

**Charitable Incorporated Organisation**  
**members are the CIO's charity trustees**

el (where the only voting

Date of constitution: [

**1. Name**

The name of the Charitable Incorporated  
**charity>>**

CIO") is <<full name of

**2. National location of principal office**

The CIO must have a principal office  
[England][Wales]

The principal office of the CIO is in

**3. Objects**

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

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

[  
Nothing in this constitution shall authorise the CIO to do anything which is not charitable in the United Kingdom or in Scotland or in Northern Ireland or to do anything which is prohibited by section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and

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

**4. Powers**

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

whether its object[s] or is conducive or

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

of its property as security for the purposes of section 124 and 125 of the Charities Act 2006 or as a mortgage land;

(2) buy, take on lease or in exchange, or otherwise acquire, and maintain and equip it for use in connection with the objects of the CIO;

acquire any property and to

(3) sell, lease or otherwise dispose of any property of the CIO. In exercising this power, the CIO may do anything which is permitted by sections 119-123 of the Charities Act 2006;

the property belonging to the CIO. In exercising this power, the CIO may do anything which is permitted by sections 117 and 118 of the Charities Act 2006;

(4) employ and remunerate such persons as may be necessary for the CIO. The CIO may employ or remunerate any person (including persons connected with the CIO) who is permitted to do so by clause 11 (including persons connected with the CIO) and provided that the remuneration is not excessive;

for carrying out the work of the CIO. The CIO may employ or remunerate any person (including persons connected with the CIO) who is permitted to do so by clause 11 (including persons connected with the CIO) and provided that the remuneration is not excessive;

(5) deposit or invest funds, employ or invest in any investments or other property in the same manner and subject to the same conditions as are permitted to do by the Trustee Act 2006;

manager and arrange for the investment of the funds in the name of a nominee, in the same manner and subject to the same conditions as are permitted to do by the Trustee Act 2006;

**5. Application of income and property**

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

and solely towards the promotion of the objects.

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(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property the expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may be indemnified in respect of any liability incurred by him or her in connection with the CIO's activities, subject to the conditions in section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO shall be paid or transferred directly or indirectly by way of dividend or otherwise to any member of the CIO.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is permitted by this clause.

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

**(1) General provisions**

No charity trustee or connected person shall:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to other persons;
- (b) sell goods, services or other property to the CIO;
- (c) be employed by, or receive any other financial benefit from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by the court or the Charity Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which has a monetary value.

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

- (a) a charity trustee or connected person shall not receive a benefit from the CIO as a result of his or her office, unless the majority of the trustees do not benefit in this way;
- (b) a charity trustee or connected person shall not enter into a contract for the supply of goods, services, or of goods or services, or of goods or services, to the CIO, unless the conditions in, section 189 of the Charities Act 2011, are satisfied in accordance with, and subject to, that Act;
- (c) subject to sub-clause (b), a charity trustee or connected person may provide the CIO with goods or services provided to the CIO by a charity trustee or connected person supplied in connection with the CIO's activities.

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(d) a charity trustee or connected person must not receive interest on money lent to the CIO at a reasonable rate (which must be not more than the Bank of England bank rate (as published from time to time)).

(e) a charity trustee or connected person must not receive rent for premises let by the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee or connected person must discuss at which such a proposal or the terms of the lease are to be discussed.

(f) a charity trustee or connected person must not take part in the normal trading and business activities of the CIO on terms as members of the public.

**(3) Payment for supply of goods**  
The CIO and its charity trustees may supply goods to a person (2)(c) of this clause if each of the following conditions is satisfied:

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(a) the amount or maximum value of the payment for the goods is set out in a written agreement between the CIO and the person supplying the goods;

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

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(c) the other charity trustees of the CIO are satisfied that it is in the best interests of the CIO for the goods to be supplied to someone who is not a charity trustee or connected person; and that decision the charity trustees must balance the advantages to the CIO of the person against the disadvantages to the CIO of the person.

(d) the supplier is absent from a meeting of the charity trustees at which there is discussion of the proposal to enter into the agreement with him or her or it with regard to the supply of the goods;

(e) the supplier does not attend the meeting and is not to be counted when calculating whether a majority of the charity trustees is present at the meeting.

(f) the reason for their absence is recorded in the minute book.

(g) a majority of the charity trustees of the CIO are not in receipt of remuneration or payments authorised by the CIO.

