

# Constitution of Garway Community Association CIO

Date of constitution (last amended): 29<sup>th</sup> July 2019

## 1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is Garway Community Association

## 2. National location of principal office

The principal office of the CIO is in England.

## 3. Objects

The objects of the CIO are:

- 3.1 to promote the benefit of the inhabitants of the area of benefit without distinction of sex, sexual orientation, age, disability, nationality, race or of political, religious or other opinions, by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
- 3.2 to establish, or secure the establishment of, a Community Centre and to maintain and manage the same (whether alone or in co-operation with any statutory authority or other person or body) in furtherance of the Objects;
- 3.3 to promote such other charitable purposes as may from time to time be determined.

The Charity shall be non-party in politics and non-sectarian in religion. The area of benefit ("area of benefit") shall be Garway Parish in the County of Herefordshire.

## 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:

- 4.1 co-operate with other voluntary organisations, statutory authorities and individuals;
- 4.2 establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- 4.3 promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the area of benefit;
- 4.4 acquire and distribute funds and to assist in the provision of grants to community organisations in the area of benefit;
- 4.5 arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- 4.6 collect and disseminate information on all matters relating to the Objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- 4.7 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 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.8 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- 4.9 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 to 123 of the Charities Act 2011;
- 4.10 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;
- 4.11 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 and disposal of Specified Trust Property**

### **5.1 Application of income and property**

- 5.1.1 The income and property of the CIO must be applied solely in furtherance of the objects.
- 5.1.2 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.
- 5.1.3 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.
- 5.1.4 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:
  - 5.1.4.1 a benefit from the CIO as a beneficiary of the CIO;
  - 5.1.4.2 reasonable and proper remuneration for any goods or services supplied to the CIO.

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

### General provisions

- 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 trustees' or connected persons' benefits
  - 6.2.1 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.
  - 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 and 186 of the Charities Act 2011.

- 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 2% (or more) per annum below the base rate of a clearing bank to be selected by the charity trustees.
- 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

The CIO and its charity trustees may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is satisfied:

- 6.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the charity trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the CIO.
- 6.3.2 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.
- 6.3.3 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.
- 6.3.4 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.
- 6.3.5 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.
- 6.3.6 The reason for their decision is recorded by the charity trustees in the minute book.
- 6.3.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

### 6.4 In clauses 6.2 and 6.3:

- 6.4.1 “the CIO” includes any company in which the CIO:
  - 6.4.1.1 holds more than 50% of the shares; or
  - 6.4.1.2 controls more than 50% of the voting rights attached to the shares; or
  - 6.4.1.3 has the right to appoint one or more directors to the board of the company;
- 6.4.2 “connected person” includes any person within the definition set out in clause 34 (Interpretation);

## **7. Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- 7.1 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
- 7.2 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).

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**

### **Admission of new members**

- 9.1 Membership shall be open, irrespective of sex, sexual orientation, age, disability, race, nationality, or political, religious or other opinions to:
  - 9.1.1 individuals aged 18 and above:
    - 9.1.1.1 who live within the area of benefit, who shall be known as full members;
    - 9.1.1.2 who live outside the area of benefit, who shall be known as associate members.
  - 9.1.2 individuals under the age of eighteen years, whether living within or outside the area of benefit, who shall be known as junior members;
  - 9.1.3 associations and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) which operate solely or in part within the area of benefit, are voluntary or non-profit-distributing and which wish to support the Objects, which shall be known as affiliated members;
  - 9.1.4 statutory authorities in whose administrative area the area of benefit lies which shall be known as statutory authority members.

### **Admission procedure**

- 9.2 The charity trustees -
  - 9.2.1 may require applications for membership to be made in any reasonable way that they decide;
  - 9.2.2 shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
  - 9.2.3 may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
  - 9.2.4 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

- 9.2.5 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.

### **Transfer of membership**

- 9.3 Membership of the CIO cannot be transferred to anyone else.

### **Duty of members**

- 9.4 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.

