

*Constitution*

of the Charitable Incorporated Organisation

**GRASSINGTON  
DEVONSHIRE INSTITUTE**

Registered Charity No 1185815

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Constitution of the Charitable Incorporated Organisation

# GRASSINGTON DEVONSHIRE INSTITUTE

*Date of Constitution: 15th October 2019*

## NAME AND LOCATION

### Name

1. The name of the Charitable Incorporated Organisation ("the CIO") is GRASSINGTON DEVONSHIRE INSTITUTE.

### National location of principal office

2. The principal office of the CIO is in England.

## OBJECTS AND POWERS

### Objects

3. The objects of the CIO are to manage and control the 'Town Hall' at Grassington and, in the interests of social welfare, to provide or assist in the provision of facilities for recreation and other leisure time occupation of the inhabitants of Grassington and its immediate neighbourhood with a view to improving their conditions of life.

### Powers

4. 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 has power to—
  - (a) take over the assets and activities of the unincorporated charity 'Grassington Devonshire Institute', charity number 249787, including the right to receive legacies left to and covenants payable in favour of that charity;
  - (b) provide facilities for recreation, amateur dramatics, concerts and other entertainments and educational classes and meetings;
  - (c) 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;
    - (a) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
    - (b) 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;
    - (c) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Trustee only to the extent that it is permitted to do so by clauses 8 to 11 and provided it complies with the conditions of those clauses;
    - (d) 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.

### **RESTRICTIONS ON USE OF INCOME AND PROPERTY**

5. The income and property of the CIO shall be applied solely towards the promotion of the objects, provided that—
  - (a) a Trustee is entitled to be reimbursed from the property of the CIO, or may pay out of such property, reasonable expenses incurred by her or him when acting on behalf of the CIO;
  - (b) a 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.
6. 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 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.
7. Nothing in the above clauses shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 8.

### **Benefits and payments to Trustees and connected persons**

8. No 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 clauses 9 to 12 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.
9. A Trustee or connected person may receive a benefit from the CIO as a beneficiary on the same terms as other beneficiaries.
10. A 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).
11. A 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 Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
12. A 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.

### **Scope of restrictions**

13. In clauses 9 to 12—
  - (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 95.

### **LIABILITY OF MEMBERS**

14. 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.

### **GENERAL STRUCTURE OF THE CIO**

15. The structure of the CIO consists of—
  - (a) the MEMBERS, being individuals who meet the criteria for membership established by this Constitution and by the Trustees;
  - (b) the TRUSTEES, being individuals appointed or elected from amongst the membership in accordance with this Constitution.
16. Members have the right to attend and vote at general meetings and have important powers under the Constitution; in particular, the members elect people to serve as Trustees and must take any decisions about changes to this Constitution. The Trustees meet regularly during the period between Annual General Meetings, and generally control and supervise the activities of the CIO; in particular, the Trustees are responsible for monitoring the financial position of the CIO.

### **MEMBERSHIP OF THE CIO**

#### **Admission of new members**

17. Membership of the CIO shall comprise individuals aged 16 years and over who are residents of Grassington and surrounding villages, and who are supportive of the CIO's aims and objects.
18. Admission to membership shall be at the discretion of the Trustees, who shall require the payment of a subscription set from time to time by the Trustees.

#### **Transfer of membership**

19. Membership is personal to the individual on whom it has been conferred and cannot be transferred to someone else.

#### **Duty of members**

20. It is the duty of each member of the CIO to exercise her or his powers as a member of the CIO in the way she or he decides in good faith would be most likely to further the purposes of the CIO.

#### **Termination of membership**

21. Membership shall be terminated if he or she—
  - (a) resigns in writing to the CIO; or
  - (b) fails to pay any subscription three months after the date it became due; or

- (c) is expelled by the Trustees for conduct prejudicial to the CIO, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

## **THE BOARD OF TRUSTEES**

### **Number of Trustees**

- 22. 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 general meeting, to appoint a new Trustee, or to wind up the CIO.
- 23. The maximum number of Trustees is thirteen. The Trustees may not appoint any Trustee if as a result the number of Trustees would exceed the maximum.

### **Functions and duties of Trustees**

- 24. The 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 Trustee—
  - (a) to exercise her or his powers and to perform her or his functions in her or his capacity as a Trustee of the CIO in the way she or he 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 she or he has or holds herself out as having; and,
    - ii) if she or he 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.

### **Eligibility for Trusteeship**

- 25. Under no circumstances shall any of the following serve as Trustees—
  - (a) a person aged less than 16 years;
  - (b) an employee of the CIO;
  - (c) a person who is an undischarged bankrupt;
  - (d) a person who has an unspent conviction involving dishonesty or deception or who would otherwise be 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).