**(4) In sub-clauses (2) and (3) of this clause**

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(a) "the CIO" includes a person who is a charity trustee or connected person of the CIO:

(i) holds more than 10% of the shares of the CIO;

(ii) controls more than 10% of the voting rights attached to the shares; or

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- (iii) has the right to appoint or remove directors to the board of the company;
- (b) “connected person” [30] (Interpretation);

directors to the board of the

in the definition set out in clause

**7. Conflicts of interest and conflicts of duty**

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 entered into by the charity or in any transaction or arrangement 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 any other interest (including but not limited to any financial interest).

or indirect, which he or she has in a proposed transaction or arrangement previously been declared; and

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 any other interest (including but not limited to any financial interest).

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

discussions in accordance with this clause and must not vote on any decision of the charity.

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

**Option 1**

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

of the CIO if it is wound up.

ability to contribute to its assets and liabilities.

**Option 2**

- (1) If the CIO is wound up, each member shall be liable to contribute to the assets of the CIO such amount (but not exceeding the amount of the member's debts and liabilities of the CIO at the time he or she ceases to be a member, for payment of the debts and liabilities of the CIO and for adjustment of the rights of the members) as the liquidator may require.
- (2) In sub-clause (1) of this clause, the reference to a member of the CIO within the meaning of the Act shall include any person or organisation that was a member of the CIO within the meaning of the Act at the commencement of the winding up.
- (3) But subject to that, the members shall have no personal responsibility for settling the debts and liabilities of the CIO beyond the amount of their contribution.

able to contribute to the assets of the CIO such amount (but not exceeding the amount of the member's debts and liabilities of the CIO at the time he or she ceases to be a member, for payment of the debts and liabilities of the CIO and for adjustment of the rights of the members) as the liquidator may require.

any person or organisation that was a member of the CIO within the meaning of the Act at the commencement of the winding up.

liability to contribute to its assets and liabilities beyond the amount of their contribution for the settlement of the debts and liabilities of the CIO.

**9. Charity trustees**

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

The charity trustees shall manage the affairs of the CIO and exercise the powers of the CIO. It is the duty of the charity trustees to ensure that the CIO complies with the provisions of the Act.

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

(a) to exercise his or her functions in his or her capacity as a trustee or she decides in good faith that it is reasonable in the circumstances that he or she should not exercise his or her functions in his or her capacity as a trustee or she decides in good faith that it would be most likely to be exercised by another person of the CIO; and

(b) to exercise, in the performance of his or her functions, such care and skill as is reasonable in the circumstances, including particular to:

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

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

**(2) Eligibility for trusteeship**

(a) Every charity trustee must be an individual.

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

- if he or she is under 18 years of age;

- if he or she would be disqualified from holding office under the provisions of clause [12(1)(e)].

(c) No one is entitled to be appointed as a trustee or to be re-appointed until the office of the charity trustee has become vacant by the death, resignation or removal of the charity trustee.

[(d) At least one of the trustees of the CIO must be 18 years of age or over. If there are no trustees aged 18 years or over, the remaining trustees may only act to call a meeting of the charity trustees to appoint a new charity trustee.]

**(3) Number of charity trustees**

**Option 1**

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

**Option 1 a**

(b) The maximum number of charity trustees may not exceed the maximum number of charity trustees if as a result of the appointment of any charity trustee the total number of charity trustees would exceed the maximum.

**Option 1 b**

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

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**Option 2**

(a) There should be:

[Not less than ..... nor more than ..... trustees;

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

[[Not less than ..... nor more than ..... trustees

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

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

**(4) First charity trustees**

The first charity trustees are as follows: [Name] for the following terms;]

- ..... [for [4] years]
- ..... [for [3] years]
- ..... for [2] years]

**10. Appointment of charity trustees**

**Option 1**

(1) Apart from the first charity trustees, any charity trustee must be appointed [for a term of [three] years] by a resolution of a properly convened meeting of the charity trustees.

(2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

**Option 2**

**(1) Appointed charity trustee**

(a) Apart from the first charity trustee, any appointed trustee must be appointed [for a term of [three] years] by a resolution of a properly convened meeting of the charity trustees.

(b) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

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**[(2) Ex officio trustee[s]]**

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

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

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**[(3) Nominated Charity Trustees]**

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

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**11. Information for new charity trustees**

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

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

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

(1) A charity trustee ceases to hold office if:

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(a) retires by notifying the charity trustees if enough charity trustees will remain in office when his or her office takes effect to form a quorum for meetings);

if enough charity trustees will remain in office when his or her office takes effect to form a quorum for meetings);

(b) is absent without the consent of the charity trustees from all their meetings held within a period of three months and the charity trustees resolve that his or her office be vacated;

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

(c) dies;

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(d) in the written opinion of a registered medical practitioner treating that person, is permanently or mentally incapable of acting as a director and may not be reappointed for a period of three months; or

in the written opinion of a registered medical practitioner treating that person, is permanently or mentally incapable of acting as a director and may not be reappointed for a period of three months; or

(e) is disqualified from acting as a director by virtue of sections 178-180 of the Charities Act 2006 (disqualification or modification of that provision).

is disqualified from acting as a director by virtue of sections 178-180 of the Charities Act 2006 (disqualification or modification of that provision).