### **Termination of membership**

- 9.5 Membership of the CIO comes to an end if -
- 9.5.1 the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
  - 9.5.2 the member sends a notice of resignation to the charity trustees; or
  - 9.5.3 any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
  - 9.5.4 the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- 9.6 Before the charity trustees take any decision to remove someone from membership of the CIO they must -
- 9.6.1 inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - 9.6.2 give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
  - 9.6.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
  - 9.6.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - 9.6.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

### **Membership fees**

- 9.7 The CIO may require members to pay reasonable membership fees to the CIO.

### **Classes of membership**

- 9.8 The charity trustees may establish additional classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 9.9 The charity trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 9.10 The rights attached to a class of membership may only be varied if:

9.10.1 three-quarters of the members of that class consent in writing to the variation; or

9.10.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

9.11 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **10. Sections**

Groups of individuals, being full, junior or associate members, may, with the permission of the charity trustees, form themselves into sections for the furtherance of common activities of the CIO. The following provisions apply to sections:

10.1 the charity trustees shall determine the terms of reference and functions of each such section and the duration of its activities;

10.2 no section may disregard any instruction of the charity trustees or carry on any activity that may, in the charity trustees' opinion, conflict with the objects, the standing orders or any decision made by the charity trustees;

10.3 sections may fundraise for their activities utilising, with the permission of the charity trustees, the charity registration of the CIO but all funds so raised or property acquired with such funds shall belong to the charity and, subject to clause 9.4, shall be paid to the CIO immediately following receipt.

10.4 sections may hold such funds for float purposes as shall be agreed from time to time with the charity trustees;

10.5 sections and members thereof have no power of management or control over any part of the CIO's assets.

## **11. Forum**

11.1 In addition to annual general meetings the charity trustees shall convene at least one open meeting in each calendar year as a consultative forum of representatives of all groups/organisations/agencies which use the community centre or are active in the area of benefit (including non-member organisations) (hereinafter called "Stakeholders").

11.2 The charity trustees shall, except in the case of emergency, give not less than seven clear days' notice of such open meeting to stakeholders which notice shall be posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit;

11.3 Stakeholders attending any such meeting shall constitute the forum. The forum is the process by which stakeholders may raise and discuss amongst themselves and members of the charity issues that affect the area of benefit and/or the running or use of the community centre operated by the CIO.

11.4 The forum may also be used for the giving of a report from the charity trustees on policies and procedures connected with the use of the community centre and reports from stakeholders. Any proposal arising from discussion at the meeting concerning the use of the community centre shall be referred to the next meeting of the charity trustees;

11.5 The chair of the charity trustees shall normally chair the meeting but in his or her absence or if the forum decides otherwise those present shall elect one of their number to take the chair.

## **12. Members' decisions**

- 12.1 Except for those decisions that must be taken in a particular way as indicated in clause 12.4, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in clause 12.2 or by written resolution as provided in clause 12.3.

### **Taking ordinary decisions by vote**

- 12.2 Subject to clause 12.4, 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 (including proxy votes).

### **Taking ordinary decisions by written resolution without a general meeting**

- 12.3.1 Subject to clause 12.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- 12.3.1.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - 12.3.1.2 a simple 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.
- 12.3.2 The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- 12.3.3 The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- 12.3.4 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 in accordance with clause 12.3.1.1.
- 12.3.5 Not less than 10% of the members of the CIO with power to vote may request the charity trustees to make a proposal for decision by the members.
- 12.3.6 The charity trustees must within 21 days of receiving such a request comply with it if-
- 12.3.6.1 The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - 12.3.6.2 The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - 12.3.6.3 Effect can lawfully be given to the proposal if it is so agreed.
- 12.3.7 Clauses 12.3.1 to 12.3.3 apply to a proposal made at the request of members.

### **Decisions that must be taken in a particular way**

- 12.4.1 Any decision to remove a trustee must be taken in accordance with clause 17 (Retirement and removal of charity trustees).]
- 12.4.2 Any decision to amend this constitution must be taken in accordance with clause 32 of this constitution (Amendment of Constitution).
- 12.4.3 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 32 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.



