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Notes

This draft assumes that the charity is operating only in England & Wales

operating only in England &

There is no need to include the restrictions in Clause 4(1) to (5), but it may be desirable to include restrictions on its powers, legal status and those restrictions.

set out in square brackets in the constitution. The charity proposes to insert the following text about whether it may include

Clause 9(1)(a): it is permitted to have a maximum number of members.

member and/or to limit the number of members below

Clause 11(5)(b): There is no legal requirement for a minimum number of members of a CIO, and there may be a maximum number. This may be because he is the founder who sets up the charity. In that case, the constitution will need to provide for one member

to be any minimum number of members. (If only one, that may be the founder who has complete control over the charity.) In that case, it is consistent with there only being one member

Clause 21(1) assumes that the charity is a Charitable Incorporated Organisation (CIO)

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Charitable Incorporated Organisation (CIO) marked by Simply Docs

Constitution, amended as follows

Date of constitution: []

1. Name

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

the CIO") is <<full name of charity>>

2. National location of principal office

The CIO must have a principal office in England, Wales or Scotland. The principal office of the CIO is

s

3. Objects

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

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

Nothing in this constitution shall be construed as authorising the CIO to dispose of the property of the CIO for purposes which are not charitable

of the property of the CIO for purposes which are not charitable

4. Powers

The CIO has power to do anything which is necessary, conducive or incidental to doing anything which is necessary to further its object[s] or is

further its object[s] or is necessary to do so

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[In particular, the CIO's powers i

(1) borrow money and to cha
the repayment of the mo
sections 124 and 125 of

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

(2) buy, take on lease or in e
maintain and equip it for

se acquire any property and to

(3) sell, lease or otherwise d
CIO. In exercising this po
117 and 119-123 of the C

of the property belonging to the
ly as appropriate with sections

(4) employ and remunerate
the CIO. The CIO may e
that it is permitted to do s
trustees and connected p
those clauses;

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

(5) deposit or invest funds, e
investments or other pro
the same manner and su
are permitted to do by th

id-manager, and arrange for the
d in the name of a nominee, in
ons as the trustees of a trust

5. Application of income a

(1) The income and property
promotion of the objects.

ied solely towards the

(a) A charity trustee
or may pay out of
by him or her whe

ed from the property of the CIO
le expenses properly incurred
CIO.

(b) A charity trustee
purchased at the
conditions in, sec

indemnity insurance cover
ance with, and subject to the
Act 2011.

(2) None of the income or pr
indirectly by way of divid
of the CIO. This does no
receiving:

be paid or transferred directly or
by way of profit to any member
is not also a charity trustee

(a) benefit from the C

the CIO;

(b) reasonable and p
to the CIO.

ny goods or services supplied

(3) Nothing in this clause sh
receiving any benefit or p

ee or connected person
sed by Clause 6.

6. Benefits and payments

connected persons

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(1) General provisions

- (a) Subject to (c) of this clause, no charity trustee or connected person may receive a benefit from the CIO;
- (b) Without limitation, no charity trustee or connected person may:
 - (i) buy or receive any benefit from the CIO on terms more favourable than those available to members of the public;
 - (ii) sell goods or services to the CIO or any land to the CIO;
 - (iii) be employed by the CIO or receive any remuneration from, the CIO;
 - (iv) receive any benefit from the CIO; and
- (c) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of a trust or as a beneficiary of a will if a majority of the trustees do not benefit as a beneficiary of the trust or will [provided that it is available generally to the beneficiaries]

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

(2) In sub-clause (1) of this clause

- (a) "the CIO" includes:
 - (i) any person who holds more than 10% of the shares; or
 - (ii) any person who controls more than 10% of the shares; or
 - (iii) any person who has the right to appoint or remove directors to the board of the company;
- (b) "connected person" means a person within the definition set out in clause 30.

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7. Conflicts of interest and
A charity trustee must:

- (1) declare the nature and extent of any interest which he or she has in a proposed transaction or arrangement entered into by the CIO and which has not previously been declared; and
- (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 his or her duty to act solely in the interests of the CIO and his or her own financial interest (including but not limited to any financial interest).

