Incorporated:

CHARITABLE INCORPORATED ORGANISATION CONSTITUTION OF

THE BADEN-POWELL SCOUTS' ASSOCIATION

BLANDY & BLANDY

solicitors

Blandy & Blandy LLP
One Friar Street
Reading
Berkshire
RG1 1DA
Tel (0118) 951 6800

('Association' Model Constitution)

Date of constitution (last amended): [INSERT DATE]

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is The Baden-Powell Scouts' Association, and it's abbreviated name is B-PSA.

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The aim of the Association is to develop good citizenship and character among young people who are both self-reliant and useful to others.

This is delivered through progressive training based on the principles and values of Scouting as laid down by Lord Baden-Powell and the Law and Promise given by him in "Scouting for Boys".

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

4. Powers

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 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.

4.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

4.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.

4.4 Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses.

(a) Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.

5.1.1 a charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO;

5.1.2 a charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:

5.2.1 a benefit from the CIO as a beneficiary of the CIO;

5.2.2 reasonable and proper remuneration for any goods or services supplied to the CIO.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1 **General provisions**

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 B-PSA.

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 prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause,

a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 **Scope and powers permitting trustees' or connected persons' benefits**

6.2.1 A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.2.2 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.

6.2.3 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 B-PSA.

6.3 In clause 6.2:

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 29 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

7.1 A charity trustee must:

7.1.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared.

7.1.2 Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

7.2 Any charity trustee absenting himself or herself from any discussions in accordance with clause 7.1 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

9.1 **Admission of new members**

9.1.1 Eligibility

Application for membership of the CIO is open to anyone who is interested in furthering its purposes, and who undertakes to affirm the Law and Promise as appropriate to Scouts, Wolf Cubs or Beavers and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in clause 9.3.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

9.1.2 **Admission procedure**

The charity trustees:

9.1.2.1 May require applications for membership to be made in any reasonable way that they decide.

9.1.2.2 Shall, if they approve an application for membership, notify the applicant of their acceptance within a reasonable time.

9.1.2.3 May refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so.

9.1.2.4 Shall, if they decide to refuse an application for membership, give the applicant notice of that decision within a reasonable time.

9.2 Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

9.3 Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO to further the purposes of the CIO.

9.4 Termination of membership

9.4.1 Membership of the CIO comes to an end if:

9.4.1.1 the member dies, or, in the case of an organisation that organisation ceases to exist; or

9.4.1.2 the member sends a notice of resignation to the charity trustees; or

9.4.1.3 any sum of money owed by the member to the CIO is not paid in full within 30 days of its falling due, or a payment plan is agreed with the CIO; or

9.4.1.4 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.

9.4.2 Before the charity trustees take any decision to remove someone from membership of the CIO they must:

9.4.2.1 Suspend the member with immediate effect and inform the member of the reasons why it is proposed to remove him, her or it from membership;

9.4.2.2 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;

9.4.2.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

9.4.2.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and

9.4.2.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.5 Membership fees

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

9.6 **Informal or associate (non-voting) membership**

9.6.1 Voting membership of the B-PSA is restricted to the General Scout Council (warrant holders of the B-PSA and members of the National Committee).

9.6.2 The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

9.6.3 Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10 Members' decisions

10.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in clause 10.4, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.

10.2 Taking ordinary decisions by vote

Subject to clause 10.4, 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 votes cast by postal or electronic ballot.

10.3 Taking ordinary decisions by written resolution without a general meeting

10.3.1 Subject to clause 10.4, 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:

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

10.3.1.2 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. 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.

10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3 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 10.3.1.

10.3.4 Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

10.3.5 After receiving such a request the charity trustees must discuss it at their next meeting, and within a further 21 days comply with it if:

10.3.5.1 the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

10.3.5.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

10.3.5.3 effect can lawfully be given to the proposal if it is so agreed.

10.3.6 clause 10.3.1, clause 10.3.2 and clause 10.3.3 apply to a proposal made at the request of members.

10.4 Decisions that must be taken in a particular way

10.4.1 Any decision to remove a trustee must be taken in accordance with clause 14.2.

10.4.2 Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).

10.4.3 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11 General meetings of members

11.1 Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause **Error! Reference source not found.**.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

11.2 Calling general meetings

11.2.1 The charity trustees:

11.2.1.1 must call the annual general meeting of the members of the CIO in accordance with clause 11.1, and identify it as such in the notice of the meeting; and

11.2.1.2 may call any other general meeting of the members at any time.

11.2.2 The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

11.2.2.1 they receive a request to do so from at least 20% of the members of the CIO; and

[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 this sub-clause shall have effect as if 10% were substituted for 20%.]

11.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the members making the request.

11.2.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

11.2.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.2.5 Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

11.2.6 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.

