meeting at which there is a discussion of the contract or arrangement with him or her or it will be a meeting at which the supply of goods to the CIO.

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(e) The supplier does not attend the meeting when calculating the value of the goods and is not to be counted as a charity trustee if a charity trustee is present at the meeting.

- (f) The reason for the... by the charity trustees in the minute book.
 - (g) A majority of the... office are not in receipt of remuneration or p... clause 6.
- (4) In sub-clauses (2) and (3)
- (a) "the CIO" include the CIO:
 - (i) holds more...; or
 - (ii) controls m...ng rights attached to the shares; or
 - (iii) has the rig...e directors to the board of the company;
 - (b) "connected perso... within the definition set out in clause 30.

7. Conflicts of interest and

A charity trustee must:

- (1) declare the nature and e...ct or indirect, which he or she has in a proposed transa...n the CIO or in any transaction or arrangement entered...s not previously been declared; and,
- (2) absent himself or herself...the charity trustees in which it is possible that a conflict...ween his or her duty to act solely in the interests of the CIO...est (including but not limited to any financial interest).

Any charity trustee absenting him... discussions in accordance with this clause must not vote or be c...orum in any decision of the charity trustees on the matter.

8. Liability of members to...s of the CIO if it is wound up

Option 1

If the CIO is wound up, the mem... liability to contribute to its assets and no personal respons...s and liabilities.

Option 2

- (1) If the CIO is wound up, e...s liable to contribute to the assets of the CIO such a...n £[...] as may be required for payment of the debts and...tracted before that person or organisation ceases to b...t of the costs, charges and

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expenses of winding up, members among themselves

the rights of the contributing

(2) In sub-clause (1) of this clause, 'contributor' means any person or organisation that was a member of the charity before the commencement of the winding up.

is any person or organisation that was a member of the charity before the commencement of the winding up.

(3) But subject to that, the member shall have no liability to contribute to its assets if it is wound up, and shall be liable for the settlement of its debts and liabilities to contribute.

no liability to contribute to its assets if it is wound up, and shall be liable for the settlement of its debts and liabilities to contribute.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to any person or organisation who is interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its agreement to become a member of the duty of members set out in sub-clause (3) of this clause.

interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its agreement to become a member of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual or a body representing an organisation, or [an individual or corporate body representing] an organisation.

an individual or a body representing an organisation, or [an individual or corporate body representing] an organisation.

(b) Admission procedure
The charity trustees:

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

may require application for membership to be made in any reasonable way that they decide;

(ii) [shall, if they apply,] notify the applicant of their decision within a reasonable time;

[shall, if they apply,] notify the applicant of their decision within a reasonable time;

(iii) may refuse an application if they believe that it is in the best interests of the charity;

may refuse an application if they believe that it is in the best interests of the charity;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for the decision taken, and give the applicant the right of appeal against the refusal; and

shall, if they decide to refuse an application for membership, give the applicant their reasons for the decision taken, and give the applicant the right of appeal against the refusal; and

(v) shall give fair consideration to any appeal from an applicant of their application for membership, and shall inform the applicant of the decision to confirm refusal of the application.

shall give fair consideration to any appeal from an applicant of their application for membership, and shall inform the applicant of the decision to confirm refusal of the application.

(2) Transfer of membership

Membership of the CIO cannot be transferred from an individual or corporate body representing an organisation whose membership may be transferred to a new organisation.

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received written notification of th

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(3) Duty of members

It is the duty of each member of
the CIO in the way he or she de
purposes of the CIO.

or her powers as a member of
be most likely to further the

(4) Termination of member

(a) Membership of th

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(ii) any sum o
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member to the CIO is not paid in
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(iv) the charity
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(b) Before the charity
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(iii) at a duly o
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be removed from membership;

(iv) consider a
makes as

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(v) allow the
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meeting, if the member so

(5) Membership fees

The CIO may require members

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[(6) Informal or associate (no

(a) The charity trustee or other classes of non-voting members (including any such members who are not subject to membership fees), and the conditions for admission of membership of any such class of members

(b) Other references to "members" and "membership" do not apply to non-voting members who do not qualify as members for the purposes of the Charities Acts, General Regulations or Directives

10. Members' decisions

(1) General provisions

Except for those decisions that are taken in a particular way as indicated in sub-clause [(4)] of this clause, decisions of the CIO may be taken by vote at a general meeting as provided in this clause or by written resolution as provided in sub-clause (3) of this clause

