

**The Warwickshire Beekeepers'  
Association**

**A registered Charitable Incorporated Organisation with voting members other than its charity trustees**

**Charity number 1197656**

## Part 1

### Sets out the CIO constitution

#### 1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is:

**The Warwickshire Beekeepers’ Association**

#### 2. National location of principal office

The principal office of the CIO is in England.

#### 3. Objects

The objects of the CIO are:

**“to advance the education of the public and beekeepers in the craft of beekeeping and promote the importance of bees in the environment”.**

#### 4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) 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 those clauses;
- (5) 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;
- (6) the CIO has the power to affiliate with other organisations subject to a majority vote of the members at a properly organised Annual General Meeting (AGM) or Special General Meeting (SGM), and to adopt such rules consequent upon such affiliation.

#### 5. Application of income and property

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

- (a) A CIO trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - (b) A CIO 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;
  - (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 trustees and connected persons**

### **(1) General provisions**

No CIO 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;
- (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 ("the 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) A CIO trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A CIO 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.
- (c) Subject to sub-clause (3) of this clause a trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A CIO 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).
- (e) A CIO 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 CIO trustee concerned must withdraw

from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A CIO 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) Payment for supply of goods only – controls**

The CIO and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the 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 CIO 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 CIO trustee or connected person. In reaching that decision the CIO trustees must balance the advantage of contracting with a CIO 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 CIO trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (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**

A CIO 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 with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) Absent himself or herself from any discussions of the CIO trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any CIO 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 CIO 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) Membership

The Membership of the CIO is organised into Branches, (see clause 30 for definition of Branches) and an individual can only become a member of the CIO by joining a Branch.

- (a) The business of Branches shall be conducted by Branch Executive Committees which, together with their terms of reference, are to be established in accordance clause 18.
- (b) Requests for a new Branch to join the CIO must be submitted to the Trustees for consideration, and voted on at a General Meeting.
- (c) Class of Membership of the CIO shall consist of the following classes, and is conditional on payment to the Charity.
  - (i) **Registered Members:** Individuals, for whom a membership fee has been paid, and in respect of whom a capitation is subsequently paid to BBKA and for whom a contact name and address has been supplied to BBKA.
  - (ii) **Partner Members:** An individual, being a Member of the CIO and who resides at the same address as a Registered Member and in respect of whom a capitation is subsequently paid to BBKA and for whom a contact name and address has been supplied to BBKA.
  - (iii) **Honorary Life Members:** Individuals upon whom the CIO confers and pays for membership, in recognition of their contribution to the CIO and in respect of whom a capitation is subsequently paid to BBKA and for whom a contact name and address has been supplied to BBKA.
  - (iv) **Junior Members:** Individuals under the age of 18 years, for whom a membership fee has been paid to the CIO, and who is sponsored either by a parent who is a Member, or a guardian who is a Member and for whom a membership fee has been paid, and a contact name and address has been supplied to BBKA. In the case of a guardian, the CIO will be provided with current signed letter of authority from the parent. A junior member shall be a non-voting member of the CIO. Junior membership shall cease when the Junior Member attains the age of 18 and shall be automatically and immediately amended to 'Registered Member' for the remainder of that membership year, without further payment of any additional capitation in respect of that year.
- (d) The trustees must keep an up-to-date register of the names and addresses of the membership, and these details may be made available to other parties agreed by the Trustees.
- (e) A member must be an individual.

## **(2) Admission of new members**

### **(a) Eligibility**

Membership of the CIO is open to anyone who is interested in furthering its purposes and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (4) of this clause.

### **(b) Admission procedure.**

The CIO trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final;
- (v) may propose any member be elected an Honorary Life Member of the CIO in recognition of services to the Charity by resolution proposed by the Trustees and carried by a two-thirds majority at a General Meeting of the CIO. An Honorary Life Member shall normally be a full member, but any person elected or proposed to be elected with this rule who does not own or manage bees may choose to become an Honorary Associate Member at any time by notice in writing to the Honorary Treasurer. That choice may be reversed at any time in like manner.

