

# Constitution

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## Cathedral Music Trust

Registered CIO Number [• number]

January 2020

## "Foundation" model Constitution

of

### Cathedral Music Trust

#### 1 Name

- 1.1 The name of the Charitable Incorporated Organisation (the **CIO**) is Cathedral Music Trust.

#### 2 National location of principal office

- 2.1 The principal office of the CIO is in England.

#### 3 Object

- 3.1 The object of the CIO is:

3.1.1 to advance the education of the public in the art of music with special reference to the Choral Service in Cathedrals, Collegiate Churches and Chapels and other appropriate places of worship.

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

#### 4 Powers

- 4.1 The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO has power to:

4.1.1 support and encourage those responsible for the maintenance of the Choral Service;

4.1.2 stress the value of Cathedral music in changing situations;

4.1.3 arrange and provide for the holding of gatherings, meetings, exhibitions, lectures, seminars, courses, choral services and choir recitals and performances associated therewith;

4.1.4 establish scholarships and to make grants and loans of money and to give guarantees for the support of choirs and other musical endeavours which are concerned with maintaining the traditions of choral service in Cathedrals, Collegiate Churches and Chapels and other appropriate places of worship;

4.1.5 provide advice;

4.1.6 publish or distribute information in any form;

4.1.7 promote or carry out research and to disseminate such research;

4.1.8 establish, support or administer other charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;

4.1.9 co-operate with and to enter into joint ventures, collaborations and partnerships with charitable and non-charitable bodies;

- 4.1.10 to affiliate with and where appropriate merge with any charity having similar objects to the Object;
- 4.1.11 establish or acquire subsidiary companies to assist or act as agents for the CIO;
- 4.1.12 procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or sound recordings as shall further the Object of the CIO;
- 4.1.13 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 (the **2011 Act**), if it wishes to mortgage land;
- 4.1.14 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.15 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the 2011 Act;
- 4.1.16 raise funds;
- 4.1.17 accept gifts and legacies;
- 4.1.18 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause; and
- 4.1.19 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

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

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the object.
  - 5.1.1 A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - 5.1.2 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 2011 Act.
- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

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

### 6.1 No charity trustee or connected person may:

- 6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the CIO;
- 6.1.3 be employed by, or receive any remuneration from, the CIO;
- 6.1.4 receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission (the **Commission**). In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

### 6.2 Scope and powers permitting charity trustees' or connected persons' benefits

- 6.2.1 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.
- 6.2.2 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, sections 185 to 188 of the 2011 Act.
- 6.2.3 Subject to clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- 6.2.4 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).
- 6.2.5 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.
- 6.2.6 A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

### 6.3 Payment for supply of goods only - controls

- 6.3.1 The CIO and its charity trustees may only rely upon the authority provided by clause 6.2.2 if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (the **supplier**).
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

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

#### 6.4 Interpretation

6.4.1 In clauses 6.2 and 6.3 of this clause:

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

### 7 Conflicts of interest and conflicts of loyalty

7.1 A charity trustee must:

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

7.2 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

- 8.1 If the CIO is wound up, each member of the CIO is liable to contribute to the assets of the CIO such amount (but not more than £10) as may be required for payment of the debts and liabilities of the CIO contracted before that person ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.
- 8.2 In clause 8.1 **member** includes any person who was a member of the CIO within 12 months before the commencement of the winding up.
- 8.3 But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

## 9 Charity trustees

### 9.1 Functions and duties of charity trustees

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

- 9.1.1 to exercise his or her powers and to perform his or her functions in his or her capacity 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
- 9.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- (a) any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - (b) 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.

### 9.2 Eligibility for trusteeship

- 9.2.1 Every charity trustee must be a natural person.
- 9.2.2 No individual may be appointed as a charity trustee of the CIO:
- (a) if he or she is under the age of 16 years; or
  - (b) if he or she would automatically cease to hold office under the provisions of clause 12.1.5; or
  - (c) if he or she is an employee of the CIO.
- 9.2.3 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.
- 9.2.4 At least one of the charity trustees of the CIO must be 18 years of age or over. If there is no charity trustee aged 18 years of age or over, the remaining charity

trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

### 9.3 Number of charity trustees

9.3.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining charity trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

9.3.2 Subject to clause 10.3, the maximum number of charity trustees appointed is twelve. The charity trustees may not appoint a charity trustee if as a result the number of charity trustees would exceed the maximum.

### 9.4 First charity trustees

9.4.1 The first charity trustees are as follows:

- (a) Neil Page for one year
- (b) Isobel Pinder for two years
- (c) Peter Allwood for three years

## 10 Appointment of charity trustees

10.1 Apart from the first charity trustees, every appointed charity trustee must be appointed by a resolution passed at a properly convened meeting of the charity trustees.

