

Charitable Incorporated Organisation
members are the CIO's charity trustees

el (where the only voting

Date of constitution: [

1. Name

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

CIO") is <<full name of

2. National location of principal office

The CIO must have a principal office in [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 the CIO to do anything which is not charitable in the purposes which are not charitable in the purposes of the Charities and Trustee Investment (Scotland) Act 2005] and

the property of the CIO for the purposes of section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Act (Northern Ireland) 2008

4. Powers

The CIO has power to do anything which is incidental to doing so. In particular,

whether its object[s] or is conducive or

(1) borrow money and to charge the repayment of the money borrowed on the property of the CIO; and

of its property as security for the repayment of the money borrowed, in compliance with sections 124 and 125 of the Charities Act 2006;

(2) buy, take on lease or in exchange, or otherwise acquire, and maintain and equip it for use

acquire any property and to

(3) sell, lease or otherwise dispose of the property of the CIO. In exercising this power, the CIO may do anything which is necessary or expedient for the purposes of the Charities Act 2006

the property belonging to the CIO. In exercising this power, the CIO may do anything which is necessary or expedient for the purposes of the Charities Act 2006

(4) employ and remunerate such persons as may be necessary for the CIO. The CIO may employ or remunerate persons who are connected with the CIO (including persons who are connected with the CIO) and persons who are connected with the CIO (including persons who are connected with the CIO)

for carrying out the work of the CIO. The CIO may employ or remunerate persons who are connected with the CIO (including persons who are connected with the CIO) and persons who are connected with the CIO (including persons who are connected with the CIO)

(5) deposit or invest funds, employ or invest funds, or otherwise employ or invest funds, in the same manner and subject to the same conditions as the CIO is permitted to do by the Trustee Investment (Scotland) Act 2005

manager and arrange for the investment of the funds of the CIO in the name of a nominee, in the same manner and subject to the same conditions as the CIO is permitted to do by the Trustee Investment (Scotland) Act 2005

5. Application of income and property

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

and 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 any expenses properly incurred by him or her when acting on behalf of the CIO.
- (b) A charity trustee may be indemnified out of the property of the CIO at the CIO's expense in respect of any liability incurred by him or her in connection with the discharge of his or her duties in accordance with section 189 of the Charities Act 2011, and subject to the conditions in, paragraph 1 of Schedule 1 to 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.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is permitted by paragraph 1 of Schedule 1 to the Charities Act 2011.
- 6. Benefits and payments to charity trustees and 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 members of the public;
 - (b) sell goods, services or other property to the CIO;
 - (c) be employed by, or receive remuneration from, the CIO;
 - (d) receive any other financial benefit from the CIO;
- unless the payment or benefit is permitted by paragraph 1 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 charity trustees' benefits**
- (a) a charity trustee or connected person shall not receive a benefit from the CIO as a result of his or her office, or as a result of any of the trustees do not benefit in this way.
 - (b) a charity trustee or connected person may enter into a contract for the supply of goods, or of services, or of goods and services, to the CIO in connection with the provision of services, to the CIO in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) subject to sub-clause (b), a charity trustee or connected person may provide the CIO with goods, or services, or with goods and services provided to the CIO in connection with the provision of services, to the CIO in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- (d) a charity trustee or connected person must not receive interest on money lent to the CIO at a reasonable rate (which must be not more than the Bank of England bank rate (or the equivalent rate)).
- (e) a charity trustee or connected person must not receive rent for premises let by the charity trustee or connected person. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee or connected person must discuss at which such a proposal or the terms of the lease are discussed.
- (f) a charity trustee or connected person must not take part in the normal trading and fundraising activities of the CIO on terms as members of the public.
- (3) Payment for supply of goods and services**
The CIO and its charity trustees may not receive payment for goods or services supplied to the CIO (2)(c) of this clause if each of the following conditions is satisfied:
- (a) the amount or maximum value of the payment for the goods is set out in a written agreement between the charity trustee or connected person supplying the goods and the CIO;
- (b) the amount or maximum value of the payment for the goods does not exceed what is reasonable in the circumstances of the supply of the goods in question.
- (c) the other charity trustees must be satisfied that it is in the best interests of the CIO for the CIO to contract with the person supplying the goods and that someone who is not a charity trustee or connected person has taken the decision the charity trustees must be satisfied that the payment to the charity trustee or connected person is reasonable.
- (d) the supplier is absent from a meeting at which there is discussion of the proposal to enter into the contract with regard to the supply of the goods;
- (e) the supplier does not vote at the meeting and is not to be counted when calculating whether a majority of the charity trustees is present at the meeting.
- (f) the reason for their decision to enter into the contract is recorded in the minute book.
- (g) a majority of the charity trustees are not in receipt of remuneration or payments authorised by the CIO.
- (4) Interpretation**
In sub-clauses (2) and (3) of this clause:
- (a) "the CIO" includes a person who:
- (i) holds more than 10% of the shares in the CIO;
- (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” as defined in the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflict of interest