## **(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 their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

## **(5) Termination of membership**

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

- (i) the member dies;
- (ii) the member sends a notice of resignation to the Branch, or CIO trustees;
- or
- (iii) any sum of money owed by the member to the CIO is not paid in full in accordance with the timetable set out in the rules;

- (iv) the trustees decide that it is in the best interests of the CIO that a member should be removed from membership, and pass a resolution to that effect.

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

- (i) inform the member of the reasons why it is proposed to remove them from membership;
- (ii) the member has been given at least 21 clear days' notice in which to make representations to the CIO trustees as to why they should not be removed from membership. This representation may be made by the member or their representative;
- (iii) at a duly constituted meeting of the CIO trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

Following due consideration of the facts, the Trustees to vote on the proposition to remove the member, and following the vote, the outcome will be final.

## **(6) Membership fees**

The CIO may require members to pay reasonable membership fees to the CIO, as set out in the rules.

## **(7) Informal or associate (non-voting) membership**

- (a) The CIO trustees may create Associate or other classes of non-voting membership, 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.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## **10. Members' decisions**

### **(1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (d) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (b) of this clause or by written resolution as provided in sub-clause (c) 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) General meetings**

- (a) 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 trustees' annual report, and must elect trustees as required under clause 13.
- (b) Other general meetings of the members of the CIO may be held at any time, and shall be called a Special General Meeting (SGM).
- (c) The CIO trustees, or as the case may be, the relevant members of the CIO, must give at least 28 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.
- (d) All General Meetings must be held in accordance with the following provisions.

### **(2) Calling general meetings**

- (a) The trustees:
  - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting, and;
  - (ii) may call any other general meeting of the members at any time.
- (b) The trustees must, within 28 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 may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.



- (f) Any general meeting called by the CIO 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 CIO 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 3 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 Annual General Meetings**

- (a) The CIO trustees or as the case may be, the relevant members of the CIO, must give at least 28 clear days' notice of any AGM to all of the members, and to any trustee of the CIO who is not a member.
- (b) The business of the AGM shall include, but not be limited to:
  - (i) the receipt and consideration of previous AGM minutes, reports and the accounts for the previous year;
  - (ii) the election of officers, delegates, Trustees, and Honorary Life Members in accordance with clause 9;
  - (iii) the appointment of an independent examiner;
  - (iv) the determination of the CIO capitation fees payable by classes of members for the next financial year;
  - (v) the approval of the CIO Reserves policy;
  - (vi) the determination of the amount of payment of honoraria for the next financial year;
  - (vii) the consideration of any proposal or other matter of which due notice has been given in accordance with subclause (3)(a);
  - (viii) any member wishing to make any proposal, or raise any other matter for discussion at a general meeting shall give written notice thereof to the Honorary Secretary no later than 14 days preceding the date of the general meeting. In the case of a proposal, this shall be signed by the proposer, and countersigned by the member seconding the proposal. This proposal will be included in the agenda and submitted at least 7 days prior to the meeting. This rule shall not preclude the amendment of any proposal already submitted for discussion in the course of the general meeting;
  - (ix) 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 where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) 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.
- (d) 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 trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

#### **(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 members or 20% of the membership (whichever is the smaller).
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is to be postponed.
- (d) If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must 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 30 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 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 (in person or through electronic communications). In the event of an equality of votes the chair of the meeting shall have a second, or casting vote.
- (c) 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. CIO trustees**

#### **(1) Functions and duties of CIO trustees**

The CIO 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 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.

**(2) Eligibility for trusteeship**

- (a) Every 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)(f).
- (c) No one is entitled to act as a 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.

**(3) Number of CIO trustees**

- (a) There must be at least 10 CIO trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the CIO trustees, or appoint a new CIO trustee.
- (b) There is no maximum number of trustees that may be appointed to the CIO.

