

**CONSTITUTION**

**OF**

**COMBE RAIL**

**CHARITABLE INCORPORATED ORGANISATION**

**AS AGREED ON THE 8<sup>th</sup> of May 2015**

by

Chair: Richard Heacock ..... 

Secretary: Yvonne Hin ..... 

Treasurer: Daniel Roche ..... 



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### 1. DEFINITIONS

In this constitution

**"AGM"** means the annual general meeting of this Trust.

**"C.C."** Means the Charity Commission.

**"Communications Provisions"** means the Communications Provisions in Part 10, chapter 4 of the General regulations.

**"Connected person" means**

- (1) A child, parent, grandchild, grandparent, brother or sister, the spouse or civil partner, of the trustee.
- (2) A person carrying on business in partnership with the trustee or with any person falling within sub clause 1 of this clause.
- (3) An institution which is controlled by:
  - (a) By the trustee or any person falling within clause 1 and 2 of this clause, or
  - (b) By two or more persons falling within clause 1 and 2 of this clause
- (4) A body corporate in which:
  - (a) The trustee or any connected person falling within sub clauses (1) and (2) of this clause and has a substantial interest; or
  - (b) Two or more persons falling within sub clauses (4) (a) who when taken together, have a substantial interest.

**"Dissolution Regulations"** means the Charitable Incorporated Organisations (insolvency and Dissolution) regulation 2012.

**"General Regulations"** means the Charitable Incorporated Organisation (General) Regulations 2012

**"Poll"** means a written counted vote or ballot.

**"Trustee"** means a trustee of this Trust.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting terms used in this constitution.

## **2. NAME.**

The name of the CIO is Combe Rail CIO.

## **3.PRINCIPAL OFFICE.**

The principal office of the CIO is in England.

## **4. THE OBJECTS.**

The objects of the CIO are the;

- (1) To preserve and protect the heritage of the Ifracombe to Barnstaple railway by restoring, maintaining and operating the railway line.
- (2) The Advancement of education for the public benefit about the history of the railway and its connections with the localities through which it ran, in particular but not exclusively through the preservation and display of historical artefacts, relics and documents connected with the railway and carrying out research into the history and operation of the railway and the study of its importance to the local area during the time it ran, in particular the holiday traffic and the publication of the results of such research and study.
- (3) To provide or assist in the provision of facilities in the interest of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life.

## **5. POWERS.**

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

- (1) Borrow money and to charge the whole of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the charities act 2011 if it wishes to mortgage land.
- (2) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- (3) Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power the CIO must comply as appropriate with sections 117 and 119-123 of the charities act 2011;
- (4) Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 7 and provide it complies with the conditions of those clauses;
- (5) Deposit or invest funds, employ a professional fund manager and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the trustee act 2000

## **6. 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 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 trustee may benefit from trustee indemnity insurance cover purchased at the CIOs expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2000.

- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of a 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.
- (3) Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by clause 7.

## **7. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

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

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 financial benefit from the CIO;

Unless the payment or benefit is authorised by sub clause (2) of this clause, or authorised by the court of the C. C. In this clause, a “financial benefit” means a benefit direct or indirect, which is either money or has a momentary value.

### **(2) Scope and powers permitting trustees’ or connected persons benefits**

- (a) A trustee or connected person may receive a benefit from the CIO as beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where it is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person.
- (d) 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.
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of 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.
- (f) 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.

### **(3) Payment for supply of goods only-controls**

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

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the trustee or connected person supplying the goods
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the trustees in the minute book.
  - (g) A majority of the trustees then in office are not in receipt of payments authorised by clause 6.
- 4 In sub-clauses (2) and (3) of this clause:
- (a) "The CIO" includes any company in which the CIO;
    - (i) Holds more than 50% of the shares; or
    - (ii) Controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company;
  - (b) "connected person" includes any person within the definition in clause 1;

#### **8. CONFLICTS OF INTEREST/LOYALTY**

A trustee must:

- (1) Declare the nature and extent of any interest/loyalty, 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 trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the CIO and any personal interests including but not limited to any financial interest.