(2) Taking ordinary resolutions

Subject to sub-clause [(3)] [(4)] of this clause, a resolution may be taken by means of a resolution passed by a simple majority of votes cast at a meeting (including votes cast by postal ballot, and proxy votes)

(3) Taking ordinary resolutions without a general meeting

(a) Subject to sub-clause [(3)] [(4)] of this clause, a resolution may be taken by means of a resolution passed by a simple majority of votes cast at a meeting (including votes cast by postal ballot, and proxy votes) upon it had it been taken at a meeting provided that:

(i) a copy of the resolution has been sent to all the members of the CIO

(ii) a simple majority of the members of the CIO have signified their agreement to the resolution by means of a written resolution which is received at the principal office of the CIO within 28 days beginning with the date of circulation of the resolution. The resolution must be a copy of the resolution which is received at the principal office of the CIO within 28 days beginning with the date of circulation of the resolution. The resolution must be a copy of the resolution which is received at the principal office of the CIO within 28 days beginning with the date of circulation of the resolution.

(b) The resolution in sub-clause (a) shall be effective if more members have signified their agreement to the resolution by means of a written resolution which is received at the principal office of the CIO within 28 days beginning with the date of circulation of the resolution.

or other classes of non-voting members (including any such members who are not subject to membership fees), and the conditions for admission of membership of any such class of members

Other references to "members" and "membership" do not apply to non-voting members who do not qualify as members for the purposes of the Charities Acts, General Regulations or Directives

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(b) The resolution in sub-clause (a) shall be effective if more members have signified their agreement to the resolution by means of a written resolution which is received at the principal office of the CIO within 28 days beginning with the date of circulation of the resolution.

- (c) Eligibility to vote of members of the CIO is determined in accordance with the proposal is first circulated in
- (d) Not less than 10% of the trustees to make a proposal CIO may request the charity to be put to the members.
- (e) The charity trustees must comply with it if:
 - (i) The proposal is not contentious, and does not involve the public interest;
 - (ii) The proposal is given in sufficient clarity to enable effect to be given to it by the members; and
 - (iii) Effect can be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (e) apply to a proposal made at the request of members.

(4) Decisions that may be taken by special resolution

- [(a) Any decision to amend the constitution taken in accordance with clause 15(2).]
- (b) Any decision to amend the constitution must be taken in accordance with clause [28] of this Constitution (subject to the provisions of the Constitution).
- (c) Any decision to wind up the CIO or to effect any winding up or dissolution must be taken in accordance with clause [29] of this Constitution. Any decision to amalgamate the CIO with one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2006.

11. General meetings of members

(1) Types of general meetings

There must be an annual general meeting of the members of the CIO. The first AGM must be held within 18 months of the formation 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 (where applicable) and the trustees' annual report, and must be held under clause [13].

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

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- (a) The charity trustee
 - (i) must call a general meeting of the members of the CIO in accordance with clause 10 of this clause, and identify it as such in the notice of meeting and
 - (ii) may call a general meeting of the members at any time.

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- (b) The charity trustee
 - (i) they receive a request from at least 10% of the members of the CIO to call a general meeting of the members of the CIO;
 - (ii) the request is in writing and specifies the nature of the business to be dealt with at the meeting and the member(s) making the request.

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- (c) If, at the time of a request for a general meeting of the members of the CIO, 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 for a resolution that may properly be proposed at a general meeting may be proposed, at the meeting.

- (e) A resolution may be proposed at a general meeting if it is lawful, and is not defamatory, frivolous or vexatious.

- (f) Any general meeting of the members of the CIO shall be called by the trustees at the request of the members of the CIO and shall be held not less than 8 days from the date on which the request is received.

- (g) If the charity trustee fails to call a general meeting at the request of the members of the CIO, the members who requested the meeting may call a general meeting of the members of the CIO.

- (h) A general meeting of the members of the CIO shall be held not more than 3 months after the date on which the request was first requested the meeting.

- (i) The CIO must reimburse the members calling the meeting and the trustees to duly call the meeting and shall be indemnified by the members of the CIO who are responsible for such failure.

(3) Notice of general meeting

- (a) The charity trustee shall give notice of any general meeting of the members of the CIO, must give at least 14 days notice of any general meeting to all members of the CIO who is not a member.

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- (b) If it is agreed by resolution, any resolution may be passed at the meeting even though the requirements of sub-clause (a) have not been met. This period of notice is strictly required by another provision, by the Charities Act 2011 or by the General Regulations.