### **First Trustees**

- 26. The first Trustees of the CIO are—
  - Hanne Barton for 3 years
  - David Wood for 2 years
  - Mandy Clover for 2 years

## APPOINTMENT AND REMOVAL OF TRUSTEES

### Appointment of Trustees

27. The Trustees shall from time to time determine procedures for the election of Trustees from amongst the membership, which may include elections held at the Annual General Meeting (“AGM”), or a postal ballot of the members conducted prior to the AGM, or any other method considered to be effective and democratic.

### Retirement cycle

28. At every AGM one-quarter of the elected Trustees shall retire from office. In the event that the number is not divisible by four, then the proportion to retire shall be that which is nearest to one-quarter.
29. The Trustees to retire shall be those longest in office since they were last elected. Where there are Trustees who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. A retiring Trustee is eligible for re-election, provided that anyone who has served as a Trustee for twelve consecutive years cannot be re-elected or re-appointed until at least three years have elapsed.
30. Retiring Trustees shall vacate office and incoming Trustees shall take up office at the conclusion of the AGM.

### Casual vacancies

31. The Trustees may at their discretion fill a casual vacancy amongst their number by appointing someone from the membership to fill the vacant place. A casual vacancy shall exist when there are fewer Trustees than there were at the end of the most recent AGM. A Trustee appointed in this manner shall serve until the date that would have seen the retirement of the person they have replaced.

### Co-opted Trustees

32. In addition to the Trustees elected and appointed under clauses 27 to 31, the Trustees may co-opt up to four members of the CIO to serve as Trustees, selected because of the particular skills or experience they may bring to the management of the CIO, provided that—
- (a) any person so co-opted shall stand down at the AGM following their co-option unless the members of the CIO at the AGM confirm that person in post; and
  - (b) at no time shall more than one-third of the Trustees be co-opted.

### Information for new Trustees

33. The Trustees will make available to each new Trustee, on or before her or his first appointment—
- (a) a copy of the current version of this Constitution; and
  - (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

### Retirement and removal of Trustees

34. The office of a Trustee shall be immediately vacated if she or he—
- (a) resigns her or his office in writing to the CIO (but only if at least three Trustees will remain in office); or
  - (b) ceases to be a member of the CIO; or

- (c) is absent without good reason from three consecutive Trustees' meetings, and the remaining Trustees decide that she or he shall vacate office by reason of such absence; or
- (d) is removed from office by a vote taken at a general meeting, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;
- (e) becomes bankrupt or makes any arrangement with her or his creditors generally or is otherwise disqualified by law from serving as a charity trustee.

## **TAKING OF DECISIONS BY TRUSTEES**

35. Any decision may be taken either—
- (a) at a meeting of the Trustees; or
  - (b) by resolution in writing or electronic form agreed by all of the Trustees.

### **Delegation by Trustees**

36. The 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 Trustees may at any time alter those terms and conditions, or revoke the delegation. 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 committee may consist of two or more persons, but at least one member of each committee must be a Trustee of the CIO;
  - (b) the acts and proceedings of any committee 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.

## **MEETINGS OF TRUSTEES**

### **Calling meetings**

37. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.

### **Chairing of meetings**

38. 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.

### **Procedure at meetings**

39. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

40. The quorum shall be two Trustees or one third of the total number of Trustees, whichever is the greater number.
41. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
42. A Trustee may not appoint anyone else to act on her or his behalf at meetings of the Trustees.
43. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be lost.
44. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
45. All acts done by the Trustees or by any person acting as a Trustee shall, even if it is afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

#### **Conflicts of interest and conflicts of loyalties**

46. A Trustee must declare the nature and extent of any interest, direct or indirect, which she or he 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.
47. A Trustee must absent herself from any discussions of the Trustees in which it is possible that a conflict will arise between her or his duty to act solely in the interests of the CIO and any personal interest (including but not limited to any personal financial interest).
48. Any 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 Trustees on the matter.

### **TAKING OF DECISIONS BY MEMBERS OF THE CIO**

#### **General provisions**

49. Except for those decisions that must be taken in a particular way as indicated in clause 52, decisions of the members of the CIO may be taken either by vote at a general meeting or by written resolution.

#### **Making ordinary decisions at a general meeting**

50. Except where this Constitution requires otherwise, any decision of the members may be made by a simple majority of votes cast at a general meeting at which a quorum is present.

