



## **Constitution of the Cymru Older People's Alliance (Registered Charity 1174518)**

Date of constitution: August 23<sup>rd</sup> 2017. Revised 30 October 2019 and 21 January 2021

### **1. Name**

The name of the Charitable Incorporated Organisation ("the CIO") is Cymru Older People's Alliance (COPA)

### **2. National location of principal office**

The principal office of the CIO is: c/o Age Cymru, Mariners House, Trident Court, East Moors Road, Cardiff, CF24 5TD

### **3. Charitable Purposes**

**The organisations charitable purposes are:**

1. To promote social inclusion for the public benefit by working with people in Wales who are socially excluded on the grounds of their old age to relieve the needs of such people and assist them to integrate into society, in particular by:

- a) organising member network groups within local authority areas that encourage and enable older members of the community to participate more effectively with the wider community;
- b) increasing, or co-ordinating, opportunities for older people to engage with service providers, to enable those providers to adapt services to better meet the needs of older people and developing and promoting good practice and;
- c) providing an effective, representative and independent advocate for older people's views and to influence policy and practice concerning older people at a local, regional and national level which may include undertaking political activities provided that the trustees are satisfied that the proposed political activities will further the purposes of the charity to an extent justified by the resources committed and the political activity is not the dominant means by which the charity carries out its objects

2. The promotion of equality and diversity in Wales and in particular the elimination of discrimination on the grounds of age for the public benefit by:

- a) advancing education and raising awareness in equality and diversity;
- b) promoting activities to foster understanding between people from diverse backgrounds;



- c) conducting or commissioning research on equality and diversity issues and publishing the results to the public;
- d) cultivating a sentiment in favour of equality and diversity by the use of publications, schemes for businesses, celebrating the achievements of older people as ambassadors promoting positive images and public advocacy.

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 that is calculated to further its object or is conducive or incidental to doing so.

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

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

(a) A 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.

(b) 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.

(2) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment that is authorised by Clause 6.

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

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

No charity trustee or connected person may:

- a. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the CIO;
- c. be employed by, or receive any remuneration from, the CIO;
- d. receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

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

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the 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**

Informal or associate (non-voting) membership

- (a) The charity trustees may create associate or other classes of non-COPA Forum representation, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions



for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to “members” and “membership” do not apply to non-COPA Forum representation, and non-COPA Forum representatives do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations

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

### **(a) Eligibility**

Membership of the CIO is open to any formally constituted organisation managed by older people that is interested in furthering its purposes, and which, by applying for membership, has indicated its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

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

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iii) shall, if they decide to refuse an application for membership, give the applicant organisation their reasons for doing so, within 21 days of the decision being taken, and give the applicant organisation the opportunity to appeal against the refusal; and
- (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

## **(2) Transfer of membership**

Membership of the CIO cannot be transferred to another organisation.

## **(3) Duty of members**

It is the duty of each member of the CIO to exercise their powers as a member of the CIO in the way the organisation decides in good faith would be most likely to further the purposes of the CIO.

## **(4) Termination of membership**



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

- (i) that member organisation ceases to exist; or
- (ii) the member organisation sends a notice of resignation to the charity trustees; or
- (iii) any sum of money owed by the member organisation to the CIO is not paid in full within six months of its falling due; or
- (iv) the charity trustees decide that it is in the best interests of the CIO that the member organisation in question should be removed from membership, and they pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove a member organisation from membership of the CIO they must:

- (i) inform the organisation of the reasons why it is proposed to remove it from membership;
- (ii) give the organisation at least 21 clear days' notice in which to make representations to the charity trustees as to why it should not be removed from membership;
- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member organisation should be removed from membership;
- (iv) consider at that meeting any representations which the member organisation makes as to why the member should not be removed; and
- (v) allow the member organisation, or its representative, to make those representations in person at that meeting, if the member so chooses.

## **10) Register of COPA Forum Representatives (Voting Members)**

### **(a) Forum Representation**

- 1 The members of each Local Authority Area Network shall elect a maximum of 2 people to be Voting Members – called COPA Forum representatives - and represent the COPA member organisations in their authority area at the AGM and other relevant meetings.
- 2 The normal term of office for a voting member will be 3 years however people may stand for re-election at the end of each term of office.
- 3 The board must keep a register of COPA Forum Representatives, setting out:

- 3.1 for each current voting member:
  - 3.1.1 his/her full name and contact details; and
  - 3.1.2 the date on which he/she was registered as a voting member of the organisation;
- 3.2 for each former voting member - for at least six years from the date on he/she ceased to be a voting member:
  - 3.2.1 his/her name; and
  - 3.2.2 the date on which he/she ceased to be a voting member.
- 4 The board must ensure that the register of COPA Forum Representatives is updated within 28 days of any change:
  - 4.1 which arises from a resolution of the board or a resolution passed by the members of the organisations the voting member represents; or
  - 4.2 which is notified to the organisation.
- 5 If a voting member or charity trustee of the organisation requests a copy of the register of COPA Forum Representatives, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a voting member (rather than a charity trustee), the board may provide a copy which has the contact details blanked out.