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Any charity trustee absenting him- or herself from a meeting called in accordance with this clause must not vote or be counted in the majority of the charity trustees on the matter.

discussions in accordance with the provisions of clause 10 and paragraph 1 of the Memorandum of Association in any decision of the charity trustees.

8. Liability of members to the CIO
If the CIO is wound up, the members shall be liable to contribute to its assets and no personal responsibility shall be imposed on any member.

8. Liability of members to the CIO if it is wound up
If the CIO is wound up, the members shall be liable to contribute to its assets and liabilities.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to any person who is interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its interest in the discharge of the duty of members set out in sub-clause (3) of this clause. The number of members at any one time shall be limited to < >

interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its interest in the discharge of the duty of members set out in sub-clause (3) of this clause. The number of members at any one time shall be limited to < >

Only an individual may be admitted as a member (other than as a representative body or other organization).

representative body or other organization).

(b) Admission procedure
The charity trustees:

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

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

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

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

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

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

(iv) shall give fair consideration to any appeal, and shall inform the applicant of their decision in writing to confirm refusal of the application for membership.

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

(2) Transfer of membership
Membership of the CIO cannot be transferred.

Membership of the CIO cannot be transferred.

(3) Duty of members

It is the duty of each member of the CIO in the way he or she discharges his or her powers as a member of the CIO to be most likely to further the purposes of the CIO.

It is the duty of each member of the CIO in the way he or she discharges his or her powers as a member of the CIO to be most likely to further the purposes of the CIO.

(4) Termination of membership

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- (a) Membership of the CIO shall be:
 - (i) the member has not been nominated to the charity trustees;
 - (ii) the member has not been nominated to the charity trustees; or
 - (iii) any sum due from the member to the CIO is not paid in full within the period specified in the CIO's constitution; or
 - (iv) the charity trustees are satisfied that it is in the best interests of the CIO that the member should be removed from membership and to that effect.

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- (b) Before the charity trustees resolve to remove someone from membership of the CIO, they must:
 - (i) inform the member in writing why it is proposed to remove him, her or it;
 - (ii) give the member 14 days' notice in which to make representations as to why he, she or it should not be removed from membership;
 - (iii) at a duly convened meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (iv) consider and take account of any representations which the member makes as to why he, she or it should not be removed; and
 - (v) allow the member's representative to make those representations at the meeting, if the member so chooses.

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(5) Membership fees

The CIO may require members to pay membership fees to the CIO.

10. Members' decisions

(1) General provisions

Except for those decisions that may be taken in accordance with clause (3) of this clause, decisions of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions

Subject to sub-clause (3) of this clause, ordinary decisions of the CIO may be taken by means of a resolution adopted by a simple majority of votes cast by the members of the CIO.

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- (3) Decisions that must be taken in a particular way**
- (a) Any decision to ... must be taken in accordance with clause 28 of this ... (of Constitution).
- (b) Any decision to w ... O must be taken in accordance with clause 29 of ... (any winding up or dissolution). Any decision to a ... the undertaking of the CIO to one or more other CIO ... rdance with the provisions of the Charities Act

11. General meetings of members

(1) Types of general meetings

- (a) There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 6 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must consider the annual statement of accounts (duly audited or examined) and the trustees' annual report, and must ... under clause 13.
- (b) Other general meetings 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 must call a general meeting of the members of the CIO in accordance with the provisions of this clause, and identify it as such in the minutes.
 - (i) must call a general meeting of the members of the CIO in accordance with the provisions of this clause, and identify it as such in the minutes.
 - (ii) may call a general meeting of the members at any time.
- (b) The charity trustees may call a general meeting of the members of the CIO if they receive a written request from at least 10% of the members of the CIO.
 - (i) they receive a written request from at least 10% of the members of the CIO.
 - (ii) the request specifies the nature of the business to be dealt with at the meeting and is signed by the member(s) making the request.
- (c) If, at the time of a general meeting of the members of the CIO, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-

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clause (b)(i) of the
10%.

as if 5% were substituted for

(d) Any such request
properly be proposed

of a resolution that may
be proposed, at the meeting.