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- (c) The notice of any meeting:
 - (i) state the time and place at which the meeting is to take place;
 - (ii) give the address of the meeting, if it is to be held at a place which is to be moved at the meeting, and the address of any other business to be dealt with at the meeting;

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- (iv) if a proposal for an alteration of the CIO is to be considered at the meeting, the proposed alteration;
- (v) include, where applicable, the annual statement of accounts, the annual report, details of persons standing for election, details of persons who are to be elected, or where allowed under clause [22] (Communication), details of where the information is to be made available on the CIO's website.

- (d) Proof that an envelope was properly addressed, prepaid and posted, and that the form of notice was properly addressed and sent, and that there is evidence that the notice was given. Notice shall be deemed to have been given 48 hours after it was posted or sent.

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- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to attend the meeting did not receive it because of accident or other reasonable cause.

(4) Chairing of general meetings

The person nominated as chair of general meetings, shall, if present at the meeting, shall, if present at the meeting. Subject to that, the meeting shall elect a chairman to preside at the meeting. Under clause [19](2) (Chairing of general meetings), shall, if present at the meeting, shall, if present at the meeting. Subject to that, the meeting shall elect a chairman to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at a 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 the number of members. An organisation shall determine the quorum for general meetings shall be the greater of the number of members. An organisation shall determine the quorum for general meetings shall be the greater of the number of members.

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meeting in accordance with sub-
clause (7) of this clause and being present in person.

- (c) If the meeting has not started and a quorum is not present at the time specified in the notice of the meeting, the chair may adjourn the meeting to another time and place.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

- (d) If the meeting has not started and a quorum is not present within 15 minutes of the time specified in the notice of the meeting, the chair may adjourn the meeting to another time and place. The date, time and place at which the meeting is to be held shall be notified to the members by the chair not less than seven clear days before the date on which it is to be held.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

- (e) If a quorum is not present at the time specified in the notice of the meeting, the meeting shall be adjourned to another time and place. The date, time and place at which the meeting is to be held shall be notified to the members by the chair not less than seven clear days before the date on which it is to be held.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

- (f) If at any time during the meeting a quorum is not present, the meeting may be adjourned to another time and place. The date, time and place at which the meeting is to be held shall be notified to the members by the chair not less than seven clear days before the date on which it is to be held.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

(6) Voting at general meetings

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- (a) Any decision other than a decision on a matter of procedure must be taken in a general meeting by a simple majority of the votes cast at the meeting. Every member has one vote, unless otherwise provided in the rights of a particular class of shares.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

- (b) A resolution put to the vote in a general meeting shall be decided on a show of hands, unless (before or after the vote) a poll is demanded by at least 10% of the members entitled to vote at the meeting.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

- (c) A poll demanded in a general meeting on a question of adjournment or on a question of the election of the chair shall be taken in such manner as to be determined by the chair. A poll shall be taken in such manner as to be determined by the chair. A poll demanded on any other question shall be taken in such manner as to be determined by the chair. A poll shall be taken in such manner as to be determined by the chair.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

- (d) A poll may be taken in a general meeting in any of the following ways:
 - (i) at the meeting;
 - (ii) at some other place or places specified by the chair; or
 - (iii) through the use of electronic communications.

request of the members and a quorum is not present at the starting time specified in the notice of the meeting, the meeting shall be closed.

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- [(e) In the event of an
- poll, the chair of t
- (f) Any objection to t
- meeting at which
- meeting shall be

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second, or casting vote.]
ter must be raised at the
decision of the chair of the

(7) Representation of orga

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any general meeting of the CIO.

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The representative is entitled to
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(8) Adjournment of meetin

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quorum is present, (and shall if
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12. Charity trustees

(1) Functions and d

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and may for that purpose
charity trustee:

- (a) to exercise his or
- trustee of the CIO
- most likely to furt
- (b) to exercise, in the
- is reasonable in t
- (i) any speci
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- (ii) if he or she
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cial knowledge or experience
person acting in the course of

(2) Eligibility for tru

- (a) Every charity trus

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- (b) No one may be a trustee:
 - if he or she is ...;
 - if he or she w... provisions of ...

tee:
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to hold office under the

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- (c) No one is entitled on any re-appoint... whatever way the office of charity tr...
- [(d) At least one of the there is no trustee trustees may act new charity trustee

e whether on appointment or expressly acknowledged, in his or her acceptance of the
st be 18 years of age or over. If the remaining trustee or the charity trustees, or appoint a

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- (3) **Number of charity trustees**
- Option 1**
- (a) There must be at this minimum, the meeting of the ch...

ees. If the number falls below trustees may act only to call a new charity trustee.