10.2 Subject to clauses 10.3 and 10.4, the charity trustees shall appoint up to twelve charity trustees, which for the avoidance of doubt shall include the Executive Officers, and each charity trustee must be appointed for a term of three years.

10.3 For a period of three years from the date on which the CIO is registered as a charity with the Commission, the charity trustees may from time-to-time appoint up to three charity trustees in addition to those appointed pursuant to clause 10.2, and subject to clause 10.4, such additional charity trustees must be appointed for a term of office to be determined by the charity trustees, such term of office not expiring later than the third anniversary of the date on which the CIO is registered as a charity with the Commission.

10.4 Any person appointed as a charity trustee pursuant to clause 10.2 or clause 10.3 who was previously a trustee of the unincorporated charity known as "Friends of Cathedral Music" shall hold office for the unexpired residue of his or her previous term of office.

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

## 11 Information for new charity trustees

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

11.1.1 a copy of the current version of this constitution; and

11.1.2 a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

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

- 12.1 A charity trustee ceases to hold office if he or she:
- 12.1.1 retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - 12.1.2 is absent without the permission of the charity trustees from all of their meetings held within a period of one year and the charity trustees resolve that his or her office be vacated;
  - 12.1.3 dies;
  - 12.1.4 in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
  - 12.1.5 is disqualified from acting as a charity trustee by virtue of sections 178-180 of the 2011 Act (or any statutory re-enactment or modification of that provision).
- 12.2 Subject to clause 12.3, any person retiring as a charity trustee is eligible for reappointment.
- 12.3 Subject to clause 12.4, a charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year. For the avoidance of doubt, "two consecutive terms" includes both the residue of the term of office served by a charity trustee who was previously a trustee of the unincorporated charity known as "Friends of Cathedral Music" in accordance with clause 10.4 and any previous term of office.
- 12.4 After an Executive Officer has served two consecutive terms in office as a charity trustee, he or she may be appointed for a further term of office provided that a majority of the other trustees consider that it would be in the best interests of the CIO for the Executive Officer to be reappointed as a charity trustee and the Executive Officer in question is willing to continue in office. For the avoidance of doubt, "two consecutive terms" includes both the residue of the term of office served by an Executive Officer (as a charity trustee) who was previously a trustee of the unincorporated charity known as "Friends of Cathedral Music" in accordance with clause 10.4 and any previous term of office.

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

- 13.1 Any decision may be taken either:
- 13.1.1 at a meeting of the charity trustees; or
  - 13.1.2 by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **14 Delegation by charity trustees**

- 14.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall 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.

- 14.2 The power granted by clause 14.1 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:
- 14.2.1 a committee may consist of three or more persons, but at least one member of each committee must be an Executive Officer and at least one member of each committee must be a charity trustee (other than an Executive Officer);
  - 14.2.2 the chair of the committee must be a charity trustee and, for the avoidance of doubt, this might be an Executive Officer;
  - 14.2.3 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - 14.2.4 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

#### 14A **Executive Officers**

- 14A.1 The Trustees shall appoint:
- 14A.1.1 A Chair;
  - 14A.1.2 A Secretary; and
  - 14A.1.3 A Treasurer;
- (together the **Executive Officers** and each an **Executive Officer**).
- 14A.2 Subject to clause 14A.3, each Executive Officer shall hold office for a term of three years and any person retiring as an Executive Officer shall be eligible for reappointment.
- 14A.3 Any person appointed as an Executive Officer pursuant to clause 14A.1 who was previously an Executive Officer of the unincorporated charity known as "Friends of Cathedral Music" shall hold office as an Executive Officer for the unexpired residue of his or her previous term of office.
- 14A.4 Subject to clause 9.2.2, the Executive Officers shall be appointed as charity trustees in accordance with clause 10.2.

#### 15 **Meetings of charity trustees**

- 15.1 Calling meetings
- 15.1.1 Any charity trustee may call a meeting of the charity trustees.
  - 15.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- 15.2 Chairing of meetings
- 15.2.1 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.

### 15.3 Procedure at meetings

15.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, 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.

15.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

15.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

### 15.4 Participation in meetings by electronic means

15.4.1 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.

15.4.2 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.

15.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## 16 Membership of the CIO

16.1 The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

16.2 Any charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

## 17 Informal or associate (non-voting) membership

17.1 The charity trustees may create associate or other classes of non-voting membership, including for the avoidance of doubt a class of non-voting membership who shall be known as 'The Friends of Cathedral Music', and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

17.2 The charity trustees shall convene an annual meeting in each calendar year for 'The Friends of Cathedral Music' and may, in their absolute discretion, convene either an annual meeting or separate annual meetings for other classes of non-voting members if more than one such class is created.