#### **Making ordinary decisions by written resolution**

51. Except where this Constitution requires otherwise, a resolution may be made in writing if agreed by a simple majority of all the members, as follows—
  - (a) The proposed resolution shall be circulated to members in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
  - (b) The document indicating a member's approval of a written resolution may be sent to the CIO as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.

- (c) A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
- (d) A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. Eligibility to vote on the resolution is limited to individuals who are members of the CIO on the date when the proposal is first circulated.

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

52. Any decision to amend this Constitution must be taken in accordance with clause 87. Any decision to wind up or dissolve the CIO must be taken in accordance with clause 91. 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.

## **GENERAL MEETINGS OF MEMBERS**

### **Types of general meeting**

53. 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.
54. Other general meetings of the CIO may be held at any time.
55. The Trustees must, within 21 days, call a general meeting of the members of the CIO if—
- (a) they receive a request to do so from at least 10% of the members of the CIO; and
  - (b) the request states the general nature of the business to be dealt with at the meeting. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
56. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
57. Any general meeting called by the Trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
58. If the 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.
59. A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.
60. The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the Trustees who were responsible for such failure.

### **Notice of general meetings**

61. Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of the members.
62. The notice of any general meeting must—
- (a) state the time and date of the meeting;
  - (b) give the address at which the meeting is to take place;

- (c) 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
  - (d) if a proposal to alter the Constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.
63. The notice for the AGM must include the annual statement of accounts and trustees' annual report or details of where the information may be found on the CIO's website.
64. 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.
65. The proceedings of a meeting shall not be invalidated because a member that was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

### **Chairing of general meetings**

66. The person nominated to chair meetings of the Trustees shall, if present at the general meeting and willing to act, preside as chair of the meeting. If no-one has been so nominated or if he or she is not present or willing to act, the members of the CIO who are present shall elect one of their number to preside at the meeting.

### **Quorum at general meetings**

67. No business shall be transacted at a general meeting unless a quorum is present, in person or by proxy. Unless otherwise decided by the CIO, a quorum shall be five members or 20% of the membership, whichever is the greater number.
68. 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.
69. If the meeting has been called in any other way and if—
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall direct.
70. The Trustees must give at least seven clear days' notice of such an adjourned meeting, stating the date, time and place of the meeting.
71. If at this adjourned meeting no quorum is present 15 minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.

### **Voting at general meetings**

72. Any decision other than one falling within clause 52 shall be taken by a simple majority of votes cast at the meeting. Each member present has one vote on any question to be decided at a general meeting.
73. 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 those present.
74. 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.

75. A poll may be taken—
- (a) at the meeting at which it was demanded; or
  - (b) at some other time and place specified by the chair; or
  - (c) through the use of postal or electronic communications.
76. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not have a second or casting vote.
77. 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.

### **Adjournment of meetings**

78. 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.

## **ADMINISTRATION AND GENERAL**

### **Execution of documents**

79. A document is validly executed by the CIO if it is signed by at least two of the Trustees.

### **Use of electronic communications**

80. 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.

### **Keeping of Registers**

81. 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 Trustees.

### **Minutes**

82. The Trustees must keep minutes of all—
- (a) appointments of officers made by the Trustees;
  - (b) proceedings at general meetings of the CIO;
  - (c) meetings of the Trustees and committees of Trustees including:
    - i) the names of the Trustees present at the meeting;
    - ii) the decisions made at the meetings; and
    - iii) where appropriate, the reasons for the decisions;
  - (d) decisions made by the Trustees otherwise than in meetings.

## Accounts, reports and returns

83. The 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 account, and to the preparation of annual reports and returns. The statements of account, 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.

## Register of Charities

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

## Rules

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

## Disputes

86. 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.

## AMENDMENT OF CONSTITUTION

87. As provided by clauses 224-227 of the Charities Act 2011, this Constitution can only be amended—
- (a) by resolution agreed in writing by all members of the CIO; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
88. Any alteration of clause 3 (Objects), clauses 91 to 94 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
89. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
90. 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. The amendment does not take effect until it has been recorded in the Register of Charities.

## VOLUNTARY WINDING UP OR DISSOLUTION

91. 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) by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with this Constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote; or
  - (b) by a resolution agreed in writing by all members of the CIO.

92. 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 Trustees must decide how any remaining assets of the CIO shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
93. 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 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 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 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 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 Trustee of the CIO who was not privy to the application.
94. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## INTERPRETATION

95. In this Constitution—
- "connected person" means—
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
  - (d) an institution which is controlled:
    - i) by the 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 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 10, Chapter 4 of the General Regulations.

"Trustee" means a trustee of the CIO.

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