### **(c) Withdrawal from membership**

Any person who wants to withdraw from COPA Forum Representation must give notice of withdrawal to their organisation, he/she will cease to be a voting or ordinary member as from the time when the notice is received by their organisation.

### **(d) Transfer of membership**

COPA Forum Representation of the organisation may not be transferred by a voting member.

### **(e) Re-registration of members**

1. The board may, at any time, issue notices to member organisations requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
2. If a member organisation fails to provide confirmation to the board (in writing or by e-mail) that it wishes to remain as a member of COPA before the expiry of the 28-day period the board may expel it from membership.



3. A notice will not be valid unless it refers specifically to the consequences (under clause 2) of failing to provide confirmation within the 28-day period.

#### **(f) Expulsion from COPA Forum Representation**

Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at their Local Network meeting, providing the following procedures have been observed: -

- I. at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- II. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **11. Members' decisions**

#### **(a) General provisions**

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

#### **(b) Taking ordinary decisions by vote**

Subject to sub-clause (d) of this clause, any decision of the COPA Forum Representative 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 email ballot, and proxy votes)].

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

(1) Subject to sub-clause (d) of this clause, a resolution in writing agreed by a simple majority of all the COPA Forum Representative who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (ii) a simple majority of COPA Forum Representative 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 voting member's agreement must be authenticated by their signature.

(2) The resolution in writing may comprise several copies to which one or more voting members has signified their agreement.

(3) Eligibility to vote on the resolution is limited to members who are COPA Forum Representative of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(4) Not less than 20% of the COPA Forum Representative of the CIO may request the charity trustees to make a proposal for decision by the COPA Forum Representative.

(a) The charity trustees must within 21 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(5) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

**(d) Decisions that must be taken in a particular way**

(a) Any decision to remove a trustee must be taken in accordance with clause [16(1)]

(b) Any decision to amend this constitution must be taken in accordance with clause [30] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [31] 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.

## 12. General meetings of COPA

### (a) Types of general meeting

There must be an annual general meeting (AGM) of the CIO. The AGM 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].

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.

### (b) Calling general meetings

(1) The charity trustees:

(i) must call the annual general meeting of the CIO in accordance with sub-clause (a) of this clause, and identify it as such in the notice of the meeting; and

(ii) may call any other general meeting of CIO at any time.

(2) The charity trustees must, within 21 days, call a general meeting of the CIO if:

(i) they receive a request to do so from at least 20% of the CIO; and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the voting member(s) making the request.

(3) If, at the time of any such request, there has not been any general meeting of the voting members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 10% were substituted for 20%.

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

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

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

(7) 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.

(8) 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.

(9) 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.

### **(c) Notice of general meetings**

(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.

(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 sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(3) The notice of any general meeting must:

(i) state the time and date of the meeting;

(ii) give the address at which the meeting is to take place;

(iii) 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

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

(v) 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.

(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.

(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.

(6) The annual meeting proceedings may be held virtually if agreed by the Trustees and:

(a) If agreed, the annual meeting may be held by suitable electronic means agreed by the charity trustees in which each participant is facilitated to communicate with all the other participants and in those circumstances shall qualify as being present at the meeting.

(b) Annual Meetings held by electronic means must comply with rules for annual meetings set out at clause

#### **(d) Chairing of general meetings**

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.

#### **(e) Quorum at general meetings**

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

(ii) Subject to the following provisions, the quorum for general meetings shall be the greater of 20% or eight members.

(iii) 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.

(iv) 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 at least seven clear days before the date on which it will resume.

(v) 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.

(vi) 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 CIO, the meeting must be adjourned.

#### **(f) Voting at general meetings**

(i) Any decision other than one falling within clause [11(d)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting [(including proxy and postal votes)]. Every voting member has one vote.

(ii) 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 COPA Forum Representative present in person or by proxy at the meeting.

(iii) 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.

(iv) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(v) 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.

(vi) 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.

#### **(g) 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.

### **13. Charity trustees**

#### **(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:

(a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

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

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

(ii) if he or she acts as a 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.