(e) A resolution may
defamatory, frivolous

if it is lawful, and is not

(f) Any general meeting
members of the CIO
it is called.

trustees at the request of the
8 days from the date on which

(g) If the charity trustee
meeting at the request
the meeting may

is obligation to call a general
on the members who requested
meeting.

(h) A general meeting
months after the

be held not more than 3
first requested the meeting.

(i) The CIO must reimburse
members calling
trustees to duly carry out
indemnified by the

expenses incurred by the
reason of the failure of the charity
CIO shall be entitled to be
responsible for such failure.

(3) Notice of general meeting

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(a) The charity trustee
CIO, must give at least
of the members, and
member.

be, the relevant members of the
CIO, must give notice of any general meeting to all
of the CIO who is not a

(b) If it is agreed by resolution
resolution may be
requirements of sub-clause
sub-clause does not
required by another
or by the General

members of the CIO, any
at the meeting even though the
clause have not been met. This
period of notice is strictly
by the Charities Act 2011

(c) The notice of any

(i) state the time

ing:

(ii) give the address

ing is to take place;

(iii) give particulars
meeting, and
dealt with

which is to be moved at the
of any other business to be

(iv) if a proposal
at the meeting

n of the CIO is to be considered
the proposed alteration; and

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(v) include, with accounts for election clause_22 information

M, the annual statement of port, details of persons standing e, or where allowed under (unication), details of where the IO's website.

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(d) Proof that an env prepaid and poste addressed and se given. Notice sha sent.

was properly addressed, orm of notice was properly vidence that the notice was 48 hours after it was posted or

(e) The proceedings who was entitled because of accid

invalidated because a member meeting did not receive it D.

(4) Chairing of general me

The person nominated as chair meetings), shall, if present at the the meeting. Subject to that, the meeting shall elect a chairman t

nder clause 19(2) (Chairing of lling to act, preside as chair of o are present at a general

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(5) Quorum at general mee

(a) No business may of the CIO unless

eneral meeting of the members en the meeting starts.

(b) Subject to the fol be the greater of

orum for general meetings shall members.

(c) If the meeting has quorum is not pre the notice of the r

request of the members and a f the starting time specified in losed.

(d) If the meeting has present within 15 meeting, the chai which the meeting be notified to the date on which it v

r way and a quorum is not me specified in the notice of the ng. The date, time and place at be announced by the chair or seven clear days before the

(e) If a quorum is not adjourned meetin constitute a quoru

es of the start time of the ers present at the meeting

(f) If at any time dur meeting may disc but may not make made by a meetin

n ceases to be present, the commendations to the trustees ons are required which must be meeting must be adjourned.

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(6) Voting at general meetings

- (a) Any decision other than a resolution under clause 10(3) must be taken in accordance with the number of votes cast at the meeting.
- (b) A resolution put to the vote shall be decided on a show of hands.
- (c) In the event of an equality of votes, the chair of the meeting shall have a casting vote.
- (d) Any objection to the validity of a resolution passed at a meeting at which a vote is taken shall be raised at the meeting at which the resolution is passed and shall be decided by the chair of the meeting.

clause 10(3) (Decisions that shall be taken by a simple majority of members shall have one vote.

shall be decided on a show of hands.

chair of the meeting shall have a casting vote.

objection must be raised at the meeting at which the resolution is passed and shall be decided by the chair of the meeting.

(7) Adjournment of meetings

The chair may, with the consent of the meeting (so directed by the meeting) adjourn the meeting from time to time and from place to place, and any business may be transacted at any such adjourned meeting which might properly have been transacted at the meeting from which the adjournment took place.

quorum is present, (and shall if necessary be adjourned from time and/or place. No business shall be transacted at any such adjourned meeting except business which could have been transacted at the meeting from which the adjournment took place.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall exercise all the powers of the charity in accordance with the provisions of this constitution.

of the charity, and shall exercise those powers in accordance with the provisions of this constitution. Each charity trustee shall exercise his or her powers in accordance with the provisions of this constitution.