## **13. Meetings of members**

### **Types of general meeting**

- 13.1 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 14.3.
- 13.2 Other general meetings of the members of the CIO may be held at any time.
- 13.3 All general meetings must be held in accordance with the following provisions.

### **Calling general meetings**

- 13.4 The charity trustees -
  - 13.4.1 must call the annual general meeting of the members of the CIO in accordance with clause 13.1, and identify it as such in the notice of the meeting; and
  - 13.4.2 may call any other general meeting of the members at any time.
- 13.5.1 The charity trustees must, within 21 days, call a general meeting of the members of the CIO if -
  - 13.5.1.1 they receive a request to do so from at least 10% of the members of the CIO; and
  - 13.5.1.2 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.
- 13.5.2 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 clause 13.5.1 shall have effect as if 5% were substituted for 10%.
- 13.5.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 13.5.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 13.5.5 Any general meeting called by the charity trustees at the request of its members must be held within 28 days from the date on which it is called.
- 13.5.6 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.
- 13.5.7 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.
- 13.5.8 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.

### **Notice of general meetings**

- 13.6.1 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.



- 13.6.2 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 clause 13.6.1 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.
- 13.6.3 The notice of any general meeting must –
- 13.6.3.1 state the time and date of the meeting,
  - 13.6.3.2 give the address at which the meeting is to take place,
  - 13.6.3.3 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, and
  - 13.6.3.4 if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.
  - 13.6.3.5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 28 (Use of electronic communication), details of where the information may be found on the CIO's website
  - 13.6.3.6 contain a statement setting out the right of members to appoint a proxy clause 13.12
- 13.6.4 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.
- 13.6.5 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.

### **Chairing of general meetings**

- 13.7 The person nominated as chair by the charity trustees under clause 21.2 (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.

### **Quorum at general meetings**

- 13.8.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- 13.8.2 Subject to the following provisions, the quorum for general meetings shall be the greater of 5% of or five members. An organisation represented by a person present at the meeting in accordance with clause 13.10, is counted as being present in person.
- 13.8.3 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 is closed.
- 13.8.4 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 must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.
- 13.8.5 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.

13.8.6 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.

### **Voting at general meetings**

13.9.1 Any decision other than one falling within clause 12.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy votes).

13.9.2 Every full member, every authorised representative of an affiliated member and statutory authority member, and every authorised representative of associate members present in person shall have one vote.

13.9.3 No full member or, in the case of an affiliated member or statutory authority member, their authorised representative, shall be entitled to vote in any specific capacity at any general meeting unless all moneys then payable by reference to such capacity by him or her or by his or her appointing affiliated member or statutory authority member to the CIO have been paid.

13.9.4 Junior members have the right to attend general meetings of the CIO but have no right to vote at general meetings of the CIO.

13.9.5 Associate members may attend as observers but shall not have the right to vote at general meetings of the CIO. Associate members have power to elect one of their number to represent them and vote on their behalf at general meetings. Any such election shall take place at a general meeting of the charity. The chair shall manage all aspects of the meeting of associate members to elect an authorised representative. All disputes arising in relation to any such meeting shall be referred to the chair whose decision shall be final and binding. Otherwise, all the provisions of these articles which apply to general meetings shall (so far as possible) apply to any such meetings save that ten associate members or one-third of the total number of such members in each case, whichever shall be the lesser shall be the quorum for a meeting.

13.9.6 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 in person or by proxy at the meeting.

13.9.7 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.

13.9.8 A poll may be taken -

13.9.8.1 at the meeting at which it was demanded, or

13.9.8.2 at some other time and place specified by the chair, or

13.9.8.3 through the use of postal or electronic communications.

13.9.9 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.

13.9.10 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.

## **Representation of organisations and corporate members**

13.10 An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

## **Adjournment of meetings**

13.11 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.

## **Proxy voting**

13.12 Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO.

