

Constitution of the UK Pride Organisers Network



UK Pride Organisers Network Constitution

Date of constitution (last amended): 2019

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is UK PRIDE ORGANISERS NETWORK otherwise known and referred to as "UKPON".

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is 10 Cwrt Llwynog, Cwmrhydyceirw, Swansea, SA6 6TW.

3. Objects

The objects of the CIO are: -

- i. to bring Pride organisers throughout the United Kingdom together to share skills and best practice, to help educate and inform, and to provide networking opportunities that nurture strong, self-reliant and sustainable Pride organisations.
- ii. to promote awareness of the Pride movement throughout the UK and respect the diversity and autonomy of individual Pride organisations. UKPON is a membership organisation facilitated by a board of volunteers. Together we make Pride.
- iii. to act in a responsible, transparent and accountable manor, and promote empowerment of individuals and communities to preserve our fundamental democratic principles and basic human rights.
- iv. to organise at least one annual conference, and facilitate learning and networking opportunities for Members,
- v. to appoint and assist a pre-existing Pride to host "UK Pride" each year,
- vi. to promote the initiatives of Members at a regional, national and international level
- vii. to encourage the UK Pride movement to promote equality, diversity and humanity within and beyond the United Kingdom.
- viii. the organisation's aims that its Members are working to:
 - a) Build a strong and sustainable Pride community through collaboration and shared goals that provide a basis for positive change;
 - b) Nurture vibrant, visible and self-reliant Pride organisations across the UK,

- c) Learn, share and promote ideas to help create a sense of community for and within the Pride movement, at the local, national and/or international levels;
- d) Encourage responsible citizen participation to help foster social cohesion, support attendance at events and engagement by all Members;
- e) Promote the social, economic and political empowerment of all individuals and communities to preserve our fundamental democratic principles and rights;
- f) Respect the diversity and dignity of individuals, organisation, and communities,
- g) Raise awareness of and support for underrepresented people within our communities;
- h) Treat all volunteers and supporters with respect, fairness and good faith;
- i) Act responsibly and ethically toward the communities in which we work, for the benefit of the communities that we serve, and be transparent and accountable for all of our actions.

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

4. Powers

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

- (a) raise funds, as long as the Board does not undertake any substantial permanent trading activities to include acceptance of contributions;
- (b) set any appropriate membership structure or subscription;
- (c) cooperate and collaborate with other charities, voluntary bodies and statutory authorities who have similar Objects, and to exchange information and advice;
- (d) establish any partnerships or advisory committees as necessary;
- (e) act for the benefit of its Members to achieve the Objects;
- (f) 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;
- (g) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (h) 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;
- (i) Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is

permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

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

5. Application of income and property

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

- (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 them when acting on behalf of the CIO (the charity trustee must submit an Expenses Claim Form to the Treasurer in order to seek reimbursement);
- (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.

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

- (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.

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

6. Benefits and payments to charity trustees and connected persons

6.1 General provisions

No charity trustee or connected person may:

- (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 clause 6.2, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

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

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (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, section 185 to 188 of the Charities Act 2011.
- (c) Subject to clause 6.3 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 be not more than the Bank of England bank 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.

6.3 **Payment for supply of goods only – controls**

The CIO and its charity trustees may only rely upon the authority provided by clause 6.2(c) 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 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 interests 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 a charity 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 them 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 charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minutes.

- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In clause 6.2 and clause 6.3:

- (a) "The CIO" includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
- (b) "Connected person" includes any person within the definition set out in clause 29 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

7.1 A charity trustee must:

- (a) Declare the nature and extent of any interest, direct or indirect, which they have 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 in the "Conflict/Register of Interests".
- (b) Be absent from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

7.2 Not vote or be counted as part of the quorum in any decision of the charity trustees on the matter if having been absent from any discussions in accordance with clause 7.1.

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 and Voting Rights

In this Clause the term "Pride event" shall be applied to the description of a public gathering or celebration of LGBTI+ life where the event produced by the organisation promotes the visibility and awareness of LGBTI+ communities by providing information, education and/or entertainment in a welcoming, encouraging and inclusive environment and it may include a parade, march, rally, festival, arts festival, cultural activity or other event activity for the benefit of it's community.