(2) Any person retiring as a charity trustee is eligible for reappointment.

Any person retiring as a charity trustee is eligible for reappointment.

(3) A charity trustee who has served for a [fourth] consecutive term may not be reappointed after an interval of at least [one year].]

A charity trustee who has served for a [fourth] consecutive term may not be reappointed after an interval of at least [one year].]

**13. Taking of decisions by charity trustees**

Any decision may be taken either:

- at a meeting of the charity trustees;
- by resolution in writing or electronically, which may comprise either a single resolution in like form to each other or a series of resolutions in like form to each other, which agreement.

by resolution in writing or electronically, which may comprise either a single resolution in like form to each other or a series of resolutions in like form to each other, which agreement.

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**14. Delegation by charity trustees**

(1) The charity trustees may delegate any powers or functions to a committee or committees, and, if they do so, may set the terms and conditions on which the delegation is made. They may at any time alter those terms and conditions, or revoke the delegation.

The charity trustees may delegate any powers or functions to a committee or committees, and, if they do so, may set the terms and conditions on which the delegation is made. They may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to any other power of delegation and is subject to the following requirements:

This power is in addition to any other power of delegation and is subject to the following requirements:

(a) a committee may only be formed if each committee must have at least one member of the charity trustees;

a committee may only be formed if each committee must have at least one member of the charity trustees;

(b) the acts and proceedings of a committee must be brought to the attention of the charity trustees as soon as reasonably practicable; and

the acts and proceedings of a committee must be brought to the attention of the charity trustees as soon as reasonably practicable; and

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- (c) the charity trustees have made for the d

view the arrangements which they

## 15. Meetings of charity trustee

### (1) Calling meetings

- (a) Any charity trustee r
- (b) Subject to that, the c called, and what not

charity trustees.

de how their meetings are to be

### (2) Chairing of meetings

The charity trustees may appoint o time revoke such appointment. If n unwilling to preside or is not presen charity trustees present may appoi

ir their meetings and may at any nted, or if the person appointed is the time of the meeting, the chair that meeting.

### (3) Procedure at meetings

- (a) No decision shall be when the decision is nearest to one third greater, or such larg time. A charity trustee decision is made ab
- (b) Questions arising at to vote.
- [(c) In the case of an eq have a second or ca

ss a quorum is present at the time o charity trustees, or the number arity trustees, whichever is trustees may decide from time to o the quorum present when any he or she is not entitled to vote.

ed by a majority of those eligible

n who chairs the meeting shall

### (4) Participation in meetings

- (a) A meeting may be h trustees in which ea participants.
- (b) Any charity trustee p agreed by the charit communicate with a meeting.
- (c) Meetings held by ele including chairing ar

means agreed by the charity unicate with all the other

by suitable electronic means icipant or participants may shall qualify as being present at the

ply with rules for meetings,

## 16. Membership of the CIO

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

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

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

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

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

**18. Decisions which must be made by the members of the CIO**

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(1) Any decision to:

- (a) amend the constitution;
- (b) amalgamate the CIO with one or more other CIOs, in accordance with section 89 of the Charities Act 2011; or
- (c) wind up or dissolve the CIO (or transfer its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

(2) Decisions of the members must be made:

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

(3) Any decision specified in sub-clause (1) must be made in accordance with the provisions of clause [28] (Voluntary winding up or dissolution), clause [29] (Voluntary winding up or dissolution), clause [30] (Charities Act 2011, the General Regulations or the Dissolution Regulations) or the Dissolution Regulations. Those provisions require the resolution to be agreed by a general meeting, or agreed by all members voting at a general meeting.

(4) Except where a resolution is specified in sub-clause (1), a resolution may be agreed by all the members, such a resolution may be agreed by all the members who are entitled to vote on it. Such a resolution must be agreed that:

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- (a) a copy of the proposed resolution to be sent to all the members eligible to vote; and
- (b) the required majority of members who have signed their agreement to the resolution in a document or document signed at the principal office within the period of 28 days before the resolution date. The document must be authenticated by their signature, by their stamp on the document, or in such other manner as the CIO may determine.