13.12.1: Proxies must be appointed by notice in writing a ("proxy notice") which:

- a) states the name and address of the person appointing the proxy;
- b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
- d) is delivered to the CIO in accordance with the constitution and any instructions contained in the general meeting to which they relate.

13.12.2: The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

13.12.3: Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

13.12.4: Unless a proxy notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

13.12.5: A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting, or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

13.12.6: An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

13.12.7: A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

13.12.8: If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.]

## **14. Charity trustees**

### **Functions and duties of charity trustees**

- 14.1 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 -
- 14.1.1 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
  - 14.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
    - 14.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and
    - 14.1.2.2 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.

### **Eligibility for trusteeship**

- 14.2.1 Every charity trustee must be a natural person.
- 14.2.2 No one may be appointed as a charity trustee:
- 14.2.2.1 if he or she is under the age of 18 years; or
  - 14.2.2.2 if he or she would automatically cease to hold office under the provisions of clause 17.1.6.
- 14.2.3 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.

### **Honorary officers**

- 14.3.1 Only members of the CIO aged eighteen years and over shall be eligible to serve as Honorary Officers.
- 14.3.2 The members with the power to vote present at the AGM shall elect a Treasurer and Secretary of the CIO and such other Honorary Officers as the CIO may from time to time decide who shall serve in their respective capacities as Honorary Officers of the CIO. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with clause 20.
- 14.3.3 At its first meeting after the AGM the charity trustees shall elect from among their members a Chair and Vice Chair. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with clause 20.
- 14.3.4 An Honorary Officer shall cease to hold office if he or she notifies the Secretary in writing of his or her resignation.
- 14.3.5 If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the CIO, the charity trustees shall have the power to fill it from among its members.
- 14.3.6 Subject to clause 14.3.5, all Honorary Officers shall hold office until the conclusion of the next AGM and shall be eligible for re-election.

## **Number and election of charity trustees**

- 14.4.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- 14.4.2 The first charity trustees shall have power to appoint further charity trustees who shall hold office until the end of the first annual general meeting. Such charity trustees shall have power to elect a Chairman and Vice-Chairman. Subject to this, the charity trustees shall consist of the following charity trustees:
- 14.4.2.1 the Honorary Officers elected under clause 14.3;
  - 14.4.2.2 up to 12 individuals elected by full members and by the authorised representatives of affiliated members and statutory authority members at an AGM;
  - 14.4.2.3 up to 3 individuals co-opted by the charity trustees who shall serve as charity trustees until the conclusion of the next AGM;
- 14.4.3 Full members and authorised representatives of associate members, affiliated members and of statutory authority members shall be entitled by ordinary resolution at a general meeting of the charity to elect any full member, associate member or any authorised representative of affiliated members and of statutory authority members (in each case) willing to act to be a charity trustee either to fill a vacancy or as an additional charity trustee PROVIDED THAT the number of persons in office at any one time who have been so appointed by the members shall not exceed 12 (or such other maximum number as may be determined by the charity in general meeting).
- 14.4.4 Any election of charity trustees made under clause 14.4.2 shall be minuted and the minutes shall be signed by the chair of the meeting and submitted to the secretary.
- 14.4.5 In order to be eligible to vote at any meeting of the charity trustees, every charity trustee must-
- 14.4.5.1 be or become a full or associate member of the CIO (save for any authorised representative of affiliated members and of statutory authority members) and
  - 14.4.5.2 sign a declaration of willingness to act as a charity trustee of the CIO.
- 14.4.6 Subject as aforesaid, the CIO may by ordinary resolution appoint a person who is willing to act to be a charity trustee either to fill a vacancy or as an additional charity trustee and may also determine the rotation (if applicable) in which any additional charity trustees are to retire.
- 14.4.7 The charity trustees may appoint a person who is willing to act to be a charity trustee either to fill vacancy or as an additional trustee PROVIDED THAT the appointment does not cause the number of charity trustees to exceed any number fixed by or in accordance with the constitution as the maximum number of charity trustees. A charity trustee so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the charity trustees who are to retire by rotation (if applicable) at the meeting. If not reappointed at such AGM, he or she shall vacate office at the conclusion thereof.
- 14.4.8 An employee of the CIO shall not be eligible to be a charity trustee, or member of any section committee or any sub-committee of the CIO, but may be invited to attend such committees as a non-voting adviser.