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.

#### **9. LIABILITY OF MEMBERS IF THE CIO 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.

#### **10. MEMBERSHIP OF THE CIO**

A member may be an individual, or an affiliated organisation may be represented by an individual.

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

###### **(a) Eligibility**

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or 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 trustees:

- (i) May require applications for membership to be made in any reasonable way they decide;
- (ii) Shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) May refuse an application for membership if they believe that it is in the best interest of the CIO for them to do so;
- (iv) Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) 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 anyone else except in the case of an individual representing an organisation, whose membership may be transferred by the organisation to a new representative. Such transfer of membership does not effect until the CIO has received written notification of the transfer.

(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 in the way he or she 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) the member dies, or in the case of an organisation that the organisation ceases to exist; or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) any sum of money owed by the member to the CIO is not paid in full within 6 months of its falling due; or
- (iv) The 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.

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

- (i) Inform the member of the reasons why it is proposed to remove him, her from membership;
- (ii) Give the member at least 21 days clear notice in which to make representations to the trustees as to why he, she should not be removed from membership;
- (iii) At a duly constituted meeting of the trustees, consider whether or not the member should be removed from membership;
- (iv) Consider at that meeting any representation which the member makes as to why the member should not be removed; and
- (v) Allow the member, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

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

## **11. GENERAL MEETINGS OF MEMBERS**

(1) Types of general meetings

The first AGM of the members 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, the trustees' annual report, and must elect trustees as required under clause [14].

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

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

(2) Calling general meetings

(a) The trustees;

- (i) Must call the AGM in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- (ii) May call any other meeting of the members at any time.

(b) The trustees must, within 21 days, call a general meeting of the members if:

- (i) they receive a request to do so from at least 10% of the members; and
- (ii) 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.

(c) If at the time of any such request, there has not been any General meeting of the members of the CIO for more than 12 months, then sub clause 2 (b) (i) of this clause shall have effect as if 5% were substituted for 10%.

- (d) Any such request may include particulars of a resolution that may be properly proposed, and is intended to be proposed at the meeting.
  - (e) A resolution may only be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
  - (f) Any general meeting called by the trustees at the request of the members must be held within 28 days from the date on which it is called.
  - (g) If the trustees fail to comply with this obligation to call a general meeting at the member's request, then the members who requested the meeting may themselves call a general meeting.
  - (h) A general meeting called in this way must be held not more than 3 months after the date when members first requested the meeting.
  - (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the CIOs to duly call the meeting, but the CIO shall be indemnified by the CIOs trustees who were responsible for such failure.
- (3) **Notice of general meetings**
- (a) The trustees, or, as the case may be the relevant members of the CIO, must give at least 14 clear day's notice of any general meeting to all of the members.
  - (b) If it is agreed by not less than 90% of all members of the CIO any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3 (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General regulations.
  - (c) The notice of any AGM must include:  
The time and date of the meeting, give the address at where the meeting is to take place the annual statement of accounts and the trustees annual report.  
It must also include any details of persons standing for election or re-election as trustees.  
Particulars of any resolution which is to be moved at the meeting, including the text of any proposed alteration to the constitution and of the general nature of any other business to be dealt with.  
If allowed under clause 20 details of where the information may be found on the CIOs website.
  - (d) 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 hrs. after it was posted or sent.
  - (e) The proceedings of a meeting shall not be invalidated because a member did not receive it because of accidental omission by the CIO.
- (4) **Chairing of general meetings**
- The person nominated as chair by the trustees under clause 17(2) 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 member to preside at the meeting.
- (5) **Quorum at general meetings**
- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
  - (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with clause 10 (1), is counted as being present in person.
  - (c) 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 must be closed.
  - (d) 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 which the meeting will resume either be announced by the chair or notified to the CIOs members at least seven clear days before the date on which it will resume.