The resolution in writing must be signed by one or more members who are members of the CIO at the time the resolution is first circulated.

**19. General meetings of members**

**(1) Calling of general meetings**

The charity trustees may determine the times and places of general meetings of the members of the CIO. The power to do so is subject to any provisions which must by law be discharged under section 18 (Deregulation) of the Companies Act 2006.

**(2) Notice of general meetings**

- (a) The minimum period of notice to be given to members of the CIO shall be 14 days before the meeting.
- (b) Except where a special resolution is required by another clause in this constitution, but subject to any provisions in the General Regulations, a general meeting may be called by a majority of the members of the CIO if it is so agreed by a majority of the members of the CIO.
- (c) Proof that an envelope containing the notice was properly addressed, prepaid and posted; or that a notice was properly addressed and sent, shall be conclusive evidence that notice was given. Notice shall be deemed to be given if it is so agreed by a majority of the members of the CIO.

**(3) Procedure at general meetings**

The provisions in clause 15 (2)-(4) shall apply to general meetings, procedure at meetings and participation in meetings by electronic means, with all references to trustees of the charity.

**20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, the following shall be disqualified from standing the participation in any general meeting of the charity trustees, or of a committee of charity trustees, or of a sub-committee of a charity trustee:
  - who was disqualified from standing the participation in any general meeting of the charity trustees, or of a committee of charity trustees, or of a sub-committee of a charity trustee;

sent to all the members eligible to

ed its agreement to the resolution  
ved at the principal office within  
ulation date. The document  
authenticated by their signature, by  
e document, or in such other

es to which one or more members  
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proposal is first circulated.

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strictly required by another clause  
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rences to members.

of the charity trustees, or of a  
standing the participation in any

- who had previously vacate office;
- who was not entitled interest or otherwise

if, without the vote of that quorum, the decision has been meeting.

- (2) Sub-clause (1) of this clause may be conferred upon him committee of charity trustee void, or if the charity trustee

## 21. Execution of documents

- (1) The CIO shall execute documents one)
- (2) A document is validly executed trustees.
- (3) If the CIO has a seal:
- (a) it must comply with
  - (b) the seal must only be committee of charity charity trustees may is affixed and unless trustees.

## 22. Use of electronic communication

### [(1) General]

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

- (a) the requirement to provide copy of any documents hard copy form;
- (b) any requirements to or manner.

## 23. Keeping of Registers

obliged by the constitution to

whether by reason of a conflict of

charity trustee being counted in the of the charity trustees at a quorate

charity trustee to keep any benefit that the charity trustees or of a ), the resolution would have been clause 7 (Conflicts of interest).

or by affixing its seal (if it has

signed by at least two of the charity

eral Regulations; and

of the charity trustees or of a by the charity trustees. The in any document to which the seal d it shall be signed by two charity

communications Provisions in the General

any member on request a hard the member otherwise than in

the Commission in a particular form

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

Regulations in relation to the conduct of its members and charity trustees.

#### 24. Minutes

The charity trustees must keep minutes of the following:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the charity trustees;
- (3) meetings of the charity trustees, including:
  - the names of the trustees attending;
  - the decisions made;
  - where appropriate the reasons;

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charity trustees including:

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in meetings.

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

- (1) The charity trustees must comply with the provisions of the Charities Act 2011 with regard to the keeping of accounts, the preparation and scrutiny of statements of account, and the submission of annual reports and returns. The statements of account, reports and returns must be submitted to the Charity Commission, regardless of the income of the charity, by the end of the financial year end.
- (2) The charity trustees must comply with the provisions of the Charities Act 2011 to inform the Commission within 28 days of any change in the details of the charity entered on the Central Register of Charities.

#### and returns, register maintenance

ents of the Charities Act 2011 with regard to the preparation and scrutiny of annual reports and returns. The statements of account, reports and returns must be submitted to the Charity Commission, regardless of the income of the charity, by the end of the financial year end.

n to inform the Commission within 28 days of any change in the details of the charity entered on the Central Register of Charities.

#### 26. Rules

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

onable and proper rules or byelaws for the conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws in force must be made available to any member of the CIO on request.

#### 27. Disputes

If a dispute arises between members of the CIO, or between a member of the CIO and the CIO, done by the members under this constitution, and if the parties to the dispute have agreed to mediation, the parties to the dispute must attempt to settle the dispute by mediation before resorting to litigation.

validity or propriety of anything done by the members under this constitution cannot be resolved by mediation, the parties to the dispute may resort to litigation to settle the dispute by litigation.

