

**CONSTITUTION OF**

**ASSOCIATION OF CHILD PROTECTION PROFESSIONALS**

**Charities Act 2011**

**Charitable Incorporated Organisation**

Agreed by the applicants .....

Incorporated .....

Registered charity number .....

*Major terms used in this constitution are defined in clause 30*

Final Version for Registration – as approved by the Prospective Trustees – 27 May 2020

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Based on the Charity Commission Model for an Association CIO

# CONSTITUTION OF ASSOCIATION OF CHILD PROTECTION PROFESSIONALS

## 1. Name

The name of the Charitable Incorporated Organisation (“the CIO” or “the charity”) is ASSOCIATION OF CHILD PROTECTION PROFESSIONALS.

## 2. National Location of Principal Office

The principal office of the CIO shall be in England.

## 3. Objects

The objects of the CIO are:

- 3.1. To protect children and adults from suffering, or likelihood of suffering, significant harm, ill-treatment, impairment of health or impairment of development by the encouragement and promotion of any methods, services and facilities calculated to safeguard and promote their welfare.
- 3.2. To educate and inform the public at large and, in particular, but not exclusively, those persons professionally working in any relevant field in all aspects and effects of abuse and neglect on children and adults.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

## 4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include power:

- (1) to borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) to employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) to deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (6) to take on the assets and activities of the unincorporated charity Association of Child Protection Professionals (registered charity number 279119) (the “former charity”) and to assume any liabilities properly incurred by the charity trustees of the former charity in connection with its charitable purposes.

## **5. Application of income and property**

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
  - (a) a benefit from the CIO as a beneficiary of the CIO;
  - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

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

- (1) *General provisions*

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- (2) *Scope and powers permitting trustees' or connected persons' benefits*
  - (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the charity provided that a majority 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 services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
  - (c) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- (3) In sub-clause (2) of this clause:
  - (a) "the CIO" includes any company in which the CIO:

- (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 30 (Interpretation).

## **7. Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

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

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

## **9. Membership of the CIO**

### *(1) Initial members*

Upon the formation of the CIO, the initial members shall be all those persons and organisations recorded as members of the former charity (in all categories allowed under its constitution) at the date when the CIO is formed.

### *(2) Admission of new members*

#### *(a) Eligibility*

Membership of the CIO is open to:

- (i) any individual (aged 18 or over) that works or proposes to work in a paid or voluntary capacity in matters related to the objects of the CIO (including students and researchers); or
- (ii) any organisation (whether corporate or unincorporated) whose activities are concerned with matters related to the objects of the CIO and which nominates an individual to represent the organisation for the purposes of any decisions by members of the CIO

provided in all cases that the applicant has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (4) of this clause.

#### *(b) Admission procedure*

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

- (iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(3) *Transfer of membership*

Membership of the CIO cannot be transferred to anyone else (except in the case of an individual representing an organisation where membership may be transferred to a new representative. Such transfer of the representative does not take effect until the CIO has received written notification.)

(4) *Duty of members*

It is the duty of each member of the CIO to exercise his, her or its powers as a member of the CIO in the way he or she or it decides in good faith would be most likely to further the purposes of the CIO.

(5) *Termination of membership*

- (a) Membership of the CIO comes to an end if:
  - (i) the member dies, or, in the case of an organisation, the organisation ceases to exist; or
  - (ii) the member sends a notice of resignation to the CIO; or
  - (iii) any sum of money owed by the member to the CIO is not paid in full within 30 days of its falling due; or
  - (iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove an individual or organisation from membership of the CIO they must:
  - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
  - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
  - (iv) consider at that meeting any written representations which the member makes as to why the member should not be removed.

(6) *Membership fees*

The CIO may require members to pay reasonable membership fees to the CIO. The trustees may establish different categories of members with different level of subscriptions.

## 10. **Members' decisions**

(1) *General provisions*

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) *Taking ordinary decisions by vote*

Subject to sub-clause (3) of this clause, any decision of the members of the CIO may only be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including remote votes where allowed under clause 11(9)).

(3) *Decisions that must be taken in a particular way*

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## 11. General meetings of members

(1) *Types of general meeting*

- (a) There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held not later than 12 months after the CIO is formed, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must elect trustees as required under clause 13 and (except for the first AGM) must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.
- (b) Other general meetings of the members of the CIO may be held at any time.
- (c) All general meetings must be held in accordance with the following provisions.