11.2.7 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.

11.2.8 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.

11.3 Notice of general meetings

11.3.1 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.

11.3.2 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 the above sub-clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

11.3.3 The notice of any general meeting must:

11.3.3.1 state the time and date of the meeting:

11.3.3.2 give the address at which the meeting is to take place;

11.3.3.3 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

11.3.3.4 if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

11.3.3.5 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 21 (Use of electronic communication), details of where the information may be found on the CIO's website.

11.3.4 Notice shall be deemed to be given 48 hours after it was posted or sent.

11.3.5 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.

11.4 Chairing of general meetings

The person nominated as chair by the charity trustees under clause 18.2 (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.

11.5 Quorum at general meetings

11.5.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

11.5.2 Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members.

11.5.3 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.

11.5.4 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 either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.

11.5.5 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.

11.5.6 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.

11.6 Voting at general meetings

11.6.1 Any decision other than one falling within clause 10.4 (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including electronic and postal votes). Every member has one vote.

11.6.2 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 at the meeting.

11.6.3 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.

11.6.4 A poll may be taken:

11.6.4.1 at the meeting at which it was demanded; or

11.6.4.2 at some other time and place specified by the chair; or

11.6.4.3 through the use of postal or electronic communications.

11.6.5 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.

11.6.6 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.

11.7 **Proxy voting**

11.7.1 The B-PSA does not allow members to vote by proxy.

11.8 **Postal Voting**

11.8.1 The CIO allows the members to vote by post or electronic mail to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

11.8.2 The charity trustees must appoint at least two persons to serve as scrutineers to supervise the conduct of the postal / electronic ballot and the counting of votes.

11.8.3 If postal and /or electronic voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 14 days before the deadline for receipt of votes cast in this way:

11.8.3.1 A notice by electronic means, if the member has agreed to receive notices in this way under clause 21 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by electronic mail or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

11.8.3.2 A notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the

member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

11.8.4 The voting procedure must require all forms returned by post to a nominated scrutineer and to include the name and signature of the member.

11.8.5 The voting procedure for votes cast by electronic means must require the member's name to be at the top and must be authenticated in the manner specified in the voting procedure.

11.8.6 Electronic votes must be returned to a nominated scrutineer.

11.8.7 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

11.8.8 The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or electronically is allowed to vote at the meeting and counts towards the quorum.

11.8.9 For postal votes and electronic votes, the scrutineers must record the member's name and that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

11.8.10 Votes cast by post or electronically must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and electronically and the number of votes received which were invalid.

11.8.11 The scrutineers must not disclose the result of the postal / electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

11.8.12 Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid electronic votes; evidence of invalid votes; the valid votes; and the invalid votes.

11.8.13 Any dispute about the conduct of a postal or electronic ballot must be referred to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO.

11.9 Representation of [organisations and] corporate members

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.

11.10 Adjournment of meetings

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

12 Charity trustees

12.1 Functions and duties of charity trustees

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

12.1.1 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.

12.1.2 To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

12.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and

12.1.2.2 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.

12.2 Eligibility for trusteeship

12.2.1 Every charity trustee must be a natural person.

12.2.2 No one may be appointed as a charity trustee:

12.2.2.1 if he or she is under the age of 18 years; or

12.2.2.2 if he or she would automatically cease to hold office under the provisions outlined in clause 14.1.6.

12.2.3 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.

12.3 Number of charity trustees

All voting members of the B-PSA National Committee are trustees of the charity.

12.3.1 The National Committee shall at any time consist of a minimum of 10 voting members and a maximum of 30 voting members.

12.3.2 Voting members of the National Committee (NC) are:

12.3.2.1 The Chief Commissioner – appointed by the NC for a period of 5 years

12.3.2.2 Headquarters Commissioners responsible for:- International, Training, Beavers, Wolf Cubs, Scouts, Senior Scouts and Rover Scouts – appointed by the NC on the recommendation of the Chief Commissioner for a period of 5 years

12.3.2.3 Area Commissioners – one for each administrative Area (defined by the NC). Appointed by the NC from candidates recommended by the Area Council. Appointed for a period of 3 years.

12.3.2.4 Association Secretary and Association Treasurer elected by the General Scout Council at each AGM.

12.3.2.5 Not less than 7 (or more than 15) members elected at each AGM – positions can include:- Administration Secretary, Minute Secretary, Uniform Supplies, Badge Supplies, Publications, Magazine Editor, Legal Advisor, Archivist, Safety Adviser, Insurance Adviser, Web Master, Child Protection Officer

12.3.2.6 Area Representatives - one for each administrative Area (defined by the NC). Elected by the Area Council for a period of one year.