#### **(2) Eligibility for trusteeship**

(a) Every charity trustee must be a natural person.

(b) Every Charity Trustee must satisfy the terms of the recruitment criteria agreed by the CIO

(c) No one may be appointed as a charity trustee:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause [16(1)(e)].

(d) 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.

### **(3) Number of charity trustees**

The minimum number of Nominated Trustees is four. The maximum number of charity trustees is twelve. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

## **14. Appointment of charity trustees**

### **(1) Elected Trustees**

(i) Trustees shall be elected from each area network in accordance with an administrative procedure agreed by the Trustees. Appointment as an elected trustee shall be made from the members and agreed by the Board in accordance with a procedure it has agreed and should be notified to the AGM.

(ii) The Board of Trustees may at any time decide to appoint a new charity trustee where a vacancy has arisen.

(iii) If it does not prove feasible to appoint Elected Trustees from a particular area the Board may disregard the geographic representation at (i) and appoint the most suitable elected representative from any area of Wales.

### **(2) Nominated Trustees**

(i) The Board may appoint up to 3 trustees from any geographical location in Wales

(ii) The Board at its discretion may appoint a fourth nominated trustee to improve the range of expertise available to it and ensure representation from across Wales. This power could also be utilised for external recruitment of a Chair, in the circumstances set out in clause 18 (5)

(iii) Such appointment will be made at a formal meeting of the Board

(iv) Each appointment will be for a period of 3 years which may be renewed once

(v) The appointment will be affective from the date the CIO is informed

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

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

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

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

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

(1) A charity trustee ceases to hold office if he or she:

(a) 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);

(b) 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;

(c) dies;

(d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) is 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).

(f) At every annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(g) 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;

## **17. Reappointment of charity trustees**

Any person who retires as a charity trustee by retirement or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for two consecutive terms of three years each - six years in total - may not be reappointed for a third consecutive term but may be reappointed after an interval of at least two years

## **18. Office-bearers**

1) The charity trustees must elect (from among themselves) a chair, a treasurer and a vice chair.

2) In addition to the office-bearers required under clause 1, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.



3) All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 18 (1).

4) A person elected to any office will automatically cease to hold that office: -

a) if he/she ceases to be a charity trustee; *or*

b) if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

c) If he/she has served 2 terms of up to 6 years.

5) a) If the Charity is unable to appoint a Chair from within the appointed trustees, then an external recruitment can be conducted. In these circumstances, the Board must first agree a protocol for the process and terms and conditions for the conduct of the appointment. This may include the use of an independent member of the appointment panel to provide impartiality, fair play and objectivity.

b) In these circumstances, the externally appointed Chair would become the fourth nominated trustee to the Board as set out in clause 14 (2).

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

Any decision may be taken either:

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

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

(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.

(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 -

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) 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

(c) 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**

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

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

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

The Chair, or in their absence Vice-Chair, will chair meetings. If either of these 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.

### **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is at least 50% of the total number of charity trustees. 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.
- (b) Issues to resolve arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

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

- (a) A General or Board meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) 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.

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

## **23. Saving provisions**

(1) Subject to sub-clause (2) of this clause, 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:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution

to vacate office;

- 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.

(2) Sub-clause (1) of this clause 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 (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

#### **24. Use of electronic communications**

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.

#### **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:

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

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

(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.

(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.

## **28. Rules**

The charity trustees may from time to time make such reasonable and proper rules or bye-laws or procedures as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws or procedures 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.

## **29. 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.

## **30. Amendment of constitution**

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

(1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the CIO; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of clause 3 (Objects), clause [31] (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.

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

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission

within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

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

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

(a) at a general meeting of the members of the CIO called in accordance with clause [12] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (i) by a resolution passed by a 75% majority of those voting, or
- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting, or

(b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

(b) If the resolution does not contain such a provision, the charity 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.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the register of charities, and in particular:

(a) the charity trustees must send with their application to the 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;

(b) 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.

(4) If the CIO is to be wound up or dissolved in any other circumstances,

the provisions of the Dissolution Regulations must be followed.

### 32. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above
- (c) a person carrying on business in partnership with the charity trustees or with any person falling within sub-clauses (a) or (b) above
- (d) an institution which is controlled:
  - (i) by the charity trustee or any person falling within sub-clauses (a), (b) or (c) above
  - (ii) by two persons falling into (d)(1) when taken together
- (e) a body corporate in which:
  - (i) the charity trustee or any connected person falling with sub-clauses (a) to (c) above has a substantial interest, or
  - (ii) two or more persons falling within sub-clause (e)(i) have a substantial interest