

## **Constitution of the Transport Benevolent Fund (CIO)**

Date of Constitution: 9<sup>th</sup> March 2015  
Revised: 26<sup>th</sup> September 2019

### **1. Name**

The name of the charitable incorporated organisation (“the CIO”) is the Transport Benevolent Fund CIO.

### **2. National Location of Principal Office**

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England at Suite 2.7 THE LOOM, 14 GOWERS WALK, LONDON, E1 8PY.

### **3. Objects**

The object of the charity is the relief of need hardship and distress among beneficiaries and their dependants. For the purposes of this clause

‘Beneficiary’ means a person who is or has at any time been employed or engaged in any way in any business concerned wholly or partly with the provision of any form of public transport either within or to or from any part of Great Britain who is accepted by the trustees as being for the time being entitled to consideration for relief.

‘Dependant’ means a person who is for the time being wholly or partly Dependent for support on the beneficiary in relation to whom he is described as a dependant or if that beneficiary is dead was so dependent at the time of the beneficiary’s death.

Nothing in this Constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and 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 a power to:

- 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;
- 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;

**(Clause 4 continued)**

- 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 charities trustees and connected persons) and provided 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 so by the Trustee Act 2000.

**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) 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:
  - (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 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**

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;

**(Clause 6 continued)**

- (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 Charity Commission (“the Commission”). In this clause a “financial benefit” means a direct or indirect benefit which is either money or has a monetary value.

2) Scope and powers permitting trustees or connected persons benefit

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to the beneficiaries of the CIO.
- (b) A charity trustee or connected person may enter into a contract for the supply of services or of goods that are supplied in connection with the provision of services to the CIO where that is permitted in accordance with and subject to the conditions in sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must not be more than the Bank of England rate (also known as the base rate).
- (e) 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.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

3) Payment for supply of goods only – controls

The CIO and its charity trustees may only 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 payments for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (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 charity trustees are satisfied that it is in the best interest of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with the

**(Clause 6 continued)**

charity trustee or connected person against the disadvantage 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 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 the charity trustees is present at the meeting.
  - (f) The reason for the decision is recorded by the charity trustees in the minute book.
  - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payment 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 in the board of the Company;
  - (b) "connected person" includes any person within the definition set out in clause 31.

**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 interest 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 this 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

### 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 or her agreement to become a member and acceptance of the duty of member set out in sub clause (3) of this clause.

A member must be an individual.

#### (b) Admission Procedure

The charity trustees:

- (1) May require applications for membership to be made in any reasonable way that they decide;
- (2) May refuse an application for membership if they believe that it is in the best interest of the CIO for them to do so;
- (3) Shall if they decide to refuse an application for membership give the applicant their reason for doing so within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal and
- (4) 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 the membership shall be final.

### 2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

### 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 the 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
- ii) the member sends a notice of resignation to the charity trustees or
- iii) any sum of money owed by the member to CIO is not paid in full within six months of it falling due or
- iv) 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.

**(Clause 9 continued)**

- (b) Before the charity trustees take any decision to remove someone from membership to the CIO they must:
  - i. Inform the member of the reasons why it is proposed to remove him or her from membership;
  - ii. Give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he or she should not be removed from membership;
  - iii. At a duly constituted meeting of the charity trustees consider whether or not the member should be removed from membership;
  - iv. Consider at that meeting any representations which the member make as to why the member should not be removed and
  - v. Allow the member or the member's representative to make representations in person at the meeting if the member so chooses.

5) **Membership fees**

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

6) **Informal or Associate (non-voting) membership**

- (a) 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 and 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-voting members and non-voting members do not qualify as members for any purpose out of the Charities Act General Regulations and Dissolution Regulations.

**10. Members' decisions**

1) **General Provisions**

Except for those provisions that must be taken in a particular way as indicated in sub clause (4) of this clause, decisions of the members of the CIO may be taken either by a vote at a general meeting, as provided in sub clause (2) of this clause, or by written resolution as provided in sub clause (3) of this clause.

2) **Taking ordinary decisions by vote**

Subject to sub clause (4) of this clause any decision of the members of the CIO may be taken by a 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).