A charity trustee must:

- (1) declare the nature and extent of any direct or indirect interest in a proposed transaction or arrangement entered into by the charity;
- (2) absent himself or herself from any meeting of the charity trustees in which it is possible that a conflict of interest may arise between the interests of the CIO and any other interest).

Any charity trustee absenting himself or herself from a meeting of the charity trustees in accordance with this clause must not vote or be counted as voting on the matter.

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

Option 1

If the CIO is wound up, the members shall have no personal responsibility for settling the debts and liabilities of the CIO.

Option 2

- (1) If the CIO is wound up, each member shall be liable to contribute to the assets of the CIO such amount (but not exceeding the amount of the debts and liabilities of the CIO) as may be required for payment of the debts and liabilities of the CIO, and for the adjustment of the rights of the members among themselves.
- (2) In sub-clause (1) of this clause, “member” means any person or organisation that was a member of the CIO within the period of 12 months immediately preceding the commencement of the winding up.
- (3) But subject to that, the members shall have no personal liability to contribute to its assets if it is wound up, and accordingly shall not be responsible for the settlement of its debts and liabilities beyond the amount contributed by them.

9. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and exercise all the powers of the CIO. It is the duty of the charity trustees to ensure that the CIO is properly managed and that its affairs are conducted in accordance with the provisions of the CIO.

directors to the board of the company;

in the definition set out in clause [30] (Interpretation);

or indirect, which he or she has in any transaction or arrangement entered into by the charity previously been declared; and

the charity trustees in which it is possible that a conflict of interest may arise between the interests of the CIO and any other interest).

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able to contribute to the assets of the CIO such amount (but not exceeding the amount of the debts and liabilities of the CIO) as may be required for payment of the debts and liabilities of the CIO, and for the adjustment of the rights of the members among themselves.

any person or organisation that was a member of the CIO within the period of 12 months immediately preceding the commencement of the winding up.

liability to contribute to its assets if it is wound up, and accordingly shall not be responsible for the settlement of its debts and liabilities beyond the amount contributed by them.

may for that purpose exercise all the powers of the CIO.

(a) to exercise his or her functions in his or her capacity as a trustee or she decides in good faith that it would be most likely in the 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, in particular to:

(i) any special knowledge or skill that he or she has or holds himself or herself out as having;

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

(2) Eligibility for trusteeship

(a) Every charity trustee must be eligible for appointment.

(b) No individual may be appointed as a trustee of the CIO:

- if he or she is under 18 years of age;
- 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 re-appointed as a trustee of the charity unless he or she has acknowledged, in whatever way, the 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 charity trustees may only act to call a meeting of the charity trustees to appoint a new charity trustee.]

(3) Number of charity trustees

Option 1

(a) There must be at least [three] charity trustees. If the number falls below this minimum, the charity trustees must call a meeting of the charity trustees, at which they may appoint a new charity trustee.

Option 1 a

(b) The maximum number of charity trustees may not exceed the number of charity trustees that the charity trustees may not appoint if as a result the number of charity trustees would exceed the maximum.

Option 1 b

(b) There is no maximum number of charity trustees that may be appointed to the CIO.

Option 2

- (a) There should be:

[Not less than nor more than trustees;

[... ex-officio trustee[s]; and

[[Not less than nor more than trustees

- (b) There must be at least [three] 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.

- (c) The maximum number of charity trustees appointed is as provided in sub-clause (a) of this clause. No appointments may be made in excess of these provisions.