- (a) to exercise his or her powers as a trustee of the charity in accordance with the provisions of this constitution; and
- (b) to exercise, in the discharge of his or her duties, such care and skill as might reasonably be expected of a person exercising those duties:
 - (i) any special responsibilities which he or she has assumed himself or herself;
 - (ii) if he or she is acting in the course of a business, the special responsibilities which it is reasonable to expect of a person acting in the course of that kind of business.

from his or her functions as a trustee of the charity in accordance with the provisions of this constitution; and he or she shall exercise those powers in accordance with the provisions of this constitution; and he or she shall exercise those powers in accordance with the provisions of this constitution.

functions, such care and skill as might reasonably be expected of a person exercising those duties: regard in particular to:

any special responsibilities which he or she has assumed himself or herself;

if he or she is acting in the course of a business, the special responsibilities which it is reasonable to expect of a person acting in the course of that kind of business.

(2) Eligibility for trusteeship

- (a) Every charity trustee shall be a natural person.
- (b) No one may be appointed a charity trustee:
 - if he or she is a minor;

person.

trustee:

minor; or

- if he or she was appointed under the provisions of

(c) No one is entitled on any re-appointment whatever way the office of charity trustee

(d) [At least one of the trustees there is no trustee trustees may act new charity trustee age or over].

(3) Number of charity trustees

(a) There must be at least this minimum, the meeting of the charity

(b) The maximum number not appoint any charity would exceed the

(4) First charity trustee

The first charity trustee of the CIO

<<full name and title of each trustee

13. Appointment of charity trustees

(1) At every annual general meeting the charity trustee trustees is not three one-third shall retire or she shall retire

(2) The charity trustee longest in office shall retire shall (unless determined by lot

(3) The vacancies shall the annual general meeting may be filled

(4) The members or new charity trustee or been removed

to hold office under the

whether on appointment or expressly acknowledged, in his or her acceptance of the

must be 18 years of age or over. If the remaining trustee or the charity trustees, or appoint a trustee of the CIO must be 18 years of

trustees. If the number falls below this minimum, the trustees may act only to call a meeting to appoint a new charity trustee.

shall be [12]. The charity trustees may not appoint more than the number of charity trustees

members of the CIO, one-third of the charity trustee shall retire. If the number of charity trustee is not three then the number nearest to three shall retire. If there is only one charity trustee, he

shall be those who have been longest in office at the time of retirement or reappointment. If any vacancies are to be filled on the same day those to be appointed shall be determined among themselves) be

the decision of the members at the annual general meeting shall be final. If any vacancies are not filled at the annual general meeting they shall be filled in accordance with clause (4) of this clause;

at any time decide to appoint a charity trustee who has retired or been removed under clause 15 (Retirement and removal)

of charity trustees
limit specified in c
as a result be exc

arity trustee, provided that the
er of charity trustees would not

- (5) A person so appo
accordance with t
person so appoin
of the next annua
appointment, and
which of the char

the CIO shall retire in
uses (1) and (2) of this clause. A
s shall retire at the conclusion
he date of his or her
the purpose of determining
rotation at that meeting.

14. Information for new ch

The charity trustees will make a
her first appointment:

arity trustee, on or before his or

- (a) a copy of this con
- (b) a copy of the CIO
accounts.

ments made to it; and

report and statement of

15. Retirement and remova

(1) A charity trustee ceases

:

- (a) retires by notifyin
will remain in offic
quorum for meeti
- (b) is absent without
meetings held wit
his or her office b
- (c) dies;
- (d) in the written opin
practitioner treatin
incapable of actin
three months;
- (e) is removed by the
this clause; or
- (f) is disqualified from
180 of the Chariti
modification of th

only if enough charity trustees
ignation takes effect to form a

arity trustees from all their
s and the trustees resolve that

a registered medical
me physically or mentally
d may remain so for more than

rdance with sub-clause (2) of

tee by virtue of sections 178-
tory re-enactment or

(2) A charity trustee shall be
is proposed at a meeting
clear days' notice and at
meeting are in favour of
vote on that decision or b

decision to remove that trustee
that purpose on at least 14
ity of the votes cast at the
at trustee shall not be entitled to
present .