(2) *Calling general meetings*

- (a) The charity trustees:
  - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, issue a notice calling a general meeting of the members of the CIO if:
  - (i) they receive a request to do so from at least 10% of the members of the CIO; and
  - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (2)(b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) *Notice of general meetings*

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 56 clear days notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
  - (i) state the time and date of the meeting;
  - (ii) give the address at which the meeting is to take place;
  - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
  - (v) include, with the notice for the AGM, details of vacancies for election to the board of trustees, the annual statement of accounts and trustees' annual report (for any AGM after the first), or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) *Chairing of general meetings*

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

(5) *Quorum at general meetings*

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be one third of the total membership or 20 members, whichever is the less.
  - (i) An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

- (ii) Where a decision to be taken at the meeting has been presented to members for consideration by a remote ballot in accordance with sub-clause (9) below, members voting remotely shall be counted as present for the purposes of the quorum in relation to the item concerned.
  - (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
  - (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least 14 clear days before the date on which it will resume.
  - (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
  - (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- (6) *Voting at general meetings*
- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
  - (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before the resolution is put to the vote) a written vote is requested. A written vote may be demanded by the chair or by at least 10% of the members present in person.
  - (c) Voting shall be limited to members present in person unless the trustees have authorised remote voting on a particular item in accordance with sub-clause (9) below.
  - (d) In the event of a written vote the chair shall determine the procedure to be followed and the appointment of scrutineers to count the votes (if required).
  - (e) In the event of an equality of votes, whether on a show of hands or on a written vote, the chair of the meeting shall have a second, or casting vote.
  - (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (7) *Representation of organisations*
- (a) An organisation that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.
  - (b) The representative is entitled to exercise the same powers on behalf of the organisation as could be exercised by an individual member of the CIO.
- (8) *Adjournment of meetings*
- The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.
- (9) *Remote Voting (Postal/Electronic)*
- (a) The CIO may, if the charity trustees so decide, allow the members to vote by post or by electronic means to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members. In this



clause, the terms “remote voting” and “remote ballot” include voting by postal or electronic means.

- (b) If remote voting is to be allowed on a matter, the CIO must state clearly in the initial notice of the meeting that any resolutions for consideration or nominations of trustees for election must be received at least 42 clear days before the meeting. The notice must also make clear whether or not members have the option to vote in person at the meeting if they do not wish to vote remotely.
- (c) The charity trustees may determine the voting method to be used on any decision where a remote vote is to be allowed. The trustees must appoint at least two persons (or an external organisation) to serve as scrutineers to supervise the conduct of the remote ballot and the counting of votes.
- (d) If remote voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 28 clear days before the meeting:
  - (i) a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communications), including an explanation of the purpose of the vote, the voting procedure to be followed, and an electronic voting form (or a link to such a form) containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
  - (ii) a notice by post to all other members, including a written explanation of the purpose of the vote and the voting procedure to be followed and a hard copy voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

Where the vote relates to the election of trustees, the notice to members must in all cases include such statements concerning nominees as accompanied the nominations received (subject to any length limitation specified by the trustees prior to the nomination process).

- (e) The voting procedure must require all forms returned by post to be authenticated with the member’s name and signature (and nothing else enclosed) and addressed to the CIO’s principal office or such other postal address as is specified in the voting procedure.
- (f) The voting procedure for votes cast electronically must require a means of authentication to ensure that each member can only vote once. This could require an email reply from the member’s personal email address, or a submission by the member on a voting website with a unique code, or such other method as the trustees may decide. Where voting is by means of an email reply, the votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted. The deadline for return of votes must be not earlier than 48 hours before the meeting and not later than the start of the meeting.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid remote vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid remote vote is allowed to vote at the meeting (if so allowed by the notice of the meeting) and in that case counts towards the quorum.
- (i) Remote votes must be counted by the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes

received by post or electronically and the number of votes received which were invalid.

- (j) The scrutineers must not disclose the result of the remote ballot until requested to do so by the person chairing the meeting, and, if votes are permitted at the meeting, only after members present at the meeting have cast their votes. At this point shall the scrutineers declare the result of the valid votes received (after allowing for transfers of votes where the STV system is used).
- (k) The scrutineers must retain the details of all remote votes cast, including original ballot papers where applicable, copies of emails, or electronic records of online voting until 30 days after the meeting. In each case, a scrutineer must record the evidence of the member's name or other authentication, that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (l) During the period of 30 days following the meeting the scrutineers shall respond to any reasonable queries from a charity trustee or member of the CIO requesting to inspect the voting papers and electronic votes, but without revealing the member's name associated with any particular vote.