- Option 1 a
- (b) The maximum nu not appoint any c would exceed the

s [12]. The charity trustees may lt the number of charity trustees

- Option 1 b
- (b) There is no maxim to the CIO]

ustees that may be appointed

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- Option 2
- (a) There should be: [Not less than ... [... ex-officio trust

ected trustees;

- [[Not less than ...
- (b) There must be at this minimum, the meeting of the ch...

ominated trustees

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- (c) The maximum nu provided in sub-c made in excess c

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that can be appointed is as No trustee appointment may be

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- (4) **First charity trustee**

The first charity trustees of the CIO shall be
<<full name and title of each trustee>>

13. Appointment of charity trustees

Option 1

- (1) At the first annual general meeting of the CIO all the charity trustees shall retire from office.
- (2) At every [subsequent] annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not a multiple of three, then the number of charity trustees to retire shall be the number nearest to one-third of the total number of charity trustees, but if there is only one charity trustee, he or she shall retire.
- (3) The charity trustees to retire shall be those who have been longest in office since their last appointment or reappointment. If any charity trustees were last appointed or reappointed on the same day those to retire shall (unless otherwise determined by lot) be those who have been longest in office.
- (4) The vacancies so arising shall be filled at the decision of the members at the annual general meeting. If any such vacancies are not filled at the annual general meeting, they may be filled at any subsequent meeting in accordance with clause (5) of this clause;
- (5) The members or trustees of the CIO may at any time decide to appoint a new charity trustee who has retired or been removed from office in accordance with clause [15] (Retirement and removal of charity trustees) provided that the number of charity trustees would not exceed the maximum number specified in clause [14] and that the appointment would not as a result be in breach of the provisions of clause [16] (Limit on number of charity trustees).
- (6) A person so appointed shall retire in accordance with clause [15] (Retirement and removal of charity trustees) and the person so appointed shall retire at the conclusion of the next annual general meeting of the CIO, and the date of his or her retirement shall be the date of the annual general meeting of the CIO for the purpose of determining which of the charity trustees shall retire at that meeting.

Option 2

(1) Elected charity trustees

- (a) At the first annual general meeting of the CIO all the elected charity trustees shall retire from office;]

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(b) At every [subsequ... CIO, one-third of... number of electe... the number near... one charity trustee...

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(c) The charity trustee... longest in office s... trustees were las... retire shall (unles... determined by lot...

(d) The vacancies so... the annual gener... meeting may be f... the decision of the members at... s not filled at the annual general... clause (e) of this clause;

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(e) The members or... new charity trustee... or been removed... of charity trustees... limit specified in... not as a result be...

(f) A person so appo... accordance with... person so appoin... of the annual gen... and shall not be... of determining which of the... at meeting.

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[(2) Ex officio charity trustee]... The [insert role] for the time bein... holding that office ("ex officio"),...

If unwilling to act as a charity tru... ay:

(a) before accepting... the trustees of his... trustee, give notice in writing to... act in that capacity; or

(b) after accepting ap... provisions contain... trustees). ... trustee, resign under the... ment and removal of charity

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The office of ex officio charity tru... ceases to hold office.] ... cant until the office holder

[(3) Nominated Charity Trust... (a) [insert name of appointin... number] charity trustees. ... body") may appoint [insert

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- (b) Any appointment must be made in accordance with the ordinary practice of the appointing body.
- (c) Each appointment must be made in accordance with the ordinary practice of the appointing body.
- (d) The appointment will be made in accordance with the ordinary practice of the appointing body:
 - (i) the date of the vacancy;
 - (ii) the date on which the vacancy is expected to arise.
- (e) The person appointed need not be a member of the appointing body.
- (f) A trustee appointed by the charity trustees shall perform the same duty under Clause 12(1) as the other charity trustees, in so far as he or she decides in good faith would be most likely to do so. [This clause shall not apply to the CIO.]

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

- (a) a copy of this constitution;
- (b) a copy of the CIO's annual financial statements made to it; and
- (c) 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 in any of the following circumstances:
 - (a) retires by notifying the charity trustees in writing, provided that only if enough charity trustees remain in office to constitute a quorum for meetings of the charity trustees, his resignation takes effect to form a vacancy;
 - (b) is absent without leave from all meetings held with his or her office bearing name for a period of 12 months; and the charity trustees from all their offices and the trustees resolve that he or she has resigned;
 - (c) dies;
 - (d) in the written opinion of a registered medical practitioner treating him or her, is physically or mentally incapable of acting as a charity trustee for a period of 12 months; and he or she remains so for more than three months;
 - (e) [is removed by the charity trustees in accordance with sub-clause (2) of this clause]; or

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(f) is disqualified from office by virtue of sections 178-180 of the Charities Act 2006 or any subsequent statutory re-enactment or modification of the provisions of those sections.

tee by virtue of sections 178-180 of the Charities Act 2006 or any subsequent statutory re-enactment or modification of the provisions of those sections.

