



Constitution of Danesborough Chorus

Date of constitution: October 2019

1 Name

The name of the Charitable Incorporated Organisation (“**the CIO**”) is Danesborough Chorus.

2 Location of principal office

The principal office of the CIO is in England.

3 Object

The object of the CIO is to educate the public and the members of the CIO (as defined in clause 9 below) in the arts and sciences, and in particular the art and science of music, in the presentation of concerts and other activities.

Nothing in this constitution shall authorise the property of the CIO to be used for purposes which are not charitable.

4 Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so.

5 Application of income and property

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

6 Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) In general, 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. However, a charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011. The musical director is entitled to be remunerated in accordance with the provision of the Charities Act 2011 and under the terms of a contract between the charity trustees and the musical director as amended and replaced from time to time.
- (c) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) In sub-clause (2) of this clause:

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

7 Conflicts of interest and conflicts of loyalty

- (1) A charity trustee shall:
- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
 - (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest might 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).
- (2) Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

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

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

9 Membership of the CIO

(1) Admission of new members

Members of the CIO include Performing Members, Associate Members and Friends of the Society.

- (a) Performing Members shall:
 - (i) provide such evidence of musical ability as the Musical Director may require;
 - (ii) pay the annual subscription;
 - (iii) agree to the terms of this Constitution; and
 - (iv) attend at least 75% of the relevant rehearsals in order to take part in a concert (unless the Musical Director agrees otherwise).
- (b) Associate Members and Friends shall pay an annual amount at rates determined by the Committee.

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

All members and potential members shall (subject to the various rights of membership) be treated equally regardless of their age, marriage or civil partnership status, race, religion or belief, sex, sexual orientation, class or socio-economic background, or of any disability, gender reassignment, pregnancy or maternity.

(2) Admission procedure

The charity trustees:

- (a) may require applications for membership to be made in any reasonable way that they decide;
- (b) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (c) 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 in writing to the Secretary within 21 days of receiving the decision; and
- (d) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(3) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(4) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO and in accordance with this Constitution (as amended from time to time).

(5) Termination of membership

Membership of the CIO comes to an end if:

- (a) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (b) the member sends a notice of resignation to the charity trustees; or
- (c) the member has not complied with clause 9(6)(a); or
- (d) the trustees have agreed to terminate the membership and have sent written confirmation of their decision and reasons to the person concerned.

(6) Membership fees

- (a) Performing Members shall pay an annual subscription at a rate or rates proposed by the Committee and ratified by the majority of the members present at an annual general meeting or at a special general meeting. Subject to 6(b) below, the ratified full subscription shall be due and payable within two weeks of either:
 - (i) in the case of new members, confirmation by the Musical Director that the evidence required in 9(a)(1)(i) above has been provided, whereupon the first subscription shall be paid pro-rata to the amount of time remaining in the current subscription period; or
 - (ii) in the case of renewals of subscriptions, ratification in general meeting. The Committee shall be entitled to consider that any member whose subscription remains outstanding at 31 December in the year in which it is due no longer wishes to be a member, unless they have previously made alternative payment arrangements with the Treasurer, in which case their membership shall continue whilst they honour such arrangements.
- (b) For any subscription period the Committee has the right to make a discount available for a short period after payment becomes due and to determine the date after which the full subscription shall become payable.
- (c) A member who leaves the Society during the subscription year shall not be entitled to a pro-rata refund of their unused subscription unless:
 - (i) they leave within one month of having paid it; or
 - (ii) the Musical Director determines that they are no longer of a sufficient standard to participate in concerts of the Society.

(7) Membership

- (a) The charity trustees may determine the rights and obligations of all members (including, subject to any other clause in this constitution, the payment of membership fees), and the conditions for admission to, and termination of membership of all classes of member.
- (b) References in this constitution to “members” and “membership” in other clauses in this Constitution do not apply to Associate Members and Friends unless specified. Associate Members and Friends do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations and as such do not have power to vote at General Meetings.

10 Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members 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 by vote

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

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

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

11 General meetings of members

(1) Types of general meeting

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. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the charity trustees' annual report, and must elect charity trustees as required under clause 13.