## **12. Charity trustees**

### *(1) Functions and duties of charity trustees*

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

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

### *(2) Eligibility for trusteeship*

- (a) Every charity trustee must be a human (a trustee cannot be a corporate body).
- (b) No one may be appointed as a charity trustee:
  - (i) if he or she is under the age of 18 years; or
  - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### *(3) Number of charity trustees*

- (a) There must be at least 6 charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or to appoint a new charity trustee.
- (b) The maximum number of charity trustees is 12 of whom up to 9 may members of the CIO elected by the members at a general meeting as

described in clause 13(4) and the remainder appointed by a decision of the trustees as described in clause 13(5).

(4) *First charity trustees*

The first charity trustees of the CIO are the persons listed in the Schedule to this constitution.

**13. Appointment of charity trustees**

- (1) At every annual general meeting of the members of the CIO, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one elected charity trustee, he or she shall retire.
- (2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. In the case of a charity trustee who also served as a trustee of the former charity at the date the CIO was formed, the date of appointment shall commence from the date of last appointment as a trustee of the former charity.
- (3) The vacancies so arising may be filled by the decision of the members at the annual general meeting up to the maximum of 9 trustees elected or continuing in office. All elected trustees must be members of the CIO. Any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (4) of this clause.
- (4) The charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded. An appointed trustee does not have to be a member of the CIO.
- (5) A charity trustee appointed by the charity trustees shall serve for such period (not exceeding three years) as the charity trustees determine at the time of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

**14. Information for new charity trustees**

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

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

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

- (1) A charity trustee ceases to hold office if he or she:
  - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the charity trustees from more than one third of their meetings held in the course of a year and the trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months (as expressed in a written opinion given to the CIO from a registered medical practitioner treating the person);

- (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
  - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral or written representations to the members of the CIO.

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

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment, provided that no trustee shall serve for more than three continuous periods without a break of at least a year. Service as a trustee of the former charity shall be included in determining this requirement.

#### **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- (1) at a meeting of the charity trustees (which includes a meeting held by electronic means in accordance with clause 19(4)) or
- (2) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

#### **18. Delegation by charity trustees**

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -
  - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

#### **19. Meetings and proceedings of charity trustees**

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

- (2) *Chairing of meetings and other roles*
  - (a) The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.
  - (b) The charity trustees may also appoint individuals from their number to serve as vice-chair, secretary, treasurer and such other roles as they deem appropriate, and may at any time revoke such appointments.
- (3) *Procedure at meetings*
  - (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or one third of the total number of charity trustees, whichever is greater. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
  - (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
  - (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (4) *Participation in meetings by electronic means*
  - (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
  - (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
  - (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **21. Execution of documents**

- (1) The CIO shall execute documents by signature: it shall not have a seal.

- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **22. Use of electronic communications**

### *(1) General*

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

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

### *(2) To the CIO*

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

### *(3) By the CIO*

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
  - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
  - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
  - (iii) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10(3) (Members' written decisions) or 17(2) (Trustees' written decisions).
- (c) The charity trustees must:
  - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
  - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **23. Keeping of Registers**

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

## **24. Minutes**

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:

- (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate, the reasons for the decisions;
- (4) decisions made by the members or charity trustees otherwise than in meetings (for example, by means of written or electronic resolutions).

**25. Accounting records, accounts, annual reports and returns, register maintenance**

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

**26. Rules**

- (a) The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.
- (b) In particular, the rules may prescribe different classes of members, and may determine the requirements, obligations and subscription levels for each class of membership – provided that nothing in the rules shall alter the rights of members of the CIO in accordance with the constitution, in particular the right to vote at General Meetings (including the right to vote remotely where allowed) in accordance with clause 11.

**27. Disputes**

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

**28. Amendment of constitution**

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

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all members of the CIO; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the

date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## 29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
  - (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
  - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
  - (a) the charity trustees must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the CIO;
    - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
    - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
  - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 30. Interpretation

- (1) In this constitution:

“**charity trustee**” means a charity trustee of the CIO;

“**clear day**” does not include the day on which notice is given or the day of the meeting or other event;

“**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations;

“**connected person**” means:

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



- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
  - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

“**former charity**” has the meaning given by clause 4(6);

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

“**year**” means the period from one AGM to the next, even if that period is not exactly 12 months.

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

### **Schedule – First Trustees**

The first charity trustees of the CIO are:

Wendy Thorogood  
 Jane Appleton  
 Peter Sidebotham  
 Sam Warner  
 Steve Myers  
 Simon Snell  
 Mark Pearson  
 Richard Woodley  
 Ann Marie Christian.