[(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a meeting of the charity trustees and properly convened in accordance with the provisions of clause 11, and the resolution is passed by a [two-thirds] majority of the charity trustees.

resolution to remove that trustee is proposed at a meeting of the charity trustees and properly convened in accordance with the provisions of clause 11, and the resolution is passed by a [two-thirds] majority of the charity trustees.

(3) A resolution to remove a charity trustee shall not take effect unless the individual concerned has received notice in writing that the resolution is proposed, specifying the circumstances alleged to justify the removal, and has been given a reasonable opportunity of making representations to the members of the CIO.

notice in writing that the resolution is proposed, specifying the circumstances alleged to justify the removal, and has been given a reasonable opportunity of making representations to the members of the CIO.

16. Reappointment of charity trustees
Any person who retires as a charity trustee shall be eligible for reappointment. [A charity trustee who has served for [three] consecutive terms may not be reappointed for a further term after an interval of at least [three] years.]

Any person who retires as a charity trustee shall be eligible for reappointment. [A charity trustee who has served for [three] consecutive terms may not be reappointed for a further term after an interval of at least [three] years.]

17. Taking of decisions by charity trustees

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Any decision may be taken either

- at a meeting of the charity trustees;
- by resolution in writing of the charity trustees, which may comprise either one or more documents, the text of the resolution in each of which has been signified by the majority of the charity trustees.

Any decision may be taken either by all of the charity trustees, or by resolution in writing of the charity trustees, which may comprise either one or more documents, the text of the resolution in each of which has been signified by the majority of the charity trustees.

18. Delegation by charity trustees

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(1) The charity trustees may delegate any powers or functions to a committee or committees, subject to such terms and conditions on which the charity trustees may at any time alter those terms and conditions.

The charity trustees may delegate any powers or functions to a committee or committees, subject to such terms and conditions on which the charity trustees may at any time alter those terms and conditions.

(2) This power is in addition to any other power of delegation conferred on the charity trustees, but is subject to the following requirements:

This power is in addition to any other power of delegation conferred on the charity trustees, but is subject to the following requirements:

- (a) a committee may not be constituted of more than [three] persons, but at least one must be a charity trustee;
- (b) the acts and proceedings of the committee must be brought to the attention of the charity trustees as soon as is reasonably practicable; and

a committee may not be constituted of more than [three] persons, but at least one must be a charity trustee; the acts and proceedings of the committee must be brought to the attention of the charity trustees as soon as is reasonably practicable; and

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- (c) the charity trustees review the arrangements which they have made for 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 any person to chair their meetings and may at any time revoke such appointment. If a person appointed, or if the person appointed is unwilling to preside, fails to appear 10 minutes after the time of the meeting, the charity trustees present may elect their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be made at a meeting unless a quorum is present at the time when the decision is made. The quorum shall be [two] charity trustees, or the number nearest to that number, or such other number as the charity trustees may decide from time to time. A person who is not a charity trustee shall not be counted in the quorum present at a meeting unless he or she is not eligible to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those entitled to vote.
- [(c) In the case of an equality of votes, the chair shall have a second or casting vote.]

(4) Participation in meetings

- (a) A meeting may be held by any means agreed by the charity trustees in which all the charity trustees may communicate with all the other participants.
- (b) Any charity trustee may participate in a meeting by suitable electronic means if agreed by the charity trustees. A participant or participants may communicate with all the other participants and shall qualify as being present at the meeting.
- (c) Meetings held by any means shall comply with rules for meetings, subject to any special provisions.

20. Saving provisions

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- (1) Subject to sub-clause (2), the decisions of the charity trustees, or of a committee of trustees, shall be valid notwithstanding that at the time of the decision:
 - who was disqualified from being a charity trustee;
 - who had previously been obliged by the constitution to resign;
 - who was not qualified to act as a charity trustee at the time, whether by reason of a conflict of interest or otherwise;
 if, without the vote of that charity trustee being counted in the quorum, the decision had been made by a majority of the charity trustees acting in accordance with clause 19(1).

