

BOSCASTLE AND CRACKINGTON GIG CLUB CIO

CONSTITUTION

Version 3.0, February 2024

(Incorporating proposed amendments as specified in the resolution being discussed at the 2024 AGM)

1.0 NAME

The name of the Charitable Incorporated Organisation (“the CIO”) is Boscastle and Crackington Gig Club CIO

2.0 PRINCIPAL OFFICE

The principal office of the CIO is in England

3.0 OBJECTS

The objects of the CIO are:

For the public benefit, to promote community participation in healthy recreation within Boscastle and Crackington Haven and the surrounding areas by providing facilities to participate in the sport of Cornish Pilot Gig Rowing

For the purposes of this clause, ‘facilities’ means land, buildings, equipment, access to coaching and organising competitive and non-competitive sporting activities.

4.0 POWERS

The CIO has the 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 to:

a) 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

b) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use

- c) 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
- d) Raise funds and invite and receive contributions for the purpose of funding and furthering the Objects of the CIO
- e) Co-operate with other clubs, charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar objects and to exchange information and advice with them
- f) Establish or support any charitable Trusts, associations or institutions formed for any or all of the Objects
- g) 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 it is permitted to do so by Clause 6 of this document
- h) 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
- i) Form such Working Groups as may be required to assist with the operating of the CIO
- j) To do all such other lawful things as are necessary for the achievement of the Objects

5.0 APPLICATION OF INCOME AND PROPERTY

5.1 The income and the 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

5.2 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

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving

any benefit or payment which is authorised by Clause 6

5.4 The property and funds of the CIO cannot be used for the direct or indirect private

benefit of members other than as reasonably allowed by the Constitution or rules and

all surplus income or profits shall be reinvested in the CIO

5.5 The CIO may sell and supply food, drink, related sports clothing, equipment and memorabilia for the purposes of raising funds to further the Objects of the CIO

5.6 The CIO shall use income in order to properly insure and indemnify its assets

6.0 BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

6.1 General Provisions

No charity trustee or connected person may:

a) buy or receive 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 6.2 below or authorised by the Court or with prior written consent of the Charity Commission has been obtained

6.2 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 CIO 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 – 188 of the Charities Act 2011

c) Subject to sub-clause 6.3 of this Clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person

d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must not be more than the Bank of England base rate

e) 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

f) 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

6.3 Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-

clause 6.2(c) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”)
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
- c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO
- e) The supplier does not vote on any such matter and is not counted when calculating whether a quorum of charity trustees is present at the meeting
- f) The reason for their decision is recorded by the charity trustees in the minute book
- g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by Clause 6

6.4 In Sub-Clauses 6.2 and 6.3 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 those 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 the Interpretation section of this document

7.0 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

7.1 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 be declared; and

7.2 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

8.0 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

9.0 MEMBERSHIP OF THE CIO

9.1 Admission of new members

a) Eligibility

Membership of the CIO is open to anyone interested in furthering its Objects, and who, by applying for membership, has indicated his, her or their agreement to become a member and acceptance of the duty of members set out in Sub-Clause 9.3

A member may be an individual, a corporate body or an unincorporated organisation

b) Admission Procedure

The charity trustees:

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

ii) may refuse an application for membership on a non-discriminatory basis if they believe that it is in the best interests of the CIO for them to do so

iii) 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

iv) 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

9.2 Transfer of membership

Membership of the CIO cannot be transferred to anyone else

9.3 Duty of members

It is the duty of all members to exercise their powers in good faith to further the Objects of the CIO and to behave at all times in accordance with the Club Ethos

9.4 Termination of Membership

a) Membership of the CIO comes to an end if:

i) the member dies or in the case of an organisation, that organisation ceases to exist ii) the member sends a notice of resignation to the Trustees

iii) any sum of money owed by the member to the CIO is not paid within 6 months of falling due

iv) the charity trustees and executive committee decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect

b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

i) inform the member of the reasons why it is proposed to remove him/her/them/it from membership

ii) give the member at least 21 days clear notice in which to make representation to the charity trustees and Executive Committee why he/she/them/it should not be removed from membership

iii) at a duly constituted meeting of the charity trustees and executive committee, consider whether or not the member should be removed from membership, taking into account the representations that the member may choose to make

iv) give the opportunity for the member to make their representations in person to the charity trustees and executive committee, should they choose to do so

9.5 Membership Fees

The CIO will require members to pay reasonable membership fees to the CIO. These

can be paid annually or monthly, with the level subject to annual review

In the case of Lifetime Membership it is considered that the reasonable membership fee is paid upfront and no further membership fees are due

9.6 Informal or Associate (non-voting) membership

a) The charity trustees or executive committee may create associate or other classes of membership and may determine rights and obligations of any such members (including payments of membership fees) and the conditions for admission to, and termination of, membership of any such class

b) 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 Acts, General Regulations or

Dissolution Regulations

9.7 Members' Decisions

9.7.1 Except for those decisions which must be taken in a particular way as indicated in sub-clause 9.7.5 of this clause, decisions of the members of the CIO may be taken by means of a vote at a general meeting or by written resolution