(4) First charity trustees

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

..... [for [4] years]

.....[for [3] years]

.....for [2] years]

10. Appointment of charity trustees

Option 1

- (1) Apart from the first charity trustees, all charity trustees must be appointed [for a term of [three] years] by a resolution of the charity trustees.
- (2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

Option 2

(1) Appointed charity trustees

- (a) Apart from the first charity trustees, all appointed trustees must be appointed [for a term of [three] years] by a resolution of the charity trustees.
- (b) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

[(2) Ex officio trustee[s]]

- (a) The [insert role] for the [insert role holder]) shall automatically ("ex officio"), be a charity trustee or she holds that office.
- (b) If unwilling to act as [insert role holder] may:
 - (i) before accepting office as a charity trustee, give notice in writing to the trustees that he or she does not intend to act in that capacity; or
 - (ii) after accepting office as a charity trustee, resign under the provisions concerning the retirement and removal of charity trustees).

The office of ex officio charity trustee shall continue until the office holder ceases to hold office.]

[(3) Nominated Charity Trustees]

- (a) [insert name of appointing body]) may appoint [insert number] charity trustees.
- (b) Any appointment must be held according to the ordinary practice of the appointing body.
- (c) Each appointment must be for a term of not more than [insert number] years.
- (d) The appointment will be subject to the approval of:
 - (i) the date of the appointment;
 - (ii) the date on which the appointing body or their secretary or clerk are informed of the appointment.
- (e) The person appointed must be a member of the appointing body.
- (f) A trustee appointed under this clause shall have the same duty under Clause 9(1) as the other charity trustees in the way he or she decides in good faith would be most in the interests of the CIO.]

11. Information for new charity trustees

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

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

12. Retirement and removal of charity trustees

- (1) A charity trustee ceases to

- (a) retires by notifying the charity that he or she will remain in office when the next meeting is held;
 - (b) is absent without the authority of the charity trustees from all their meetings held within a period of 12 months and his or her office is to be vacated;
 - (c) dies;
 - (d) is, in the written opinion of a registered medical practitioner or a registered mental health professional, mentally incapable of acting as a director and may not be reappointed for a period of three months; or
 - (e) is disqualified from acting as a director by virtue of sections 178-180 of the Charities Act 2006 (disqualification provisions).
- (2) Any person retiring as a charity trustee shall not be eligible for reappointment.
- (3) A charity trustee who has served for a [fourth] consecutive term of office may not 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;
- by resolution in writing or electronically, which may comprise either a single resolution or a series of resolutions in like form to each other, and each charity trustee 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 so, may determine the terms and conditions on which the delegation is made. They may also vary or revoke the delegation at any time.
- (2) This power is in addition to any other power of delegation conferred on the charity trustees by the General Regulations and any other regulations, but is subject to the following requirements:
- (a) a committee may only be established if each committee member is a charity trustee;
 - (b) the acts and proceedings of the committee must be brought to the attention of the charity trustees at each meeting of the charity trustees.

if enough charity trustees will remain in office when the next meeting is held to form a quorum for the purpose of the charity's constitution.

any trustees from all their meetings held within a period of 12 months and the charity trustees resolve that his or her office is to be vacated;

registered medical practitioner or a registered mental health professional, mentally incapable of acting as a director and may not be reappointed for a period of three months; or

by virtue of sections 178-180 of the Charities Act 2006 (disqualification provisions).

reappointment.

secutive terms may not be reappointed after an interval of at least [one year].]

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n the General Regulations and any other regulations, but is subject to the following requirements:

ons, but at least one member of each committee must be a charity trustee;

must be brought to the attention of the charity trustees at each meeting of the charity trustees.

- (c) the charity trustees shall review the arrangements which they have made for the day.

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 to be given.

(2) Chairing of meetings

The charity trustees may appoint or elect a person to chair their meetings and may at any time revoke such appointment. If no person 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 a person 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. A quorum shall be 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 who is absent from a meeting shall not be counted in the quorum present when any decision is made about the appointment or removal of a trustee if 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 trustee who chairs the meeting 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 each trustee is able to communicate with all the other participants.
- (b) Any charity trustee participating in a meeting by suitable electronic means shall qualify as being present at the meeting if the trustee is able to communicate with all the other participants.
- (c) Meetings held by electronic means shall comply with rules for meetings, including chairing and the quorum.

16. Membership of the CIO

(1) The members of the CIO shall be the persons eligible to be members of the CIO. Membership of the CIO cannot be transferred to any other person.

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

[17. Informal or associate (non-voting) members]

(1) The charity trustees may create one or more classes of non-voting membership, and may determine the rights and payment of membership fees for such members (including payment of membership fees for admission to, and termination of membership of any such class).