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- (2) Sub-clause (1) of this clause shall not permit a charity trustee to keep any benefit that may be received by the charity trustees or any charity trustee if, but for clause (1), the resolution would not have been made (but this shall not apply if the charity trustee has not acted in breach of clause 19(1)).

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21. Execution of documents

- (1) The CIO shall execute documents by affixing its seal (if it has one).
- (2) A document is validly executed if it is signed by at least two of the charity trustees.
- (3) If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used if the document is signed by the charity trustees or a committee of charity trustees or a committee of charity trustees nominated by the charity trustees. The seal is affixed and the document is signed if it shall be signed by two charity trustees.

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22. Use of electronic communications

[(1) General]

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

- (a) the requirement that a copy of any document sent to any member on request a hard copy of any document shall be sent to the member otherwise than in hard copy.

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(b) any requirements 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 records of:

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

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25. Accounting records, accounts and returns, register and maintenance

- (1) The charity trustees must comply with the provisions of the Charities Act 2011 with regard to the keeping and preparation of statements of accounts and annual reports and returns. The statements of accounts and annual reports and returns must be sent to the Charity Commission, regardless of whether the charity is a company, within 10 months of the end of the financial year end.
- (2) The charity trustees must notify the Commission within 28 days of any change of name of the charity entered on the Central Register of Charities.

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26. Rules

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

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27. Disputes

If a dispute arises between members of the CIO concerning the validity or propriety of anything done by the members of the CIO and the dispute cannot be resolved by the members of the CIO, the dispute shall be referred to the Charity Commission for resolution.

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resolved by agreement, the parties shall try in good faith to settle the dispute by mediation before resorting to arbitration.

shall try in good faith to settle the

28. Amendment of constitution

As provided by clauses 224-227

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- (1) This constitution may be amended:
 - (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 the CIO's constitution (including its dissolution), this clause provides authorisation for, requires the prior written consent of all members of the CIO.
- (3) No amendment that contravenes the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution that amends the CIO's constitution within 15 days from the date the amendment does not become effective of Charities.

all members of the CIO; or

majority of votes cast at a general meeting of the CIO.

clause [29] (Voluntary winding up or dissolution) where the alteration would be made, requires the prior written consent of all members of the CIO.

the provisions of the Charities Act 2011 shall be valid.

constitution, together with a copy of the resolution, shall be sent to the Commission for Charities within 15 days of the resolution being passed. The resolution shall be recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, a resolution of its members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the CIO called in accordance with clause [11] (Meetings) if notice of not less than 14 days' notice has been given to all members of the CIO:
 - (i) by a resolution of a majority of those voting, or
 - (ii) by a resolution of a majority of those voting taken without a vote and in response to the question put to the members of the CIO.
 - (b) by a resolution agreed by all members of the CIO.
- (2) Subject to the payment of any debts due to the CIO, the assets of the CIO shall be distributed to the members of the CIO.

CIO may be dissolved by a resolution of its members to wind up or dissolve the CIO.

the CIO called in accordance with clause [11] (Meetings) if notice of not less than 14 days' notice has been given to all members of the CIO and vote:

majority of those voting, or

resolution taken without a vote and in response to the question put to the members of the CIO.

members of the CIO.

- (a) Any resolution for the CIO, or for the dissolution of the CIO without winding up, shall be subject to any provision directing how any remaining assets are to be distributed.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how the assets are to be distributed.
 - (c) In either case the distribution shall be applied for charitable purposes the same as if the CIO were not in existence.
- (3) The CIO must observe the provisions of the Dissolution Regulations in applying to the Commission for Charities, and in particular:
- (a) the charity trustees must submit an application to the Commission:
 - (i) a copy of the resolution;
 - (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 to any employee of the CIO, and to any other person named in the application.
- (4) If the CIO is to be wound up, the provisions of the Dissolution Regulations shall, in other circumstances, be followed.

30. Interpretation

In this constitution:

“**connected person**” means:

- (a) a child, parent, grandparent, grandchild, 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);
- (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 by the charity trustee or by a connected person falling within sub-clause (a);

- (ii) by two or together in sub-clause (d)(i), when taken
- (e) a body corporate
 - (i) the charity clauses (a) and person falling within sub-interest; or
 - (ii) two or more sub-clause (e)(i) who, when taken together interest.

Section 118 of the Charities Act 2006 sets out the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the General Regulations (General)

“**Dissolution Regulations**” means the Dissolution Regulations (Incorporated Organisations)

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

“**charity trustee**” means a charity trustee

A “**poll**” means a counted vote cast (or not cast, as necessarily) in writing.