17.3 Save for references in clauses 17.1 and 17.2, references in this constitution to members and membership do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

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

### **18.1 Any decision to:**

18.1.1 amend the constitution of the CIO;

18.1.2 amalgamate the CIO with, or transfer its undertaking to, one or more other charitable incorporated organisations, in accordance with the 2011 Act; or

18.1.3 wind up or dissolve the CIO (including transferring 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).

### **18.2 Decisions of the members may be made either:**

18.2.1 by resolution at a general meeting; or

18.2.2 by resolution in writing, in accordance with clause 18.4.

18.3 Any decision specified in clause 18.1 must be made in accordance with the provisions of clause 28 (Amendment of constitution), clause 29 (Voluntary winding up or dissolution), or the provisions of the 2011 Act, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

18.4 Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

18.4.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and

18.4.2 the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

## **19 General meetings of members**

### **19.1 Calling of general meetings of members**

19.1.1 The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 18 (Decisions which must be made by the members of the CIO).

### **19.2 Notice of general meetings of members**

19.2.1 The minimum period of notice required to hold a general meeting of the members of the CIO is 14 clear days.

19.2.2 Except where a specified period of notice is strictly required by another clause in this constitution, by the 2011 Act or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

19.2.3 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.

### 19.3 Procedure at general meetings of members

19.3.1 The provisions in clause 15.2 to 15.4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to charity trustees to be taken as references to members.

## 20 Saving provisions

20.1 Subject to clause 20.2, 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:

20.1.1 who was disqualified from holding office;

20.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

20.1.3 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.

20.2 Clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## 21 Execution of documents

21.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).

21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

21.3 If the CIO has a seal:

21.3.1 it must comply with the provisions of the General Regulations;

21.3.2 the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees; and

21.3.3 the charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

## 22 Use of electronic communications

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

22.1.1 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; and

22.1.2 any requirements to provide information to the Commission in a particular form or manner.

22.2 To the CIO

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

22.3 By the CIO

22.3.1 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.

22.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide the members with the notice referred to in clause 19.2 (Notice of general meetings);
- (b) give charity trustees notice of their meetings in accordance with clause 15.1 (Calling meetings); and
- (c) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 18 (Decisions which must be made by the members of the CIO), clause 18.4 (Decisions taken by resolution in writing) and clause 13.1 (Taking of decisions by charity trustees).

22.3.3 The charity trustees must:

- (a) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- (b) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## 23 Keeping of registers

23.1 The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

## 24 Minutes

24.1 The charity trustees must keep minutes of all:

24.1.1 appointments of officers made by the charity trustees;

24.1.2 proceedings at general meetings of the CIO;

24.1.3 meetings of the charity trustees and committees of charity trustees including:

(a) the names of the charity trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions;

24.1.4 decisions made by the charity trustees otherwise than in meetings.

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

25.1 The charity trustees must comply with the requirements of the 2011 Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Commission, regardless of the income of the CIO, within 10 months of the financial year end.

25.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## 26 Rules

26.1 The charity trustees may from time to time make such reasonable and proper rules or byelaws 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

27.1 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

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

28.1.1 This constitution can only be amended:

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

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

28.1.2 Any alteration of clause 3 (Object), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Commission.

28.1.3 No amendment that is inconsistent with the provisions of the 2011 Act or the General Regulations shall be valid.

28.1.4 A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

## **29 Voluntary winding up or dissolution**

29.1 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:

29.1.1 at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (a) by a resolution passed by a 75% majority of those voting, or
- (b) 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

29.1.2 by a resolution agreed in writing by all members of the CIO.

29.2 Subject to the payment of all the CIO's debts:

29.2.1 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.

29.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

29.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

29.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

29.3.1 the charity trustees must send with their application to the Commission:

- (a) a copy of the resolution passed by the members of the CIO;
- (b) 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
- (c) 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;

29.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

29.4 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

30.1 In this constitution:

30.1.1 **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 clause 30.1.1 (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within clauses 30.1.1 (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the charity trustee or any connected person falling within clauses 30.1.1 (a), (b), or (c) above; or
  - (ii) by two or more persons falling within clause 30.1.1 (d)(i), when taken together
- (e) a body corporate in which:
  - (i) the charity trustee or any connected person falling within clauses 30.1.1 (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within clauses 30.1.1 (e)(i) who, when taken together, have a substantial interest.

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

30.1.2 **General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2012.

30.1.3 **Dissolution Regulations** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

30.1.4 The **Communications Provisions** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

30.1.5 **charity trustee** means a charity trustee of the CIO.

30.1.6 A **poll** means a counted vote or ballot, usually (but not necessarily) in writing.