(2) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities (Accounts and Dissolution Regulations).

18. 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 62 of the Charities Act 2011; or
- (c) wind up or dissolve the CIO (as a charity)

must be made by a resolution of the charity trustees).

(2) Decisions of the members must be made:

- (a) by resolution at a general meeting;
- (b) by resolution in writing in accordance with sub-clause (4) of this clause.

(3) Any decision specified in sub-clause (1) must be made in accordance with the provisions of clause [29] (Voluntary winding up or dissolution), of the Charities Act 2011, the General Regulations or the Dissolution Regulations. Those provisions require the resolution to be agreed by a general meeting, or agreed by all members.

(4) Except where a resolution is required to be agreed by all the members, such a resolution may be agreed by the members who are entitled to vote on it. Such a resolution shall be validly made if it is agreed that:

for the time being. The only persons eligible to be members of the CIO are the charity trustees. Membership of the CIO cannot be transferred to any other person.

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

classes of non-voting membership, and may determine the rights and payment of membership fees for such members (including payment of membership fees for admission to, and termination of membership of any such class).

and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities (Accounts and Dissolution Regulations).

of the CIO

Any decision to:
(a) amend the constitution;
(b) amalgamate the CIO with one or more other CIOs, in accordance with section 62 of the Charities Act 2011; or
(c) wind up or dissolve the CIO (as a charity)

must be made by a resolution of the charity trustees).

Decisions of the members must be made:

(a) by resolution at a general meeting;
(b) by resolution in writing in accordance with sub-clause (4) of this clause.

Any decision specified in sub-clause (1) must be made in accordance with the provisions of clause [29] (Voluntary winding up or dissolution), of the Charities Act 2011, the General Regulations or the Dissolution Regulations. Those provisions require the resolution to be agreed by a general meeting, or agreed by all members.

Except where a resolution is required to be agreed by all the members, such a resolution may be agreed by the members who are entitled to vote on it. Such a resolution shall be validly made if it is agreed that:

- who had previously vacated office;
- who was not entitled to office by reason of a conflict of interest or otherwise.

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

- (2) Sub-clause (1) of this clause shall not apply to a charity trustee if the benefit may be conferred upon him or her by a resolution of the committee of charity trustees, or if the charity trustee is a member of the committee of charity trustees, or if the charity trustee is a member of the committee of charity trustees, or if the charity trustee is a member of the committee of charity trustees.

21. Execution of documents

- (1) The CIO shall execute documents by signing (or 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) the seal must only be used if it is signed by the charity trustees or of a committee of charity trustees. The seal may be used on any document to which the seal is affixed and unless the seal is used, the document shall be signed by two charity trustees.

22. Use of electronic communications

[(1) General]

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

- (a) the requirement to provide a hard copy of any document to any member on request a hard copy of any document to the member otherwise than in hard copy form;
- (b) any requirements to provide a hard copy of any document to the member otherwise than in hard copy form.

23. Keeping of Registers

obliged by the constitution to

whether by reason of a conflict of

charity trustee being counted in the quorum, the decision has been made at a quorate

ty trustee to keep any benefit that the charity trustees or of a committee of charity trustees, or if the charity trustee is a member of the committee of charity trustees, or if the charity trustee is a member of the committee of charity trustees, or if the charity trustee is a member of the committee of charity trustees.

or by affixing its seal (if it has one))

igned by at least two of the charity trustees.

eral Regulations; and

f the charity trustees or of a committee of charity trustees. The seal may be used on any document to which the seal is affixed and unless the seal is used, the document shall be signed by two charity trustees.

cations Provisions in the General

any member on request a hard copy of any document to the member otherwise than in

e Commission in a particular form

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

24. Minutes

The charity trustees must keep minutes of the following:

- (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.

25. 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 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, regardless of the income of the charity, at the end of the financial year end.
- (2) The charity trustees must comply with the requirements of the Charities Act 2011 to inform the Commission within 28 days of any change in the details of the charity entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such 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 constitution. Copies of any such rules or byelaws 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, or between a member and the CIO, done by the members under this constitution, and if, by agreement, the parties to the dispute agree to refer the dispute to mediation before resorting to litigation, then the validity or propriety of anything done by the members cannot be resolved by the court, and the parties shall be bound to settle the dispute by mediation.