**(Clause 10 continued)**

- 3) Taking ordinary decisions by a written resolution without a general meeting
- (a) Subject to sub clause (4) of this clause a resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been posed 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 the members have signified 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. The documents signifying a member's agreement must be authenticated by their signature and by a statement of their identity accompanying the document or in such other manner as the CIO has specified.
  - (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
  - (c) 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 paragraph (a) above.
  - (d) Not less than 10% of the members the CIO may request the charity trustees to make a proposal for decision by the members.
  - (e) The charity trustees must within 21 days of receiving such a request comply with it provided:
    - 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 members and that
    - iii. effect can lawfully be given to the proposal if it is so agreed.
  - (f) sub clauses (a) to (c) may apply to proposals made at the request of members.
- 4) Decisions that must be taken in a particular way
- (a) Any decisions 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 29 of this Constitution.

**(Clause 10 continued)**

- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 of this Constitution. 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 the members**

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 it must elect trustees as required under clause 13.

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.

2) Calling general meetings

(a) The charity trustees:

- i. must call the Annual General Meeting of the members of the CIO 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 general meeting of the members at any time.

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

- i. they receive a request to do from at least 10% of the members 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 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 (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 properly be proposed and is intended to be proposed at the meeting.

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

**(Clause 11 continued)**

- (f) 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.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, 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 three months after the date when the 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 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.

**3) Notice of general meetings**

(a) 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.

(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) Notice of any general meeting must:

- i. state the time and date of the meeting;
- ii. give the address at which the meeting 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 of the AGM, a summary approved by the CIO's Auditors of 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 22, details of where the information may be found on the CIO's website; the full Annual Statement and Report shall be available on the website and in hard copy to all CIO members on request and at the AGM.

(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 a notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

**(Clause 11 continued)**

- (e) 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 principal office.

4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(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 chair 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 following provisions the quorum for the general meeting shall be nine members. An organisation represented by a person present at the meeting in accordance with sub clause (7) of this clause 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 meeting the meeting is 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 and 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.
- (e) If a quorum is not present within 15 minutes of the start of the adjourned meeting, the member or members present at the meeting constitute the 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 the decisions are required which must be made by a meeting of the members the meeting must be adjourned.

6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) shall be taken by a simple majority of votes cast at the meeting (including postal votes). Every member has one vote (unless otherwise provided in the rights of a particular class of membership under this Constitution).

**(Clause 11 continued)**

- (b) A resolution put to the vote at the 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.
- (c) 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 31 days of the demand for the poll.
- (d) 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.
- (e) In the event of an equality of votes, whether on the show of hands or on a poll the chair of the meeting shall have a second or casting vote.
- (f) 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.

**7. Postal voting**

- (a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ('e-mail') to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise a conduct of the postal/e-mail ballot and accounting of votes.
- (c) If postal and/or e-mail voting is to be allowed on a matter the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:
  - (i) a notice by e-mail (if the member has agreed to receive notices in this way under clause 22) including an explanation as to the purpose of the vote, the voting procedure to be followed by the member and a voting form capable of being returned by e-mail or posted to the CIO containing details of the resolution being put to a vote or of the candidates for election as applicable;
  - ii) 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.

**(Clause 11 continued)**

- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature (and nothing else on the outside) inside another envelope addressed to the "Scrutineers for the Transport Benevolent Fund CIO" at the CIO's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by e-mail must require the member's name to be at the top of the e-mail and the e-mail must be authenticated in the manner specified in the voting procedure.
- (f) E-mail votes must be returned to an e-mail address used only for this purpose and must be accessed only by a scrutineer.
- (g) 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 shall be invalid and not be counted.
- (h) 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 e-mail 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 e-mail is allowed to vote at the meeting and counts towards the quorum.
- (i) For postal votes, the scrutineers must retain the internal envelopes ('with the members' names and signatures). For e-mail, the scrutineers must cut off and retain any part of the e-mail that includes the member's name. In each case, the scrutineer must record on this evidence of the member's name that the vote has been counted or if the vote has been declared invalid the reason for such a declaration.
- (j) Votes cast by post or e-mail must be counted by all 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 e-mail and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/e-mail 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 scrutineers declare the result of the valid votes received and these votes shall be included in the declaration of the result of the vote.
- (l) 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 its members submitting valid postal votes, evidence of the

**(Clause 11 continued)**

members submitting valid e-mail votes, evidence of invalid votes, the valid votes and the invalid votes.

- (m) Any dispute about the conduct of a postal or e-mail ballot must be referred initially to a panel set up by the charity trustees to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel it must be referred to the Electoral Reform Society.

**8. Adjournment of meetings**

The chair may with the consent of the 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**

**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 the 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. the expectation that if he or she acts as a charity trustee of the CIO they will use that special knowledge or experience in that role.

**2) Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person.
- (b) 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 15(1)(f).
- (c) No one is entitled to act a charity trustee on appointment or on reappointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(d) No employed member of staff of the CIO can stand as a trustee.