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(3) A decision to remove a charity trustee shall not take effect unless the individual has been given at least 21 clear days' notice in writing of the proposed removal, specifying the circumstances of the proposed removal, and has been given a reasonable opportunity to make oral and/or written representations to the other charity trustees.

...nce with this clause shall not
...een given at least 21 clear days'
...her as a charity trustee,
...noval from office, and has been
...d/or written representations to

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

...by giving notice to the CIO is
...ved for [three] consecutive
...erm but may be reappointed

17. Taking of decisions by charity trustees
Any decision may be taken either

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

...by all of the charity trustees,
...several documents containing
...hich one or more charity

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18. Delegation by charity trustees

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

...wers or functions to a
...ust determine the terms and
...charity trustees may at any time
...legation.

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

...n in the General Regulations
...e charity trustees, but is subject

- (a) a committee may not be formed unless at least one member of each committee is a charity trustee;
- (b) the acts and proceedings of the committee must be brought to the attention of the charity trustees as soon as is reasonably practicable; and
- (c) the charity trustees must periodically review the arrangements which they have made for delegating their powers.

...ersons, but at least one
...rity trustee;

...e must be brought to the
...e as soon as is reasonably

...review the arrangements which
...powers.

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19. Meetings and proceedings

(1) Calling meetings

(a) Any charity trustee may call a meeting of the charity trustees.

...he charity trustees.

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- (b) Subject to that, the meetings may be called, and when

decide how their meetings are to

(2) Chairing of meetings

The charity trustees may appoint any time revoke such appointments if the person appointed is unwilling to preside at a meeting, the charity trustees presiding at that meeting.

chair their meetings and may at any time be appointed, or if the person appointed is unwilling to preside at a meeting, the charity trustees presiding at that meeting.

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(3) Procedure at meetings

- (a) No decision shall be made at a meeting unless a quorum is present at the time when the decision is made. The quorum shall be the number nearest to the number of charity trustees, whichever is greater, as the charity trustees may decide from time to time. A charity trustee who is not present at a meeting shall not be counted in the quorum present at that meeting.

unless a quorum is present at the time when the decision is made. The quorum shall be the number nearest to the number of charity trustees, whichever is greater, as the charity trustees may decide from time to time. A charity trustee who is not present at a meeting shall not be counted in the quorum present at that meeting.

- (b) Questions arising at a meeting shall be decided by a majority of those charity trustees eligible to vote.

decided by a majority of those charity trustees eligible to vote.

- [(c) In the case of an equality of votes, the chair shall have a second or casting vote.]

chair shall have a second or casting vote.]

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(4) Participation in meetings

Electronic means

- (a) A meeting may be held by electronic means if the charity trustees in attendance agree to do so. Other participants may communicate with the charity trustees in attendance at the meeting.

Electronic means means agreed by the charity trustees in attendance. Other participants may communicate with the charity trustees in attendance at the meeting.

- (b) Any charity trustee participating in a meeting by suitable electronic means agreed by the charity trustees in attendance may communicate with the charity trustees in attendance at the meeting.

Any charity trustee participating in a meeting by suitable electronic means agreed by the charity trustees in attendance may communicate with the charity trustees in attendance at the meeting.

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- (c) Meetings held by electronic means, including chairing of meetings, shall comply with rules for meetings, including chairing of meetings.

Meetings held by electronic means, including chairing of meetings, shall comply with rules for meetings, including chairing of meetings.

20. Saving provisions

- (1) Subject to sub-clause (2), any decision of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding that at the time of the decision:

any decision of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding that at the time of the decision:

- who was disqualified from being a charity trustee;
- who had previously been obliged by the constitution to resign as a charity trustee.

who was disqualified from being a charity trustee; who had previously been obliged by the constitution to resign as a charity trustee.

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- who was not a charity trustee at the time of the conflict of interest, whether by reason of a

if, without the vote of that charity trustee being counted in the quorum, a resolution had been made by a majority of the charity trustees at that meeting.