28. Amendment of constitution

As provided by sections 224-227 of the Companies Act 2006:

(1) This constitution can only be amended if:

(a) by resolution agreed to by a majority of 75% of the members of the CIO; or

(b) by a resolution passed at a general meeting of the members of the CIO, with the concurrence of those voting at a general meeting of the members of the CIO in accordance with clause 18 (General Meetings of members of the CIO).

(2) Any alteration of clause 3 (Objects of the CIO), this clause, or of any provision which purports to benefit to be obtained by charity or for the benefit of persons connected with them, requires the prior written 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 by the end of the period of 15 days beginning with the date on which the amendment does not take effect until it has been registered by the Charity Commission.

29. Voluntary winding up or dissolution

(1) As provided by the Dissolution of Companies Act 2004, the CIO may be dissolved by resolution of its members. Any decision to dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause 19 (General Meetings of members of the CIO) of which not less than 14 days' notice has been given to all members of the CIO; and

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

(ii) by a resolution passed at a general meeting of the members of the CIO, with the concurrence of those voting at a general meeting of the members of the CIO in accordance with clause 18 (General Meetings of members of the CIO).

(b) by a resolution agreed to by a majority of 75% of the members of the CIO.

(2) Subject to the payment of any debts of the CIO, the assets of the CIO shall be distributed among the members of the CIO in proportion to their share of the assets of the CIO.

(a) Any resolution for the dissolution of the CIO without winding up, or for the dissolution of the CIO for the purpose of directing how any remaining assets of the CIO shall be distributed, shall be subject to the prior written approval of the Charity Commission.

(b) If the resolution does not provide for the distribution of the assets of the CIO, the charity trustees must decide how any remaining assets of the CIO shall be applied.

- (c) In either case the rules applied for charitable purposes the same as or similar to
- (3) The CIO must observe the Dissolution Regulations in applying to the Commission for the CIO Register of Charities, and in particular:
 - (a) the charity trustees must submit an application to the Commission:
 - (i) a copy of the constitution of the members of the CIO;
 - (ii) a declaration that any debts and other liabilities of the CIO have been provided for in full; and
 - (iii) a statement setting out the way in which any property of the CIO may be applied prior to its dissolution in accordance with the provisions of the application.
 - (b) the charity trustees must submit the application within seven days to every trustee of the CIO who is a member of the CIO.
- (4) If the CIO is to be wound up in any circumstances, the provisions of the Dissolution Regulations shall apply.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, or grandparent of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or any person falling within sub-clause (a) above;
- (c) a person carrying on business with the charity trustee or with any person falling within sub-clause (a) above;
- (d) an institution which is controlled by:
 - (i) the charity trustee or any person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons, one of whom is the charity trustee or any person falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which –
 - (i) the charity trustee or any person falling within sub-clauses (a) to (c) above is a director or officer; or

(ii) two or more persons have a substantial interest in the property of the charity

(e)(i) who, when taken together,

Section 118 of the Charities Act 2006 applies to the interpretation of the terms used in this constitution.

of interpreting the terms used

“**General Regulations**” means the General Regulations 2012.

Organisations (General)

“**Dissolution Regulations**” means the Dissolution Regulations 2012.

Insolvent Organisations (Insolvency and

The “**Communications Provisions**” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations 2012.

Communications Provisions in [Part 10,

“**Charity trustee**” means a charity trustee.

A “**poll**” means a counted vote or ballot.

(necessarily) in writing.

S

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General meetings of members

(4) Proxy voting

- (a) Any member of the CIO or any of that member's proxies may appoint another person as a proxy to exercise all or any of that member's powers to speak and vote at a general meeting of the CIO. Proxies must be given in writing (a "proxy notice") which:
 - (i) states the name of the member appointing the proxy;
 - (ii) identifies the general meeting to which that member's proxy and the person appointed is appointed;
 - (iii) is signed by the member appointing the proxy, or is authenticated in a manner that the CIO may determine; and
 - (iv) is delivered to the CIO with the constitution and any instructions or resolutions relating to the general meeting to which they relate.
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different requirements for different meetings.
- (c) Proxy notices may (but need not) specify how the proxy appointed under them is to vote (or abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice specifies otherwise, it must be treated as:
 - (i) allowing the proxy appointed to vote on any resolutions put to the meeting; and
 - (ii) appointing the proxy for the duration of the meeting as well as the meeting itself.
- (e) A member who is entitled to vote (either on a show of hands or on a poll) at a general meeting or any adjournment of a general meeting is entitled in respect of that meeting to the same rights as if a proxy notice has been delivered to the CIO by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy notice takes effect if it is delivered before the start of the meeting to which it relates.