**(4) First CIO trustees are:**

<b>Name</b>	<b>Branch</b>
Andrew Heath	Solihull
Denise Grove	Solihull
Robert Stevenson	Nuneaton
Mark Styles	Nuneaton
Martin Wibberley	Rugby
Steve Martin	Rugby
Samantha Peckett	Rugby
Maurice West	Rugby
Janet Willetts	Birmingham
Jane Nimmo	Birmingham
Jitesh Patel	Sutton Coldfield and North Birmingham
Julian Routh	Sutton Coldfield and North Birmingham
Richard Evans	Sutton Coldfield and North Birmingham
Jane Brown	Warwick and Leamington
Bernard Brown	Warwick and Leamington
Christopher Cox	Warwick and Leamington
Peter Barclay	Coventry
Julia Barclay	Coventry
Dr Paul Baines	Shipston
Douglas Nethercleft	Shipston

### **13. Appointment of trustees, and the Organisation of the CIO:**

- (1) At the first AGM of the members of the CIO, all the existing trustees shall retire from office, and new appointments shall be made to the CIO.
- (2) The business of the CIO shall be conducted by the trustees, who shall be elected at the AGM and shall normally consist of the following:
  - (a) Chair, Hon Secretary, Hon Treasurer, President, the immediate past Chairman (during the first year of office of the current Chairman), and Chair Elect, (during the second year of office of the current Chairman). These officers shall be referred to herein as the Executive Officers.
  - (b) In addition to the Executive, the membership shall elect at least 1 and up to 2 elected trustees from each Branch.
  - (c) Each Branch of the CIO shall nominate at least one and up to two members of the CIO as CIO trustees for election at the AGM. It is the duty of elected Branch nominated trustees to ensure the Branch achieves its charitable objects and complies with the CIO's constitution and rules.

#### **The following conditions apply:**

- (a) Any person may be elected by resolution at a General Meeting (AGM/SGM) of the CIO to the office of President of the CIO. The President shall normally hold office for a period of five years, and shall not be eligible for re-election. On completion of his/her term, they shall be elected as Vice President of the CIO. The office of Vice President includes Honorary Life Membership.
- (b) The Chair shall hold office for a period of two years and not be eligible for immediate re-election; other officers are elected for a period of one year, and are eligible for re-election.
- (c) Trustees other than the president and Executive Officers shall normally hold office for a continuous maximum period of 5 years, and shall not normally be eligible for immediate re-election.
- (d) In the event of an office falling vacant, the trustees shall have the power to appoint a member to fill the vacancy. The member so appointed shall hold office until the next AGM and shall then be eligible for election.
- (e) The trustees shall have the power to appoint and dissolve sub-committees of members for such purpose as it may consider desirable. Sub- committees shall report to the trustees.
- (f) Members may be appointed delegates to attend such meetings of other bodies as the trustees may from time to time decide. Delegates shall act in accordance with the instructions of the trustees.
- (g) A Trustee must be a member of the CIO
- (h) A Trustee may not appoint anyone to act on his or her behalf at meetings of the trustees

### **14. Information for new CIO trustees**

The trustees will make available to each new CIO trustee, on or before his or her first trustee meeting:

- (a) a copy of this constitution and any amendments made to it; and

(b) a copy of the CIO's latest trustees' annual report and statement of accounts.

## **15. Retirement and removal of CIO trustees**

- (1) A CIO trustee ceases to hold office if he or she:
  - (a) retires by notifying the CIO in writing (but only if enough 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 trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (e) is removed by the members of the CIO in accordance with sub-clause (3) of this clause; or
  - (f) 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).
  
- (2) A resolution to remove a 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:
  - (a) A resolution is to be proposed at a General Meeting, specifying the circumstances alleged to justify removal from office, and
  - (b) has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.
  
- (3) A 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 15, and the resolution is passed by two-thirds of votes cast at the meeting.

## **16. Reappointment of charity trustees**

Any person who retires as a trustee by rotation or by giving notice to the CIO may be eligible for reappointment.