#### 28. Amendment of constitution



- (c) In either case the rules shall be applied for charitable purposes the same as or similar to those applied for charitable purposes the
- (3) The CIO must observe the Dissolution Regulations in applying to the Commission for the CIO Register of Charities, and in particular:
  - (a) the charity trustees shall submit an application to the Commission:
    - (i) a copy of the constitution of the charity and the names of the members of the CIO;
    - (ii) a declaration that any debts and other liabilities of the CIO have been paid or otherwise provided for in full; and
    - (iii) a statement setting out the way in which any property of the charity shall be applied prior to its dissolution in accordance with the provisions of the application.
  - (b) the charity trustees shall submit the application to the Commission of the application is sent within seven days to every member of the CIO, and to any charity trustee of the CIO who is not a member of the CIO.
- (4) If the CIO is to be wound up in any circumstances, the provisions of the Dissolution Regulations shall apply.

### 30. Interpretation

In this constitution:

“**connected person**” means:

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

(ii) two or more persons  
have a substantial in

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

Section 118 of the Charities Act 20  
in this constitution.

es of interpreting the terms used

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

Organisations (General)

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

ted Organisations (Insolvency and

The “**Communications Provision**”  
Chapter 4] of the General Regulati

ations Provisions in [Part 10,

“**Charity trustee**” means a charity

A “**poll**” means a counted vote or b

ecessarily) in writing.

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**General meetings of members**

**(4) Proxy voting**

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

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(h) If a proxy notice is not a proxy, it must be accepted or authenticated it o

d by the member appointing the evidence that the person who signed had authority to do so.

(5) **Postal Voting**

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(a) The CIO may, if the post or electronic m on any matter that is

e, allow the members to vote by ty trustees or to make a decision eral meeting of the members.

(b) The charity trustees to serve as scrutineers the counting of votes

o persons independent of the CIO duct of the postal/email ballot and

(c) If postal and/or ema members of the CIO votes cast in this wa

on a matter, the CIO must send to before the deadline for receipt of

(i) a notice by e way under cl explanation of followed by t email or post a vote, or of

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agreed to receive notices in this nic communication, including an e and the voting procedure to be form capable of being returned by details of the resolution being put to on, as applicable;

(ii) a notice by p the purpose by the memb resolution be applicable.

, including a written explanation of e voting procedure to be followed orm containing details of the e candidates for election, as

(d) The voting procedur envelope with the m outside, inside another CIO], at the CIO's p in the voting proced

returned by post to be in an ture, and nothing else, on the to 'The Scrutineers for [name of her postal address as is specified

(e) The voting procedur to be at the top of th manner specified in

must require the member's name ust be authenticated in the

(f) Email votes must be and must be access

dress used only for this purpose

(g) The voting procedur votes, and must stat complying with the v

g date and time for receipt of d after the closing date or not vvalid and not be counted.

(h) The scrutineers mus a separate list of me

f members casting valid votes, and ch were invalid. These lists must

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be provided to a chairperson overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at any part of the meeting. A member who has cast a valid postal or email vote is allowed to vote at the meeting and counts towards the quorum.

on overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not be counted in the quorum for any part of the meeting if that member has already cast a valid vote. A member who has cast a valid postal or email vote is allowed to vote at the meeting and counts towards the quorum.

- (i) For postal votes, the scrutineers must check the member's name and address on the ballot paper and retain any part of the ballot paper. In each case, a scrutineer must declare if a member's vote has been counted or if it has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email before the meeting at which the ballot is used must be received by the person chairing the meeting before the meeting. Votes received by post and email after the meeting are invalid.
- (k) The scrutineers must count all valid votes taken by hand at the meeting. Only valid votes received by post or email before the meeting are included in the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other person bundles containing the following: evidence of members' valid votes; evidence of members' invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the result of the vote initially to a panel set up for the purpose. The panel must consist of two persons independent of the charity. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

the internal envelopes (with the member's name and address) and retain any part of the ballot paper. In each case, a scrutineer must declare if a member's vote has been counted or if it has been declared invalid, the reason for such declaration.

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

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

the vote, the scrutineers must provide to a charity trustee or other person bundles containing the following: evidence of members' valid votes; evidence of members' invalid votes; the valid votes; and the invalid votes.

email ballot must be referred to a panel set up for the purpose, to consist of two trustees and two persons independent of the charity. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

### Use of electronic communication

#### (2) To the CIO

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

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

Any member or charity trustee of the charity may communicate electronically with the CIO to an address specified by the CIO for that purpose, provided the CIO is satisfied that the member or trustee has provided the CIO with his or her contact details and has agreed to receive communications from the CIO in electronic form, unless the member has