12.3.2.7 Up to 3 co-opted members appointed by the NC for a period of one year, for special duties.

12.3.2.8 All positions may be re – elected.

12.4 First charity trustees

The first charity trustees of the CIO are:

[INSERT FULL NAME OF CHARITY TRUSTEE]

[INSERT FULL NAME OF CHARITY TRUSTEE]

[INSERT FULL NAME OF CHARITY TRUSTEE]

[INSERT FULL NAME OF CHARITY TRUSTEE]

[INSERT FULL NAME OF CHARITY TRUSTEE]

13 Information for new charity trustees

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

13.1.1 A copy of this constitution and any amendments made to it.

13.1.2 A copy of the CIO's latest trustees' annual report and statement of accounts.

14 Retirement and removal of charity trustees

14.1 A charity trustee ceases to hold office if he or she:

14.1.1 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).

14.1.2 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

14.1.3 Dies.

14.1.4 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 trustee and may remain so for more than three months.

14.1.5 Is removed by the members of the CIO in accordance with clause 14.2.

14.1.6 Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

14.2 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

14.3 A resolution to remove a charity trustee in accordance with clause 14.2 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.

15 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.

16 Taking of decisions by charity trustees

Any decision may be taken either:

16.1.1 At a meeting of the charity trustees.

16.1.2 By resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:

16.1.2.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

16.1.2.2 the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within the time specified within the resolution.

16.1.2.3 It is recorded at the next meeting of the trustees

17 Delegation by charity trustees

17.1 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.

17.2 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:

17.2.1 A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee.

17.2.2 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.

17.2.3 The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18 Meetings and proceedings of charity trustees

18.1 Calling meetings

18.1.1 Any charity trustee may call a meeting of the charity trustees.

18.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

18.2 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.

18.3 Procedure at meetings

18.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is one third of the total number of charity trustees, or such larger number as the charity trustees may decide from time to time.

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

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

18.4 **Participation in meetings by electronic means**

18.4.1 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.

18.4.2 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.

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

19 Saving provisions

19.1 Subject to clause 19.2, 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:

19.1.1 Who was disqualified from holding office;

19.1.2 Who had previously retired or who had been obliged by the constitution to vacate office.

19.1.3 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.

19.2 Clause 19.1 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 19.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

20 Execution of documents

20.1 The CIO shall execute documents by signature.

21 Use of electronic communications

21.1 General

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

21.1.1 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.

21.1.2 Any requirements to provide information to the Commission in a particular form or manner.

21.2 **Use of electronic communications**

21.2.1 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.

21.2.2 By the CIO

21.2.2.1 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.

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

21.2.2.2.1 Provide the members with the notice referred to in clause 11.3 (Notice of general meetings).

21.2.2.2.2 Give charity trustees notice of their meetings in accordance with clause 18.1 (Calling meetings).

21.2.2.2.3 Submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), clause 10.3 (Decisions taken by resolution in writing), or clause 11.8 (Postal voting).

21.2.3 The charity trustees must:

21.2.3.1 Take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal.

21.2.3.2 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.

22 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.

23 Minutes

The charity trustees must keep minutes of all:

23.1.1 Appointments of officers made by the charity trustees.

23.1.2 Proceedings at general meetings of the CIO.

23.1.3 Meetings of the charity trustees and committees of charity trustees including:

23.1.3.1 the names of the trustees present at the meeting;

23.1.3.2 the decisions made at the meetings; and

23.1.3.3 where appropriate the reasons for the decisions.

23.1.4 Decisions made by the charity trustees otherwise than in meetings.

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

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

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

25 Rules

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

26 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.

27 Amendment of constitution

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

27.1.1 This constitution can only be amended:

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

27.1.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

27.1.2 Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

27.1.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28 Voluntary winding up or dissolution

28.1 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:

28.1.1 At a general meeting of the members of the CIO called in accordance with clause 11 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

28.1.1.1 by a resolution passed by a 75% majority of those voting, or

28.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

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

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

28.2.1 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.

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

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

28.3 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:

28.3.1 The charity trustees must send with their application to the Commission:

28.3.1.1 a copy of the resolution passed by the members of the CIO;

28.3.1.2 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

28.3.1.3 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;

28.3.2 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.

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

29 Interpretation

In this constitution:

"**Connected person**" means:

29.1.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

29.1.2 the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

29.1.3 a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

29.1.4 an institution which is controlled:

29.1.4.1 by the charity trustee or any connected person falling within sub-clause (a), (b) or (c) above; or

29.1.4.2 by two or more persons falling within sub-clause (d)(i), when taken together;

29.1.5 a body corporate in which:

29.1.5.1 the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

29.1.5.2 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.

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

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

The "**National Committee"** shall administer and manage the Association and it's property between Annual General Meetings. Membership of the National Committee is defined in paragraph 12.3