3) Number of charity trustees

(a) There must be at least 3 charity trustees. If the number falls below this minimum the remaining trustee or trustees may only act to call a meeting of the charity trustees or to appoint a new charity trustee.

(b) The maximum number of charity trustees is 15. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(c) No trustee appointment, whether by election or otherwise, shall be made which would increase the total number of trustees who are not members of Local Committees to more than one sixth of the total number of trustees.

4) First charity trustees

The first charity trustees of the CIO were

**Stephen Richard Barker**  
82 Amberley Road, London, SE2 0SF

**June Eileen Carroll**  
61a Taunton Road, Bridgwater, TA6 3LP

**Beverley Holt**  
Apartment 2 Dial House, 231 Telegraph Road, Heswall, Wirral, CH60 7SF

**Robert Howard Jones**  
11 Brigadier Close, Saughton, Chester, CH3 6GG

**Ravinder Kaur Kalsi**  
65 Hythe Avenue, Bexleyheath, DA7 5NX

**John Macdonald**  
56 Park Lane, Salford, M6 7RQ

**Patrick Meanock**  
31 Brayford Avenue, Brierley Hill, DY5 3PW

**Cheryl O'Brien**  
150 Wenallt Road, Cardiff, CF14 6TQ

**David Craig Phillips**  
20 Craigcrest Place Cumbernauld Glasgow G67 4GY

**Terence Sharpe**  
48 Warrington Lane, Wigan, WN1 3RT

**Peter Sloan**  
50 Rathmore Road, Prenton, CH43 2HF

**Frederick Joseph Soper**  
**3 Byne Road, Carshalton, SM5 2SH**

**Christopher John Sullivan**  
**9 St Paul's Crescent, Shanklin, PO37 7AW**

**Ben Andrew Wesley Wakerley**  
**25 Sycamore Road Guildford Surrey GU1 1HJ**

**Ian Anthony Richard Wilson**  
**2 Forge Lane, Tollerton, York, YO61 1QP**

### **13. Appointment of charity trustees**

- 1) 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.
- 2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 3) The vacancy 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 (4) of this clause.
- 4) The members of the charity trustees may at any time decide to appoint a new charity trustee whether in place of a charity trustee who has retired or been removed in accordance with clause 15, or as any additional charity trustee, provided the limits specified in clause 12(3) of the number of charity trustees would not as a result be exceeded.
- 5) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub clauses (1) and (2) of this clause. A person so appointed by the charity 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 charity trustees is to retire by rotation at that meeting.

### **14. 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;
- (b) a copy of the CIO's latest trustee's Annual Report and Statement of Accounts.

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

- 1) A charity trustee ceases to hold office if:
  - (a) he or she retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of the resignation takes effect to form a quorum for meetings);
  - (b) he or she is absent without permission of the charity trustees from all of their meetings held within the period of six months and the trustees resolve that his or her office be vacated;
  - (c) he or she dies;
  - (d) the written opinion of a registered medical practitioner treating that trustee is given to the CIO stating that 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 to 180 of the Charities Act 2011 (or any statutory or re-enactment or modification of that provision).
- 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.
- 3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and or written representations to the CIO.

## **16. 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.

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

Any decision may be taken either at a meeting of the charity trustees or by a resolution in writing or electronic form agreed by all 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.

## **18. Delegation by charity trustees**

- 1) The charity trustees may delegate any of their powers or functions to the committee or committees and if they do they must determine the terms and

**(Clause 18 continued)**

conditions upon 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 proceeding of any committee must be brought to the attention of the all charity trustees as soon as is reasonably practical.
  - (c) The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

**19. Meetings and proceeding 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 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.

3) Procedure of meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. This quorum is the number nearest to one third of the total number of charity trustees or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at the meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of equality of vote the chair shall have a second or casting vote.

4) Participation in meetings by electronic means

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

**(Clause 19 continued)**

- (b) Any charity trustee participating in a meeting by suitable electronic means agreed by the charity trustees, in which a participant or participants may communicate with all 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 taking of minutes.

**20. Saving Provision**

- (i) Subject to sub-clause (ii) 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 would have 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.
- (ii) 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 sub-clause (i), the resolution would have been made void, or if the charity trustee has not complied with clause 7 (Conflicts of Interest).