9.7.2 Subject to sub-clause 9.7.5 of this clause, the primary method of membership resolutions within the CIO will be by a simple majority of votes cast at a general meeting (with appropriate provision given where required for absentee voting)

9.7.3 Subject to sub-clause 9.7.5 of this clause, it is possible to pass a written resolution without a vote at a general meeting. This will be done by means of a resolution being agreed in writing by a majority of members who would have been eligible to vote, should there have been a vote. The copy of the resolution must have been circulated in advance to all members eligible to vote, and a majority must be received within 28 days of the circulation date

9.7.4 A member's resolution must have the support of at least 10% of members in order for a proposal to be made to the charity trustees to hold a vote

9.7.5 a) Any decision to remove a trustee must be taken in accordance with clause 11.7

b) Any decision to amend this constitution must be taken in accordance with clause 18 of this constitution

c) Any decision to dissolve or wind up the CIO must be done in accordance with clause 19

10.0 MEETINGS

10.1 Types of General Meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO and subsequent AGMs must be held at intervals of not more than 15 months, excepting force majeure circumstances. The AGM must receive the annual statement of

accounts (duly audited or examined where applicable) and the trustees' annual report and must elect trustees as required under clause 11.

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:

10.2 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, call 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

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 (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 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 valid request of members, then the members who requested the meeting

may themselves arrange a general meeting

h) A general meeting arranged in accordance with the previous clause must be held within 3 months of the original request for the meeting

10.3 Notice for General Meetings

a) The charity trustees, or as the case may be, the relevant members of the CIO, must give at least 21 clear days' notice of any general meeting to all 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 the members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 10.3(a) 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 date and time 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 the general nature of any other business to be dealt with at the meeting

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 notice for the AGM, the annual statement of accounts and

trustees' annual report and details of persons standing for election or re-election as trustees

d) Any notice served by email to the email address provided to the CIO by the member is deemed to be valid service

e) The proceedings of a meeting shall not be invalidated because a member who

was entitled to receive notice did not receive it due to accidental omission by the CIO

10.4 Chairing of General Meetings

The person nominated as chair by the charity trustees under clause 11.10.2 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

10.5 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 at the start of the meeting

b) Subject to the following provisions, the quorum for general meetings shall be greater than 30% of members

c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the start 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 of the meeting, the meeting is to be adjourned to a later date, with at least 7 days' notice of this date to be given to members

e) If a quorum is not present within 15 minutes of the start of the adjourned meeting, those present will 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

10.6 Voting at general meetings

a) Any decision other than one falling within clause 10.4 shall be taken by a simple majority of votes cast at the meeting (to include absentee votes received by

email to info@boscastleigclub.org.uk at least 24 hours prior to the commencement of the meeting)

- b) Every member of a qualifying class of membership shall have one vote
- c) A resolution put to the vote of a meeting shall be decided on a show of hands, plus any absentee votes received beforehand as per clause 10.6a above

10.7 Representation of organisations and corporate members

An organisation or corporate body 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

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO

10.8 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 the adjourned meeting except business which could properly have been transacted at the original meeting

11.0 CHARITY TRUSTEES

11.1 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 the 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 objects of the CIO
- 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

11.2 Eligibility for trusteeship

a) Every charity trustee must be a natural person

b) No-one may be appointed as a charity trustee if he or she is under 16 years of age

c) No-one may be appointed as a charity trustee if he or she has ever been disqualified from acting as a trustee before under Sections 178-180 of the Charities Act 2011

d) 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 their acceptance of the office of charity trustee

e) At least one of the trustees of the CIO must be 18 years of age or over

11.3 Number of charity trustees

There must be at least five and no more than twelve charity trustees. If the number falls below

the minimum, the remaining trustee or trustees may act only to call a meeting of the charity

trustees or appoint a new trustee

11.4 Charity trustee roles

The charity trustee roles to be filled via election at Annual General Meeting are:

Chair

Treasurer

Secretary

Welfare Officer

Safety Officer

Assets Officer

Club Captain

Junior Programme Lead

Strategic trustee (x3)

The trustees can appoint one additional Trustee onto the Board to fulfil specific, defined roles, making the maximum number of Trustees 12. Any trustee co-opted onto the Board would have to stand to be elected onto the Board at the next AGM.

11.5 Appointment of charity trustees

a) At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office

b) 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 three or a multiple of three, then the number nearest to one-third shall retire from office

c) 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 last appointed or reappointed on the same day those to retire shall be determined by lots

d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled in accordance with sub clause 11.5(e)

e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in the place of a charity trustee who has retired or been removed or as an additional charity trustee, provided that the limit on numbers specified in sub clause 11.3 is not exceeded

f) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub clauses 11.5(b) and 11.5(c). A person so appointed by the charity trustees must retire at the next annual general meeting for re-election or otherwise by the members

11.6 Information for the new charity trustees

The charity trustees will make available to each new trustee prior to their appointment a copy of this Constitution or the most up to date version that supersedes it, a copy of the CIO's latest trustees' annual report and statement of accounts

11.7 Retirement and removal of charity trustees

A charity trustee ceases to hold office if he or she:

- a) Retires by notifying the CIO in writing – but if this retirement means the number of required trustees falls below the minimum, they are obliged to defer their retirement until a replacement can be found
- b) Is absent without permission of the charity trustees from all meetings for a period of 6 months and the trustees resolve that their office has been forfeited
- c) Dies
- d) In the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months
- e) Is disqualified from acting as a trustee by virtue of sections 178 – 180 of the Charities Act 2011 (or any subsequent relevant legislation)
- f) Is voted by members of the CIO to be removed from office at a general meeting of the members of the CIO, properly and validly called for that purpose, by a majority of at least 60% of members at that meeting, subject to the usual rules of quorum.