9.1 Membership

(a) Eligibility

Membership of UKPON is available to any organisation that has produced a Pride event or plans to produce a Pride event in the UK within the previous or forthcoming calendar year and is open to anyone who is interested in furthering its purposes, and who, by accepting

membership, has indicated its agreement to become a member and acceptance of the duty of members set out in clause 9.5.

(b) **Membership Categories**

- **Active Member**
A charity or not-for-profit organisation that has produced a Pride event within the current or previous calendar year and has registered to vote.
- **Provisional Member**
A charity or not-for-profit organisation that plans to produce a Pride event in the current or following calendar year and has registered to vote.
- **Associate Member**
A for-profit organisation or business that has produced a Pride event and has registered but holds no voting rights.
- **Online Member**
An organisation that has or is planning to produce a Pride event and has joined the social media network but has not formally registered to vote.

All registered Members may be represented at the AGM and conferences by nominated delegates.

9.2 **Voting Rights**

Active and Provisional Members only have voting rights (“Voting Members”) and each may nominate a member of their organisation to stand for the Board and each member has the right to one vote. The vote will normally be exercised by a nominated delegate attending the AGM and/or conference; however the following conditions may entitle a vote whilst not present:

- (i) Voting Members may give an absentee vote on motions by requesting an ‘Absentee Voting Form’ and returning it completed to the Secretary. This will then be given to the Returning Officer to record the votes as necessary. If a substantive amendment is made to the motion it will be at the discretion of the Returning Officer if the vote be counted as for, against or in abstention if the motion.
- (ii) Voting Members may give their Proxy vote to another Voting Members by sending an email to the Secretary stating who will hold their Proxy. This will then be given to the Returning Officer to record the votes as necessary.
- (iii) Voting Members may hold proxies for no more than two other Voting Members and must make themselves known to the Secretary and the Returning Officer during registration at the conference.

9.3 **Membership Confirmation**

The charity trustees may require members to confirm their membership on an annual basis in any reasonable way that they decide and members shall cooperate with the charity trustees in this.

9.4 **Transfer of membership**

Membership of the CIO is not transferable.

9.5 **Duty of members**

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

9.6 **Termination of membership**

- (a) Membership of the CIO comes to an end if:
 - (i) that 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 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 in question should be removed from membership, and pass a resolution to that effect.
- (b) Before the charity trustees take any decision to remove a member of the CIO they must:
 - (i) inform the member of the reasons why it is proposed to remove them or it from membership;
 - (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why they or it 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 makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.7 **Membership fees**

The CIO may require members to pay reasonable membership fees to the CIO only following a vote in favour by its members.

10. Members' decisions

10.1 General provisions

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

10.2 Taking ordinary decisions by vote

Subject to clause 10.4, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by email ballot and proxy votes).

10.3 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 27 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.
- (d) Any decision to change the Name of the CIO

11. General meetings of members

11.1 Types of general meeting

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

11.2 Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting of the members of the CIO in accordance with clause 11.1, and identify it as such in the notice of the meeting; and
 - (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 so 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 member(s) making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
 - (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - (e) 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.
 - (f) 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.
 - (g) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

11.3 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 the above sub-clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) 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 reelection as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) Proof 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 sent.

- (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 CIO.

11.4 Chairing of general meetings

The persons nominated as co-chairs by the charity trustees under clause 18.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, agree between themselves which one shall preside as chair of the meeting.

11.5 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 one-third its members (An organisation represented by a person present at the meeting in accordance with clause 11.7, 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 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, 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 time of the adjourned meeting, the member or 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.

11.6 Voting at general meetings

- (a) Any decision other than one falling within clause 10.3 (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 email votes). Every voting member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands.
- (c) 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.
- (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.

11.7 Proxy voting

- (a) Any Voting Member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (i) States the name and address of the member appointing the proxy.
 - (ii) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.
 - (iii) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine.
 - (iv) Is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting.
 - (ii) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.
- (i) No more than 3 proxies may be held by any one member.