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The following provisions do not form part of the model constitution but are available as options under clause 21 (Use of members) and 22 (Use of electronic communications). For constitutions, we recommend that these provisions are included with the explanatory notes.

These provisions are based on the 2008 model constitution but are available as options under clause 21 (Use of members) and 22 (Use of electronic communications). For constitutions, we recommend that these provisions are included with the explanatory notes.

General meetings of members

(7) Proxy voting

- (a) Any member of the CIO may appoint any other person as a proxy to exercise all or any of that member's right to vote at a general meeting of the CIO. Proxies must be appointed in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed as the member's proxy and the general meeting in relation to which the proxy is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in some other manner acceptable to the CIO; and
 - (iv) is delivered to the CIO with any instructions contained in the proxy notice.
- (b) The CIO may require proxy notices to be in a particular form, and may specify different forms for different meetings.
- (c) Proxy notices may (but do not have to) specify how the proxy is to vote (or that the proxy is to vote in favour of or against) any resolutions.
- (d) Unless a proxy notice indicates otherwise, a proxy appointed under this clause shall:
 - (i) be treated as if it were the member appointing the proxy, and may exercise a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and
 - (ii) be treated as if it were the member appointing the proxy, and may exercise a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and
- (e) A member who is entitled to vote at a general meeting (either on a show of hands or on a poll) at a general meeting shall also be entitled to vote at any adjournment of it, even if the member has not been given notice of the adjournment, if the member has given notice to the CIO by or on behalf of the member appointing the proxy.
- (f) An appointment under a proxy notice in writing given by or on behalf of the proxy notice will be treated as if it were the member appointing the proxy, and may exercise a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and

- (a) Any member of the CIO may appoint any other person as a proxy to exercise all or any of that member's right to vote at a general meeting of the CIO. Proxies must be appointed in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed as the member's proxy and the general meeting in relation to which the proxy is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in some other manner acceptable to the CIO; and
 - (iv) is delivered to the CIO with any instructions contained in the proxy notice.
- (b) The CIO may require proxy notices to be in a particular form, and may specify different forms for different meetings.
- (c) Proxy notices may (but do not have to) specify how the proxy is to vote (or that the proxy is to vote in favour of or against) any resolutions.
- (d) Unless a proxy notice indicates otherwise, a proxy appointed under this clause shall:
 - (i) be treated as if it were the member appointing the proxy, and may exercise a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and
 - (ii) be treated as if it were the member appointing the proxy, and may exercise a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and
- (e) A member who is entitled to vote at a general meeting (either on a show of hands or on a poll) at a general meeting shall also be entitled to vote at any adjournment of it, even if the member has not been given notice of the adjournment, if the member has given notice to the CIO by or on behalf of the member appointing the proxy.
- (f) An appointment under a proxy notice in writing given by or on behalf of the proxy notice will be treated as if it were the member appointing the proxy, and may exercise a proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and

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(g) A notice revoking a proxy must be received by the CIO before the start of the meeting or the meeting to which it relates.

effect if it is delivered before the meeting to which it relates.

(h) If a proxy notice is not signed by the member appointing the proxy, it must be accompanied by a document authenticating the person who signed or authorized the proxy to do so.

the member appointing the proxy, it must be accompanied by a document authenticating the person who signed or authorized the proxy to do so.

(8) Postal Voting

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(a) The CIO may, if the charity's constitution allows, allow the members to vote by post or electronic mail ("e-voting") on any matter that is being considered by the members.

allow the members to vote by post or electronic mail ("e-voting") on any matter that is being considered by the members.

(b) The charity trustees must appoint two persons independent of the CIO to act as scrutineers to supervise the postal/email ballot and the counting of votes.

persons independent of the CIO to act as scrutineers to supervise the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is used, the CIO must send to members of the CIO not voting by post or email a notice of the deadline for receipt of votes cast in this way:

matter, the CIO must send to members of the CIO not voting by post or email a notice of the deadline for receipt of votes cast in this way:

(i) a notice by email to members of the CIO not voting by email under clause [21] of the constitution, including an explanation of the voting procedure to be followed by the member, and the name of the person to whom the notice should be sent by email or post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

to receive notices in this way, including an explanation of the voting procedure to be followed by the member, and the name of the person to whom the notice should be sent by email or post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

(ii) a notice by post to members of the CIO not voting by post, including a written explanation of the voting procedure to be followed by the member, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

including a written explanation of the voting procedure to be followed by the member, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

(d) The voting procedure must require the member's name to be written on the envelope with the member's name written on the outside, inside another envelope, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

sent by post to be in an envelope with the member's name written on the outside, inside another envelope, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

(e) The voting procedure for postal voting must require the member's name to be written on the envelope with the member's name written on the outside, inside another envelope, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

require the member's name to be written on the envelope with the member's name written on the outside, inside another envelope, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

(f) Email votes must be returned to the CIO by email, and the name of the person to whom the notice should be sent by email or post to the CIO, and the name of the person to whom the notice should be sent by email or post to the CIO, and the name of the person to whom the notice should be sent by email or post to the CIO;

used only for this purpose and must be accessed only by the scrutineers.