A resolution to remove a charity trustee in accordance with this clause must include the giving of at least 14 days written notice to the trustee in question,

specifying the reasons for removal and giving a reasonable opportunity for making representations in their defence to the membership of the CIO

11.8 Taking of decisions by the charity trustees

Any decision may be taken either at a meeting of trustees or by resolution in writing agreed by a majority of all trustees

11.9 Delegation by charity trustees

a) The charity trustees may delegate any of their powers or functions to a committee or committees and set out the terms on which the delegation is made.

b) This delegation may be revoked at any time

c) This power is an 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:

i) a committee may consist of two or more persons, with at least one member being a charity trustee

ii) the members of a committee to which the charity trustees delegate their power must be

reported to the members of the CIO in a timely manner once the committee is formed

iii) members of further sub-committees delegated from a committee do not have to contain a

charity trustee

iv) the acts and proceedings of any committee must be reported to the charity trustees as a

whole as soon as is practically possible

v) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers

11.10 Meetings and proceedings of charity trustees

11.10.1 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

11.10.2 Chairing of Meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting

11.10.3 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
- b) A charity trustee cannot count towards the quorum present when voting on any decision on which they are not eligible to vote
- c) Questions arising at a meeting shall be decided by a majority of those eligible to vote
- d) In the case of an equality of votes, the chair shall have a casting vote

11.10.4 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, procedures, voting and minutes taking

11.11 Saving Provisions

a) Subject to sub-clause 11.11(b) 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:

i) Who was disqualified from office

ii) Who had previously retired or who had been obliged by the constitution to vacate office

iii) 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

b) Sub-clause 11.11(a) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause 11.11(a) the resolution would have been void, or if the charity trustee has not complied with clause 7.0 Conflicts of Interest

11.12 Execution of documents

a) The CIO shall execute documents either by signature or by affixing

its seal

b) A document is validly executed by signature if it is signed by at least

two of the charity trustees

12.0 USE OF ELECTRONIC COMMUNICATIONS

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

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

13.0 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

14.0 MINUTES

The charity trustees must keep minutes of all:

- a) appointments of officers made by the charity trustees
- b) proceedings at general meetings of the CIO
- c) meetings of the charity trustees and committees of charity trustees including names of those present, decisions taken at the meeting and where appropriate, reasons

behind those decisions (redacting is permitted for sensitivity)

- d) decisions made by charity trustees otherwise than in meetings
- e) meetings of an executive committee to whom the charity trustees delegate their powers

The minutes of meetings of charity trustees and executive committee must be made available to members upon request, and should be distributed to members within 21 days of any such meeting

15.0 RECORD KEEPING AND REQUIREMENTS

15.1 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 statement 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

15.2 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

16.0 RULES

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

17.0 DISPUTES

If any dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved

by agreement, the parties to the dispute must first try again in good faith to settle the dispute by mediation and then by arbitration before litigation

18.0 AMENDMENT OF CONSTITUTION

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

a) This constitution can only be amended:

- i) By resolution agreed in writing by all members of the CIO; or
- ii) By resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO

b) Any alteration of clause 3.0 Objects or clause 19.0 Voluntary Winding Up or Dissolution, this clause, or 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

c) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid

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

19.0 VOLUNTARY WINDING UP OR DISSOLUTION

19.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision made by the 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 10.0 Meetings, of which not less than 21 days' notice has been given to those eligible to attend and

vote b) By a resolution passed by a 75% majority of those voting in a meeting with a valid quorum present

c) By a resolution agreed in writing by all members of the CIO

19.2 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 shall 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

19.3 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 or other liabilities of the CIO have been settled or otherwise provided for in full; and

iii) A statement from 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

19.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed

20.0 INTERPRETATION

In this constitution:

“connected person” means:

a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee, or a person within the family arrangement who is treated as such by 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-clauses (a) and (b) above

d) an institution which is controlled by a charity trustee or any connected person falling within sub-clauses (a) (b) or (c) above

e) an institution which is controlled by two or more people who fall within sub-clauses (a) (b) (c) or (d) above

f) a body corporate in which the charity trustee or any connected person who falls within sub-clauses (a) (b) or (c) above has a substantial interest

g) a body corporate in which two or more people who fall within sub-clauses (a) (b) or (c) when taken together have a substantial interest

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

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

“Communications Provisions” means the Communications Provisions in Part 9, Chapter 4 of the General Regulations

“Charity Trustee” means a charity trustee of the CIO

“Poll” means a counted vote or ballot, usually but not necessarily in writing