**21. Execution of documents**

- 1) The CIO shall execute documents either by signature or by affixing its Seal if it has one.
- 2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 3) If the CIO has a Seal:
  - a) It must comply with the provisions of the general regulations and it must only be used by the authority of the charity trustees or
  - b) of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the Seal is affixed and unless otherwise determined it shall be signed by the two charity trustees.

**22. Use of electronic communications**

1) General

The CIO will comply with the requirements of the communications provision in the general regulations and in particular:

**(Clause 22 continued)**

(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; and

(b) any requirements to provide information to the commission in a particular form or manner.

2) **To the CIO**

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose so long as the communication is authenticated in a manner which is satisfactory to the CIO.

3) **By the CIO**

(a) Any member or charity trustee of the CIO by providing the CIO with his or her e-mail address or similar is taken to have agreed to receive communications from the CIO in an 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 charity trustees may, subject to the compliance with any legal requirements, by means of publication on its website:

(i) provide the members with notice referred to in clause 11 (3) (notice of general meeting) and

(ii) give charity trustees notice of their meetings in accordance with clause 19 (1) (calling meetings) and

(iii) submit any proposal to the members or charity trustees for a decision by written resolution or postal votes in accordance with the CIO's powers under clause 10, clause 10 (3), and clause 11(7).

c) The charity trustees must:

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

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communication in electronic form.

**23. Keeping the 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.

**24. Minutes**

The charity trustees must keep minutes of all:

- i) Appointments of officers made by the charity trustees;
- ii) Proceedings of general meetings of the CIO;
- iii) Meetings of the charity trustees and committees of charity trustees including -
  - The name of the trustees present at the meeting

- The decisions made at the meeting and
  - Where appropriate the reasons for the decisions;
- iv) Decisions made by the charity trustees otherwise than in meetings.

**25. Accounting records of Accounts, Annual Reports and Returns and Register maintenance**

- i) 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. 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.
- ii) 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 in the central register of charities.

**26. Rules**

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

**27. 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 their 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.

**28. Indemnity**

In the execution of their duties and powers under this Constitution, no trustee shall be liable for any loss to the CIO arising by reason of any improper investment made in good faith (so long as he shall have sought proper professional advice before making such investment) or any mistake or omission made in good faith by him or any other trustee or any other matter other than wilful and individual fraud wrongdoing or wrongful omission on the part of the trustee who is sought to be made liable.

**29. Amendment of Constitution**

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

- 1) the Constitution can only be amended:
  - a) by a resolution agreed in writing by all members of the CIO or

**(Clause 29 continued)**

- 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 30, 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 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.

**30. Voluntary winding up or dissolution**

- 1) As provided by the dissolution regulations, the CIO may be dissolved by resolution of its members. Any decisions 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 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 the 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's trustees must decide how any remaining assets to the CIO shall be applied
    - c) in either case the remaining assets must be applied for the charitable purposes the same as or similar to those of the CIO.
  - 3) The CIO must observe the requirement 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 or 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:

**(Clause 30 continued)**

- b) The charity trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO and to any charity trustee of the CIO who was not privy to the application;
- c) if the CIO is to be wound up or dissolved in any other circumstances the provisions of the dissolution regulations must be followed.

**31. Interpretation**

In this Constitution '**connected person**' means

- a) a child parent, grandchild, grand-parent, brother or sister of the charity trustees.
- 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 a charity trustee or with any person falling within sub-clause (a) or (b) above.
- d) an institution which is controlled:
  - i) by the charity trustee or any connected person falling within sub-clause (a), (b) or (c) above or
  - ii) by 2 or more persons falling within sub-clause (d) (i) when taken together.
- e) a body corporate in which
  - i) the charity trustee or any connected person falling within sub-clauses a to c has a substantial interest or
  - ii) 2 or more persons falling within sub-clause (e) (i) who when taken together have a substantial interest.

Section 118 of the Charities Act 2011 shall 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 the charity trustee of the CIO and

a '**poll**' means a counted vote of ballots usually (but not necessarily) in writing.

'**member of a local committee**' shall be determined in accordance with such Rules as the charity trustees shall make in accordance with clause 26 hereof.

The original Constitution was signed by the trustees named below on 9<sup>th</sup> March 2015

**Stephen Richard Barker, June Eileen Carroll, Beverley Holt,  
Robert Howard Jones, Ravinder Kaur Kalsi, John Macdonald, Patrick Meanock,  
Cheryl O'Brien, David Craig Phillips, Terence Sharpe, Peter Sloan,  
Frederick Joseph Soper, Christopher John Sullivan,  
Ben Andrew Wesley Wakerley, Ian Anthony Richard Wilson**