(g) The voting procedure must require the member's name to be written on the envelope with the member's name written on the outside, inside another envelope, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

date and time for receipt of votes, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO, and the name of the person to whom the notice should be sent by post to the CIO;

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(h) The scrutineers must make a separate list of members provided to a charity trustee at the general meeting. Members must not vote at the meeting of the meeting on which they have cast an invalid vote and counts towards the total

members casting valid votes, and a list of members casting invalid votes. These lists must be provided to the charity trustee seeing admission to, and voting at the meeting. A valid postal or email vote must be counted in the quorum for any part of the meeting in which a member has cast a valid vote. A member who has cast an invalid vote is not allowed to vote at the meeting.

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(i) For postal votes, the scrutineers must retain any part of the envelope used for the vote. The scrutineer must record on the declaration whether the vote has been counted, or if the vote has not been counted, the reason for such

internal envelopes (with the member's name and signature) must be cut off and retained by the scrutineers. In each case, a list of the member's name that the vote has been counted, or if the vote has not been counted, the reason for such

(j) Votes cast by post or email must be received by the scrutineers before the meeting at which the vote is taken. The person chairing the meeting must provide to the scrutineers the number of valid votes received by post and email

all the scrutineers before the meeting. The scrutineers must provide to the person chairing the meeting the number of valid votes received by post and email and the number of invalid votes received which were invalid.

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(k) The scrutineers must not count postal votes taken by hand or by ballot until after the postal/ email votes have been counted. Only at the meeting may the scrutineers declare the result of the valid votes received, and the result of the vote.

the postal/email ballot until after the postal/ email votes have been counted. Only at the meeting may the scrutineers declare the result of the valid votes received, and the result of the vote.

(l) Following the final declaration, the scrutineers must provide to a charity trustee evidence of members submitting valid email votes; evidence of members submitting valid postal votes; the valid votes; and the invalid votes.

Following the final declaration, the scrutineers must provide to a charity trustee evidence of members submitting valid email votes; evidence of members submitting valid postal votes; the valid votes; and the invalid votes.

(m) Any dispute about the counting of postal votes must be referred initially to a panel set up by the charity trustee consisting of two persons independent of the charity. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Charity Commission.

Any dispute about the counting of postal votes must be referred initially to a panel set up by the charity trustee consisting of two persons independent of the charity. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Charity Commission.

Use of electronic communication

(2) **To the CIO:**
Any member or charity trustee or trustee of a charity may communicate electronically with the CIO at an address specified by the CIO, provided the communication is authenticated in a manner which the CIO is satisfied is appropriate.

Any member or charity trustee or trustee of a charity may communicate electronically with the CIO at an address specified by the CIO, provided the communication is authenticated in a manner which the CIO is satisfied is appropriate.

(3) **By the CIO:**

(a) Any member or charity trustee or trustee of a charity may provide the CIO with his or her email address or similar, or may authorise the CIO in electronic form to provide the CIO with his or her unwilling to receive communications from the member or charity trustee in that form.

Any member or charity trustee or trustee of a charity may provide the CIO with his or her email address or similar, or may authorise the CIO in electronic form to provide the CIO with his or her unwilling to receive communications from the member or charity trustee in that form.

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- (b) The charity trustees may, with any legal requirements, by means of publication on
- (i) provide the members referred to in clause 11(3) (Notice of general meetings
 - (ii) give charity trustees instructions in accordance with clause 19(1) (Calling meetings
 - (iii) submit any proposed written resolution for decision by charity trustees for decision by the CIO in accordance with the CIO's powers under clause 10 (Decisions taken by the CIO) [or postal voting] (if you have included this option in your resolution in writing, please insert the correct clause number here)].
- (c) The charity trustees must
- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of such notice or proposal;
 - (ii) send any such notice or proposal in copy form to any member or charity trustee who has elected to receive communications in electronic form.

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