## **First charity trustees**

- 14.5 The first charity trustees of the CIO are –
- Adam Harris Adamson
  - Elizabeth Butcher (Secretary)

Cara Jenny Campbell  
Tom Hoare William  
Craig Hooper (Treasurer)  
Janet Rosemary Pullen  
Richard Michael Sparey (Chair)  
Leslie Watson (Vice Chair)  
Corinne Westacott

## **15. Rotation of charity trustees**

- 15.1 At every annual general meeting of the members of the CIO, half of the charity trustees shall retire from office. If there is an odd number of trustees, the number to retire shall be the next number beyond half, but if there is only one charity trustee, he or she shall retire;
- 15.2 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 15.3 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in clauses 14.4.6 and 14.4.7;

## **16. Information for new charity trustees**

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

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

## **17. Retirement and removal of charity trustees**

- 17.1 A charity trustee ceases to hold office if he or she –
  - 17.1.1 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);
  - 17.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
  - 17.1.3 dies;
  - 17.1.4 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;
  - 17.1.5 is removed by the members of the CIO in accordance with clause 17.2; or
  - 17.1.6 is disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 17.2 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 13.4, and the resolution is passed by a simple majority of votes cast at the meeting.

17.3 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.

## **18. Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

## **19. Taking of decisions by charity trustees**

Any decision may be taken either:

- 19.1 at a meeting of the charity trustees; or
- 19.2 by resolution in writing or electronic form agreed by a simple majority 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 provided that:
  - 19.2.1 a copy of the resolution is sent or submitted to all the charity trustees eligible to vote; and
  - 19.2.2 a simple majority of charity trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the principal office within the period of 28 days beginning with the circulation date.

## **20. Delegation by charity trustees**

- 20.1 The charity trustees may delegate any of their powers or functions to a committee or 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.
- 20.2 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 -
  - 20.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - 20.2.2 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
  - 20.2.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **21. Meetings and proceedings of charity trustees**

### **21.1 Calling meetings**

- 21.1.1 Any charity trustee may call a meeting of the charity trustees.
- 21.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.



## **21.2 Chairing of meetings**

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.

## **21.3 Procedure at meetings**

21.3.1 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.

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

21.3.3 In the case of an equality of votes, the chair shall have a second or casting vote.

## **21.4 Participation in meetings by electronic means**

21.4.1 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.

21.4.2 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.

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

## **22. Saving provisions**

22.1 Subject to clause 22.2, 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:

22.1.1 who was disqualified from holding office;

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

22.1.3 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.

22.2 Clause 22.1 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 22.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **23. Advisers to the charity trustees**

23.1 There are two types of advisers to the charity trustees: advisers elected by junior members and advisers appointed by the charity trustees. Junior members are given the special right to elect advisers as provided hereunder because they are not entitled to vote at general meetings of the CIO.

- 23.2 Junior members shall be entitled from time to time and at any time to elect any person who is willing to act to be an adviser to the charity trustees (without the right to vote), and to remove a person appointed by them as an adviser to the charity trustees from office provided always that the number of advisers to the charity trustees appointed by them and in office at any one time shall not exceed two. Any such election or removal shall take place in accordance with the rules.
- 23.3 Every such election or removal shall be by notice in writing, signed by a majority of the members under 18 years of age and given to the Secretary and shall take effect upon receipt.
- 23.4 The charity trustees may at any time and from time to time appoint any person of any age to the position of adviser to the charity trustees.
- 23.5 An adviser to the charity trustees shall advise and assist the charity trustees but shall not attend meetings of the charity trustees except at the invitation of the trustees, and when present at meetings of the charity trustees he or she shall not be entitled to vote, nor be counted in the quorum, but subject to this he or she shall as adviser to the charity trustees have such powers, authorities and duties as the charity trustees may in the particular case from time to time determine.
- 23.6 An adviser to the charity trustees shall not be deemed a charity trustee, nor shall he or she be a charity trustee for any of the purposes of the constitution or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Charities Act 2011.
- 23.7 Without prejudice to any rights or claims the adviser to the charity trustees may have under any contract with the CIO, any appointment as an adviser may be terminated by the charity trustees at any time.
- 23.8 An adviser may receive such remuneration (if any) in addition to the remuneration received as an employee of the CIO as the charity trustees shall from time to time determine.