## **17. Taking of decisions by trustees**

Any decision may be taken either:

- (1) at a meeting of the CIO trustees; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the CIO trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the trustees has signified their agreement. Such a resolution shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the trustees; and
  - (b) the majority of all of the trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the trustees have previously resolved, and delivered to the

CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

## **18. Delegation by trustees**

- (1) The CIO trustees may delegate any of their powers or functions to a Branch or other committees and, if they do, they must determine the terms of reference and conditions on which the delegation is made. The 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 trustees, but is subject to the following requirements;
  - (a) A Branch or other committee must consist of two or more persons, but at least one member of each Branch or other committee must be a CIO trustee;
  - (b) the acts and proceedings of any Branch must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and
  - (c) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of CIO trustees.**

### **(1) Calling meetings**

- (a) The trustees will meet at least 3 times each year. Not less than 14 days' notice of any meeting shall be given, together with a copy of the agenda and any relevant documentation.
- (b) Subject to that, any trustee may call a meeting of the CIO trustees.
- (c) Ten trustees, including at least one trustee from half the number of Branches shall form a quorum. At any meeting of the trustees, each trustee shall have one vote. If necessary, the chairman of the meeting shall be entitled to an additional casting vote.
- (d) The accidental omission to notify any trustee in accordance with rule 19. (1) (a) shall not invalidate any meeting, providing that due notice has been given to the trustees in general conformity with the rules.
- (e) Subject to that, the trustees shall decide how their meetings are to be called, and what notice is required.

### **(2) Chairing of meetings**

The 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 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. A 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. (as defined in Section 7).
- (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 trustees in which each participant may communicate with all the other participants.
- (b) Any trustee participating at a meeting by suitable electronic means agreed by the CIO 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 trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a 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;
  - (d) if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for clause (1), the resolution would have been void, or if the trustee has not complied with clause 7 (Conflicts of interest).

#### **21. Execution of documents**

- (1) The CIO shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the CIO trustees.

#### **22. Use of electronic communications**

##### **(1) General**

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

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner;
- (c) use of electronic communications:
  - (i) To the CIO: Any member or 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.
  - (ii) By the CIO: Any member or 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.

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

- provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
- give trustees notice of their meetings in accordance with clause 19(1) (Calling meetings);
- submit any proposal to the members or trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions).

(iv) The trustees must:

- take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice or proposal;
- 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. General Regulations**

The CIO must comply with its obligations in accordance with Part 2 of Schedule 1 (General Regulations) in relation to the keeping of, and provision of access to, registers of its members and of the CIO trustees.

### **24. Minutes**

The trustees must keep minutes of all:

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

### **25. Accounting records (accounts, annual reports and returns, register maintenance)**

- (1) The CIO 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 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.

### **26. Rules**

- (1) The 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.



- (2) The rules shall be binding on all members of the CIO
- (3) The rules of the CIO shall prevail where there is conflict to any affiliated Association or organisation.

## **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**

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

- (1) This constitution can only be amended by a resolution passed by 75% of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), 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 CIO 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 the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.
- (5) Satisfying sub clauses (1) - (3) takes effect as soon as passed by a general meeting, and shall remain in force unless the amendment fails to be recorded by the Charities Commission in the Register of the 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.

(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 CIO trustees must decide how any remaining assets of the CIO shall be applied. Such decision to take into account representations from each Branch as to the application of those assets held on behalf of the CIO by that Branch.

(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 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 Charity Commission with the following attachments:
  - (i) a copy of the resolution passed by the members of the CIO;
  - (ii) a declaration by the CIO 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 CIO 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 CIO 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.

(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 sub-clause (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 apply 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 [Part 9, Chapter 4] of the General Regulations.

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

**“A Branch”** is a subset of the CIO’s members, organised on an area basis and managed by an Executive Committee. A branch operates under powers delegated by the CIO under clause 18 of this constitution to meet the charity’s objects.

**Part 2**

**Amendments to the constitution**

**This original constitution (classified as Version 1) was adopted at the**

**AGM.....date**

**Signed: ..... Title**

**Signed: ..... Title**

This constitution can only be amended by a resolution passed by 75% of votes cast at a general meeting of the members of the CIO; see all of clause 28

**This amendment to the constitution was adopted at the AGM  
on .....date**

**Signed: ..... Title**

**Signed: ..... Title**