- (e) If the quorum is not present within 15 minutes of the start time of the adjourned meeting, the members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

## **12. VOTING AND ADJOURNMENTS AT GENERAL MEETINGS**

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

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 26 of this constitution.
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 27 of this constitution. Any decision to amalgamate or transfer the undertaking of the CIO to one or more CIOs must be taken in accordance with the provisions of the charities act 2011.

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

Any ordinary 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 on a show of hands other than election of trustees which shall be by a poll, unless before or on the declaration of the result of the show of hands a poll is duly demanded by the chair or by at least 10% of the members present..

- (a) A poll demanded on the election of a person to chair the meeting or a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result announced, in such manner as the chair of the meeting shall decide, providing that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (b) A poll may be taken at the meeting at which it was demanded or at some other time and place specified by the chair or through the use of postal or electronic communications.
- (c) In the event of an equality of votes, whether on a show of hands or a poll, the chair of the meeting shall have second or casting vote.
- (d) 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.

### **(6) Representation of organisations**

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

### **(7) Adjournment of meetings**

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

## **13. TRUSTEES**

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

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

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



- (b) To exercise, in the performance of those functions, such care skill as reasonable in the circumstances having regard to;
  - (i) Any special knowledge or experience that he or she has; 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 trustee must be a natural person and be a member of the CIO.
- (b) No one may be appointed as a charity trustee if he or she is under the age of 16 or if he or she would be disqualified under the provision of clause 15 (1)(f)
- (c) A member must express his willingness to be a trustee before he is nominated or re-nominated to be a trustee.
- (d) At least one trustee must be at least 18 years of age, if no trustees are at least 18 years of age the trustees may only call a meeting of the trustees to appoint a new trustee.

(3) Number of trustees

- (a) There must be no less than 3 trustees nor more than 10 trustees.
- (b) If the number falls below the minimum, the remaining trustees may only call a meeting to appoint a new trustee/s.

(4) The first Trustees

The first trustees of the CIO are -      Chair: Richard Heacock  
   Treasurer: Daniel Roche  
   Secretary: Yvonne Hin

**14 APPOINTMENT OF TRUSTEES.**

- (1) At the first annual general meeting of the members of the CIO all the trustees shall retire from office they may be re-elected
- (2) At every annual general meeting of the CIO, one third of the trustees shall retire from office. If the number of 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;
- (3) The 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 agree among themselves be determined by lot;
- (4) The vacancies so arising may be filled by the decision of the members at the annual general meeting, any vacancies not filled at the annual general meeting may be filled as provided in sub clause (5) of this clause;
- (5) The trustees may co-opt members as trustees as long as the total number of trustees does not exceed the number of trustees stated in clause 13(3)(a)
- (6) Trustees appointed by the members of the CIO shall retire in accordance with sub-clause (2) and (3) of this clause. A trustee appointed by the trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the trustees is to retire by rotation at that meeting.
- (7) The trustees will make available to each new trustee, on or before his or her first appointment: A copy of this constitution with any amendments that may have been made and a copy of the latest CIOs annual report and accounts.

### **15. RETIREMENT, REMOVAL OR REAPPOINTMENT OF TRUSTEES**

- (1) A trustee ceases to hold office if he or she;
  - (a) Retires by notifying the CIO in writing (but only if enough trustees will remain in office when the notice of resignations takes effect to form a quorum);
  - (b) Is absent without permission of the trustees from all of 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 by a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (e) Is removed by the members of the CIO in accordance with sub-clause 2 of this clause; or
  - (f) Is disqualified from acting as a charity trustee by virtue of section 178-180 of the charities act 2011 or any statutory re-enactment or modification of the provision.
- (2) A trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause (11) and the resolution is passed by a two thirds majority of votes cast at the meeting.
- (3) A resolution to remove a trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify the removal from office, and has been given a reasonable opportunity of making oral and/or written representation to the members of the CIO.
- (4) Any Person who retires as a trustee is eligible for reappointment.