## **24. Execution of documents**

- 24.1 The CIO shall execute documents by signature.
- 24.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **25. 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.

## **26. Minutes**

The charity trustees must keep minutes of all:

- 26.1 appointments of officers made by the charity trustees;
- 26.2 proceedings at general meetings of the CIO;
- 26.3 meetings of the charity trustees and committees of charity trustees including:
- 26.3.1 the names of the charity trustees present at the meeting;
- 26.3.2 the decisions made at the meetings; and
- 26.3.3 where appropriate the reasons for the decisions;
- 26.3.4 decisions made by the charity trustees otherwise than in meetings.

## **27. Accounting records, accounts, annual reports and returns, register maintenance**

- 27.1 The charity trustees must comply with the requirements of Part 8 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.
- 27.2 The charity trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **28. Use of electronic communications**

### **28.1 General**

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

- 28.1.1 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;
- 28.1.2 any requirements to provide information to the Commission in a particular form or manner.

### **28.2 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 purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

### **28.3 By the CIO**

28.3.1 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.

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

28.3.2.1 provide the members with the notice referred to in clause 13.6 (Notice of general meetings);

28.3.2.2 give charity trustees notice of their meetings in accordance with clause 21.1 (Calling meetings); [and

28.3.2.3 submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 12 (Members' decisions), and clause 19 (Taking of decisions by charity trustees)

29.3.3 The charity trustees must –

28.3.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

28.3.3.2 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.

## **29. 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 bylaws must not be inconsistent with any provision of this constitution. Copies of any such rules or bylaws currently in force must be made available to any member of the CIO on request.

### **30. 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.

### **31. Amendment of constitution**

As provided by sections 224 to 227 of the Charities Act 2011:

31.1 This constitution can only be amended:

31.1.1 by resolution agreed in writing by all members of the CIO; or

31.1.2 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 13 (Meetings of members).

31.2 Any alteration of clause 3 (Objects), or of the trusts of the Specified Trust Property, or clause 32 (Voluntary winding up or dissolution), or 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.

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

31.4 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.

### **32. Voluntary winding up or dissolution**

32.1 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:

32.1.1 at a general meeting of the members of the CIO called in accordance with clause 13.4 (Calling of general meetings), of which not less than 14 days' notice has been given to members with power to vote and to the inhabitants of the area of benefit of the age of eighteen years and upwards and which notice shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Commission:

(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.

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

32.2.1 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.

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

32.2.3 In either case the remaining assets must be transferred to a charity or charitable organisation with similar purposes to those of the CIO for the benefit of the inhabitants of the area of benefit.

32.3 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:

32.3.1 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;

32.3.2 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.

32.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **33. Indemnity**

33.1 In the execution of their duties no charity trustee shall be liable:

33.1.1 for any loss to the property of the CIO by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or

33.1.2 for the negligence or fraud of any agent employed by him or her or by any other charity trustee in good faith (provided reasonable supervision shall have been exercised);

and no charity trustee shall be liable by reason of any mistake or omission made in good faith by any charity trustee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

33.2 The CIO shall indemnify every charity trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the CIO.

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

- (ii) two or more persons falling within sub-paragraph (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 [Part 10, Chapter 4] of the General Regulations.

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

**"Original Governing Document"** means trust deed 1044667 Garway Village Hall Charity Conveyance and trust deed dated 25<sup>th</sup> November 1994 and registered 7<sup>th</sup> March 1995.

**"Original Charity"** means Garway Village Hall Charity.

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