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.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the AGM 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; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request should include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply if a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - (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; and
 - (v) include, with the notice for the AGM, the annual statement of accounts and charity trustees' annual report or, where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) For those members who do not have access to the CIO's website, copies of the documents in (c) above shall be made available at normal rehearsals of the Performing Members for 14 days prior to the general meeting to which they relate.
- (e) It is the responsibility of any Performing Members who are not at any of the two rehearsals immediately prior to the general meeting and who do not have access to the CIO's website to notify the Chair or the Secretary and to provide an alternative means of receiving them. If they are to be received by post, proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (f) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The person nominated as chair by the Members at the AGM shall, if present at the general meeting, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 25% of the 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 starting time specified in the notice of the meeting, the meeting shall be closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair shall adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12 Charity trustees

(1) Number of charity trustees

The management of the Society shall be in the hands of the charity trustees, who shall stand as members of the Committee. The Chair, the Secretary, the Treasurer, the Musical Director (ex-officio) and up to six other Performing Members (“**Ordinary Members**”) shall comprise the “**Committee**”.

(2) Functions and duties of charity trustees

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

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

(3) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - (i) if he or she is under the age of 16 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(d).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (e) The minimum number of charity trustees shall be three. If the number falls below the minimum the remaining charity trustee(s) may only act to appoint a new charity trustee(s).

(4) Ex-officio charity trustee

The Musical Director for the time being (“the office holder”) shall automatically, by virtue of holding that office (“ex-officio”), be a charity trustee.

If unwilling to act as a charity trustee, the office holder may:

- (a) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
- (b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The office of ex-officio charity trustee will then remain vacant until the office holder ceases to hold office.

(5) First charity trustees

The first charity trustees of the CIO are:

Chair: Tessa Cox; Treasurer: Peter Snelling; Secretary: Sian Rees

Musical Director (ex-officio): Ian Smith;

Ordinary Members: David Roberts; Susanne Minocha

Co-opted Member: Jeremy Hopkinson

13 Appointment of charity trustees

- (1) At every annual general meeting of the members of the CIO, the charity trustees shall retire from office but are eligible for re-election unless, in the case of Ordinary Members, they have served for three immediately preceding years and in the case of the Chair he or she has served for five immediately preceding years.
- (2) At every annual general meeting, the members of the CIO shall elect from the Performing Members a Chair, Treasurer and Secretary and up to six other members.
- (3) The Committee shall have the power to fill any vacancy which arises as a result of a Member leaving it, and the person elected shall have the same powers as their predecessor. Any vacancy so filled shall be effective until the next general meeting of the members.
- (4) The Committee may co-opt up to two additional Members at any time to serve until the next annual general meeting.
- (5) The choir accompanist shall be entitled to attend Committee and sub-committee meetings and participate in discussion (but shall not form part of the quorum or be able to vote) if they so choose.

14 Information for new charity trustees

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

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

15 Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the Chair of the CIO or Secretary in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the other charity trustees from all their meetings held within a period of six months and they resolve that his or her office be vacated;
 - (c) in the written opinion, given to the other charity trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
 - (d) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - (e) dies.
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that

the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16 Reappointment of charity trustees

Subject to any other clause in this constitution to the contrary, any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17 Taking of decisions by charity trustees

Any decision may be taken at a properly convened meeting of the charity trustees.

18 Delegation by charity trustees

- (1)** The charity trustees may delegate any of their powers or functions to a committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2)** This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a charity trustee;
 - (b) the acts and proceedings of any sub-committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time and in any event not less than every three years review the arrangements which they have made for the delegation of their powers.

19 Meetings and proceedings of charity trustees

(1) Calling meetings

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

(2) Chairing of meetings

The elected Chair shall, if present, chair their meetings. If the Chair is not present, 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.

(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 four charity trustees (of whom one must be either the Chair, Treasurer or Musical Director) or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20 Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, were it not for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21 Execution of documents

The CIO shall execute documents by signature of two charity trustees.

22 Use of electronic communications

(1) General

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

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

(2) To the CIO

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

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

- (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
 - (iii) submit any proposal to the members or charity trustees for decision in accordance with the CIO's powers under clause 10 (Members' decisions).
- (c) The charity trustees must:
- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - (ii) provide any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23 Keeping of registers

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

24 Minutes

The charity trustees must keep minutes of all:

- (1) appointments of members of the Committee made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- (3) The charity trustees must satisfy themselves that the statement of accounts presented to the Members at their Annual General Meeting have been independently examined as a true and fair view of the financial position of the CIO as at the date of its financial year end.

26 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.

27 Disputes

If a 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 in good faith to settle the dispute by mediation before resorting to litigation.

28 Amendment of constitution

- (1)** As provided by clauses 224-227 of the Charities Act 2011, this constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2)** Any alteration of clause 3 (Objects), clause 9 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3)** No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4)** A copy of any resolution altering this constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29 Voluntary winding up or dissolution

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

- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not aware of the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30 Interpretation

In this constitution:

“connected person” means:

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

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

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

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

The **“Communications Provisions”** means the Communications Provisions in the General Regulations.

“charity trustee” means a charity trustee of the CIO.