### **16 DELEGATION BY TRUSTEES**

- (1) 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.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements
  - (a) A committee may consist of two or more persons, but at least one member of each committee must be a trustee;
  - (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

### **17. MEETINGS AND PROCEEDINGS OF TRUSTEES**

- (1) Calling meetings

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

The trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment, If no one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their number to chair that meeting.
- (3) Procedure at meetings
  - (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two, or the number nearest to one third of the total number of trustees, whichever is the greater. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second casting vote.
- (d) Any decision may be taken either at a meeting of the trustees or by a resolution in writing or electronic form agreed by all of the trustees, which may comprise either a simple document or several documents containing the text of the resolution in like form to each of which one or more trustees have signified their agreement.

### **18. SAVING PROVISIONS**

(1) Subject to sub-clause (2) of this clause, all decisions of the trustees, shall be valid notwithstanding the participation in any vote of a trustee;

- who was disqualified from holding office or;
- 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 trustee and that trustee being counted in the quorum, the decision has been made by a majority of trustees at a quorate meeting.

(2) Sub clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees if but for sub clause 1. the resolution would have been void, or if the trustee had not complied with clause 7.

### **19. EXECUTION OF DOCUMENTS**

The CIO shall execute documents which must be signed by two trustees.

### **20. USE OF ELECTRONIC COMMUNICATIONS**

#### **1. By the CIO**

The CIO will comply with the requirements of the Communications provisions in the General Regulations and in particular.

- (a) Any member of the CIO, by providing the CIO with his or her email address, 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.
- (b) The trustees may subject to compliance with any legal requirements, by means of publication on its website
  - (i) Provide the members with the notice referred to in clause 11(3)
  - (ii) Give trustees notice of their meetings in accordance with clause 17(1)
- (c) The trustees must:
  - (i) take reasonable steps to ensure that members are promptly notified of the publication of any such notice or proposal;
- (d) The requirements to provide within 21 days to any member who has not consented or on request a hard copy of any document or information sent to the members otherwise than in hard copy form;
- (e) Any requirements to provide information to the Commission in a particular form or manner.

#### **2. To the CIO**

(a) Any member or trustee 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. KEEPING OF REGISTERS AND MINUTES**

(1) 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.

(2) The trustees must keep minutes of all;

- (a) Proceedings at general meetings of the CIO;

- (b) Meetings of the 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;
- (c) Decisions made by the trustees otherwise than in meetings.

## **22. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS REGISTER MAINTENANCE**

- (1) 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 accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the C. C. regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The trustees must comply with their obligation to inform the C.C. within 28 days of any change in the particulars of the CIO entered in the Central Register of Charities.

## **23. RULES**

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

## **24. DISPUTES**

If a dispute arises between members of the CIO about the validity or propriety of anything done by members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try to settle the dispute by mediation before resorting to litigation.

## **25. AMENDMENTS TO THE CONSTITUTION**

As provided by clause 224-227 of the Charities Act 2011;

- (1) This constitution can only be amended:
- (a) By a 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 clause 29 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 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 C.C. 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.

## **26. VOLUNTARY WINDING UP OR DISSOLUTION**

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- (a) At a general meeting of the members of the CIO called in accordance with clause 11 of which no less than 14 days' notice has been given to those eligible to vote:

- (i) By a resolution passed by a 75% majority of those voting, or
  - (ii) By a resolution passed by a 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 CIOs 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 the 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 purpose 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 C.C. for the CIO to be removed from the Register of charities, and in particular:
  - (a) The trustees must send with their application to the C.C. A copy of the resolution passed by the members of the CIO. A declaration by the trustees that any debts/liabilities have been settled or otherwise provided for in full: A statement by the trustees setting out the way in which any property of the CIO has been 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 any employees of the CIO.
- (4) If the CIO is to be wound up dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

D.J.H.