- (h) If a proxy notice is not received by the member appointing the proxy, it must be accompanied by evidence that the person who signed it or authenticated it had authority to do so.

(5) **Postal Voting**

- (a) The CIO may, if the members agree, allow the members to vote by post or electronic means or by proxy trustees or to make a decision on any matter that is brought before a general meeting of the members.
- (b) The charity trustees must appoint two persons independent of the CIO to serve as scrutineers to check the validity of the postal/email ballot and the counting of votes.
- (c) If postal and/or email voting is used on a matter, the CIO must send to members of the CIO a notice of the matter before the deadline for receipt of votes cast in this way:
- (i) a notice by email or other electronic communication, including an explanation of the voting procedure to be followed by the member, and a form capable of being returned by email or post, containing details of the resolution being put to the vote, or of the candidates for election, as applicable;
 - (ii) a notice by post, including a written explanation of the purpose of the resolution, the voting procedure to be followed by the member, and a form containing details of the resolution being put to the vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require the ballot to be returned by post to be in an envelope with the member's signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [name of CIO]', at the CIO's postal address or other postal address as is specified in the voting procedure.
- (e) The voting procedure must require the member's name to be at the top of the envelope, and must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be sent to an email address used only for this purpose and must be accessible to the scrutineers.
- (g) The voting procedure must specify a closing date and time for receipt of votes, and must state whether votes received after the closing date or not complying with the voting procedure are valid and not be counted.
- (h) The scrutineers must prepare a separate list of members casting valid votes, and a separate list of members casting invalid votes. These lists must

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be provided to a charity trustee who is chairing the meeting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting. A member who has cast a valid postal or email vote must not vote at any part of the meeting. A member who has cast a valid postal or email vote must not vote at the meeting and counts

on overseeing admission to, and a member who has cast a valid postal or email vote must not be counted in the quorum for the meeting. A member who has already cast a valid vote. A member who has cast a valid postal or email vote is allowed to vote at the

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- (i) For postal votes, the scrutineers must cut off the internal envelopes (with the member's name and address) and retain any part of the envelope. In each case, a scrutineer must declare the reason for such declaration.

the internal envelopes (with the member's name and address) and retain any part of the envelope. In each case, a scrutineer must declare the reason for such declaration.

- (j) Votes cast by post or email must be received by the person chairing the meeting at which the votes were received by post and email.

by 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.

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- (k) The scrutineers must declare the result of the vote. Only valid votes received by post or email are included in the declaration of the result of the vote.

of the postal/email ballot until after the meeting, or by poll after the meeting, have been declared. The scrutineers declare the result of the vote. Only valid votes received by post or email are included in the declaration of the

- (l) Following the final declaration of the vote, 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

the vote, 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

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- (m) Any dispute about the result of the vote must initially be referred to a panel of two persons independent of the charity. The dispute must be resolved by the panel.

email ballot must be referred to a panel of two persons independent of the charity. The dispute must be resolved by the panel.

Use of electronic communication

(2) To the CIO

Any member or charity trustee of the charity may communicate electronically with the CIO to an address specified by the CIO for the purpose of the communication in a manner which is satisfactory to the CIO.

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(3) By the CIO

- (a) Any member or charity trustee of the charity may communicate electronically with the CIO to an address specified by the CIO for the purpose of the communication in a manner which is satisfactory to the CIO.

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- indicated to the CIO in the form provided to receive such communications in that form.
- (b) The charity trustees shall, in compliance with any legal requirements, by means of publication, ensure that the following information is made available to members and charity trustees:
- (i) provide the members and charity trustees with a copy of the minutes of general meetings of the charity trustees, referred to in clause 19(2) (Notice of meetings);
 - (ii) give charity trustees notice of general meetings in accordance with clause 15(1) (Calling of meetings);
 - (iii) submit any proposal for a written resolution to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 18(4) (Decisions taken by written resolution), 18(4) (Decisions taken by written resolution [the provisions for postal voting]).
- (c) The charity trustees shall ensure that the following information is made available to members and charity trustees:
- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of any such notice or proposal; and
 - (ii) send any such notice or proposal to members and charity trustees in hard copy form to any member or charity trustee who has indicated to receive communications in that form.