- (2) Sub-clause (1) of this clause shall not apply to any resolution that is made for the benefit that may be derived from the charity trustees of the charity if, but for clause (1), the charity trustee has not complied with clause (1).

mit a charity trustee to keep any document for a period of 6 years after the date of the resolution of the charity trustees if, but for clause (1), the charity trustee has not complied with clause (1).

21. Execution of documents

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

signed by at least two of the charity trustees.

22. Use of electronic communications

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

the provisions of the Communications Provisions in the General Regulations.

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

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

to the Commission in a particular form or manner.

23. Keeping of Registers

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

General Regulations in relation to the keeping of, and provision of, the registers of members and charity trustees.

24. Minutes

The charity trustees must keep minutes of the following:

- (1) appointments of officers and charity trustees;
- (2) proceedings at general meetings;
- (3) meetings of the charity trustees including:
 - the names of the trustees present;
 - the decisions made at the meeting;
 - where appropriate the names of the charity trustees who have abstained from voting;

meetings;

of charity trustees including:

names;

names;

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(4) decisions made by the cl

than in meetings.

25. Accounting records, and maintenance

and returns, register

(1) The charity trustees must with regard to the keeping of statements of account. The statements of account Commission, regardless financial year end.

ments of the Charities Act 2011 to the preparation and scrutiny of annual reports and returns. must be sent to the Charity , within 10 months of the

(2) The charity trustees must within 28 days of any cha Register of Charities.

tion to inform the Commission the CIO entered on the Central

26. Rules

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

reasonable and proper rules or bye laws for the proper conduct and management of the CIO. Bye laws must not be inconsistent with any bye laws currently in force must

27. Disputes

If a dispute arises between members of the CIO about anything done by the members of the CIO, the dispute must be resolved by agreement, the parties must first try in good faith to settle the dispute by mediation before resorting to arbitration.

the validity or propriety of anything done by the members of the CIO and the dispute cannot be referred to arbitration. The parties must first try in good faith to settle the

28. Amendment of constitution

As provided by clauses 224-227

1:

(1) This constitution may be amended by:

(a) by resolution of all members of the CIO; or

all members of the CIO; or

(b) by a resolution of a majority of votes cast at a general meeting of the CIO.

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

(2) Any alteration of the constitution (including its dissolution), this clause provides authorisation for the alteration to be made by the members of the CIO, and with their written consent of a majority of votes cast at a general meeting of the CIO.

section 29 (Voluntary winding up or dissolution) where the alteration would be made by the members of the CIO, and with their written consent of a majority of votes cast at a general meeting of the CIO.

(3) No amendment to the constitution made after the commencement of the Charities Act 2011 or the General Regulations 2011 is valid unless it is made in accordance with the provisions of the Charities Act 2011 or the General Regulations 2011.

the provisions of the Charities Act 2011 or the General Regulations 2011 are valid.

(4) A copy of any resolution passed in accordance with clause 28(1) for the amendment of the CIO's constitution must be sent to the Commission.

constitution, together with a copy of the resolution, must be sent to the Commission.

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- (b) the charity trustee within seven days of the charity trustee of

copy of the application is sent to any employee of the CIO, and to any other person named in the application.

- (4) If the CIO is to be wound up, the provisions of the Dissolution Regulations shall be followed.

other circumstances, the provisions of the Dissolution Regulations shall be followed.

30. Interpretation

In this constitution:

“connected person” means:

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

brother or sister of the charity trustee;

trustee or of any person falling within sub- clause (a);

relationship with the charity trustee or any person falling within sub- clause (a) or (b) above;

connected person falling within sub- clause (a) to (d);

persons falling within sub- clause (d)(i), when taken together;

sub- clause (e)(i) who, when taken together, have a substantial interest; or

sub- clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2006 shall apply to the purposes of interpreting the terms used in this constitution.

purposes of interpreting the terms used in this constitution.

“General Regulations” means the General Regulations 2012.

Regulations 2012.

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

Regulations 2012.

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

Communications Provisions in [Part 10, Chapter 4] of the General Regulations 2012.

“charity trustee” means a charity trustee.