11.8 Adjournment of meetings

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

12. Charity trustees

12.1 Functions and duties of charity trustees

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

- (a) To exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.
- (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 they have or holds themselves out as having; and
 - (ii) if they act as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - (i) if under the age of 16 years; or
 - (ii) would automatically cease to hold office under the provisions outlined in clause 15.1(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

12.3 Number of charity trustees

- (a) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (b) There is no maximum number of charity trustees that may be appointed to the CIO.

12.4 First charity trustees

The first charity trustees of the CIO are:

Co-Chairs:	Lee Bowditch Jenny Dewsnap
Secretary:	Elliott King
Treasurer:	Greg Stephenson
Membership Officer:	Deb Rowles

Inclusion Officer: Nigel Briers
Communications Officer: Matthew Kenworthy Gomes

13. Appointment of charity trustees

13.1 Retirement by rotation

- (a) At every subsequent annual general meeting of the members of the CIO, the elected charity trustees shall hold their position for two years. The positions are to be elected in the following years and then every two years: -
- Co-Chair – female, trans or non-binary identified (2021)
 - Co-Chair – male, trans or non-binary identified (2022)
 - Secretary (2021)
 - Treasurer (2022)
 - Membership and Outreach Officer (2022)
 - Equality & Diversity Officer (2022)
 - Communications Officer (2022)
- (b) 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 clause 13.1(c).
- (c) The members or 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 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded.
- (d) A person so appointed by the members of the CIO shall retire in accordance with the provisions of clause 13.1(a) and clause 13.1(c). A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of their appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- (e) No two or more charity trustees shall be appointed from the same member Pride.

14. Information for new charity trustees

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

- (a) A copy of this constitution and any amendments made to it.
- (b) A copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

15.1 A charity trustee ceases to hold office if they:

- (a) Retire 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) Are absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated.
- (c) Dies.
- (d) In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months.
- (e) Is removed by the members of the CIO in accordance with clause 15.2.
- (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 that provision).

15.2 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.

15.3 A resolution to remove a charity trustee in accordance with clause 15.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

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. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) At a meeting of the charity trustees.
- (b) By resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (ii) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have

previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. Meetings and proceedings of charity trustees

18.1 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.

18.2 Chairing of meetings

Either of the co-chairs shall chair each meeting by agreement and in the event of there being no agreement between the co-chairs then as may be appointed by a simple majority vote of the other charity trustees. If the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

18.3 Procedure at meetings

- (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 three 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 they are 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 or casting vote.

19. Saving provisions

19.1 Subject to clause 19.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) Who was disqualified from holding office;
- (b) Who had previously retired or who had been obliged by the constitution to vacate office.
- (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

19.2 clause 19.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 19.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

20. Execution of documents

20.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).

20.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

20.3 If the CIO has a seal:

- (a) It must comply with the provisions of the General Regulations;
- (b) It must only be used by the authority of the charity trustees or 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 two charity trustees.

21. Use of electronic communications

21.1 General

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

- (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.

21.2 Use of electronic communications

(a) 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.

(b) By the CIO

- (i) Any member or charity trustee of the CIO, by providing the CIO with their email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO their unwillingness to receive such communications in that form.
- (ii) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

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

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

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

- (c) The charity trustees must:

- (i) Take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any 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 communications in electronic form.

22. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

23. Minutes

The charity trustees must keep minutes (with the Secretary having primary responsibility) of all:

- (a) Appointments of officers made by the charity trustees.
- (b) Proceedings at general meetings of the CIO.
- (c) Meetings of the charity trustees and committees of charity trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.
- (d) Decisions made by the charity trustees otherwise than in meetings.

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

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

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

25. Rules

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

26. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties

to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. Amendment of constitution

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

- (a) This constitution can only be amended:
 - (i) by resolution agreed in writing by all members of the CIO; or
 - (ii) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (b) Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (c) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (d) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary winding up or dissolution

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

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

28.2 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.

- 28.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (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.
- 28.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Interpretation

In this constitution:

"Connected person" means:

- (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 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 two 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) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **"Communications Provisions"** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

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