

# CHARITABLE INCORPORATED ORGANISATION

Constitution

of

**THE LEAGUE OF FRIENDS OF ST MONICA'S HOSPITAL**

Incorporated on 10 December 2021

**Registration No. 1197052**

**Harrowells**  
SOLICITORS

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## **Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees**

Date of constitution (last amended): 10 December 2021

### **1. Name**

The name of the Charitable Incorporated Organisation (“**the CIO**”) is The League of Friends of St Monica’s Hospital.

### **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 and is at St Monica’s Hospital, Long Street, Easingwold YO61 3JD.

### **3. Object**

The object of the CIO (“**Object**”) is:

For the public benefit, the relief of sickness and the preservation and protection of good health and wellbeing in the Easingwold district and surrounding areas by:

- 3.1. Promoting, encouraging and supporting the betterment of facilities and services at St Monica’s Hospital, Easingwold for the benefit of the local community, in particular its patients and other users;
- 3.2. Providing grants of financial assistance as the trustees see fit to support the health and wellbeing of members of the wider community.

### **4. Powers**

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

- 4.1. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.3. sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.4. employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

- 4.5. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.6. publicise the facilities of St Monica's Hospital and to mobilise, encourage, foster and maintain the interest and support of the public in St Monica's Hospital;
- 4.7. foster co-operation and inter-communication between other charitable institutions, local authorities, hospital authorities and National Health Service authorities;
- 4.8. recruit and assist in the recruitment of voluntary workers for St Monica's Hospital;
- 4.9. raise funds and to invite and receive contributions from any person or persons or organisation whatsoever by way of subscription, donation or otherwise;
- 4.10. spend or distribute any funds raised and/or contributions received within St Monica's Hospital and/or the Easingwold district and surrounding areas;
- 4.11. take and accept gifts of property, whether subject to any special trust or not, for the purposes of fulfilling the Object of the CIO;
- 4.12. supplement the service provided by the St Monica's Hospital for the health, welfare and comfort of the patients of St Monica's Hospital, by the provision of facilities, buildings and equipment which may be required for the treatment of such patients, or for the efficient running of St Monica's Hospital;
- 4.13. undertake and execute any charitable trust;
- 4.14. advance the interests of St Monica's Hospital through the involvement with, and the provision of, ancillary services within the local community of Easingwold and surrounding areas; and
- 4.15. do all such things as are necessary for the attainment of the Object.

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

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the Object.
- 5.2. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- 5.3. 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.
- 5.4. Subject to clause 5.1, any income received by the CIO in whatever form, whether by gift, donation or otherwise, may be applied as the Executive Committee sees fit in its sole discretion, save that the Executive Committee shall take into account any specified wishes of the donor in the application of such income.
- 5.5. 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;
  - (c) a benefit from the CIO in the form of buying goods or services from the CIO upon the same terms as other members or members of the public;
  - (d) a benefit from the CIO in the capacity as a member of the CIO and upon the same terms as other members.
- 5.6. Save as otherwise permitted in this constitution no charity trustee may be paid or receive any benefit for being a charity trustee.
- 5.7. 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) receive a benefit from the CIO as a beneficiary of the CIO;
- (b) receive reasonable and proper remuneration for any goods or services supplied to the CIO.
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

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

### **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 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 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 sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (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) 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 him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their 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 payments authorised by clause 6.

6.4. In sub-clauses (2) and (3) of this clause:

- (a) the CIO" includes any company in which the CIO.
  - (i). holds more than 50% of the shares; or
  - (ii). controls more than 50% of the voting rights attached to the shares; or
  - (iii). has the right to appoint one or more directors to the board of the company
- (b) "connected person" includes any person within the definition set out in clause 32 (Interpretation).

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

A charity trustee must:

- 7.1. 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
- 7.2. absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. Liability of members to contribute to the assets of the CIO if it is wound up**

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. Membership of the CIO**

### **9.1. Admission of new members**

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

##### **(i) Membership is open to:**

individuals aged eighteen and over who are registered patients at the following surgeries:

- Tollerton Surgery, 10 Pond Lane, Tollerton YO61 1AG;
- Stillington Surgery, North Back Lane, Stillington, York YO61 1LL;
- Millfield Surgery, Millfield Lane, Easingwold YO61 3JR;
- Ampleforth Surgery, Back Lane, Ampleforth, YO62 4EF;
- Hovingham Surgery, High Street, Hovingham, YO62 4LA;

(together the “**Surgeries**”).

- ##### **(ii) The Executive Committee shall keep a register of names and addresses of members which shall be made available to members on request.**

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

The Executive Committee

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if it approves an application for membership, notify the applicant of their decision within 21 days;

- (iii) may refuse an application for membership if it believes acting reasonably and properly that it is in the best interests of the CIO for it to do so;
- (iv) shall, if it decides to refuse an application for membership, give the applicant its reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of its decision, but any decision to confirm refusal of the application for membership shall be final.

#### **9.2. Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

#### **9.3. Duty of members**

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

#### **9.4. Termination of membership**

- (a) Membership of the CIO comes to an end if:
  - (i) the member dies; or
  - (ii) the member sends a written notice of resignation to the Executive Committee; 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 Executive Committee decides 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;
  - (v) the member is no longer a registered patient at any of the Surgeries; or
  - (vi) the member no longer has his/her main place of residence within the geographic area in which that member would be entitled to be or become a registered patient at any of the Surgeries.
- (b) Before the Executive Committee take any decision to remove someone from membership of the CIO it must:
  - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - (ii) give the member at least 21 clear days' notice in which to make representations to the Executive Committee as to why he, she or it should not be removed from membership;
  - (iii) at a duly constituted meeting of the Executive Committee, 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.
- (c) Notwithstanding the provisions in clause 9(4)(b), the Executive Committee shall have the sole discretion to decide whether the membership of a member is terminated.

#### **9.5. Membership Fees**

The CIO may require members to pay reasonable initial subscription fees to the CIO of an amount to be determined by the Executive Committee.

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

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

### **10. Members' decisions**

#### **10.1. General provisions**

Except for those decisions 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 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.

#### **10.2. 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 means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

#### **10.3. Taking ordinary decisions by 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 all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and;
  - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.



- (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 of the CIO may request the Executive Committee to make a proposal for decision by the members.
- (e) The Executive Committee must within 21 days of receiving such a request comply with it if:
  - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

#### **10.4. Decisions that must be taken in a particular way**

- (a) Any decision to remove a trustee must be taken in accordance with clause 16.2.
- (b) Any decision to amend this constitution must be taken in accordance with clause 30 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 31 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### **11. General meetings of members**

#### **11.1. Types of general meeting**

- (a) 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.
- (b) Other general meetings of the members of the CIO may be held at any time and shall be called special general meetings.
- (c) The Executive Committee may call a special general meeting at any time.
- (d) All general meetings must be held in accordance with the following provisions.

#### **11.2. General meetings**

- (a) The Executive Committee:
  - (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 Executive Committee must, within 21 days, call a general meeting of the members of the CIO if:
  - (i) it receives a request to do so from at least 5% 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 Executive Committee at the request of the members of the CIO must be held within 28 days from the date on which it is requested.
- (f) If the Executive Committee 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.
- (h) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting, but the CIO shall be entitled to be indemnified by the Executive Committee who were responsible for such failure.

### **11.3. Calling general meetings**

- (a) The Executive Committee, 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 member of the Executive Committee who is not a member.
- (b) A general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.
- (c) 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.

- (d) The notice of the general meeting will be given to members by the display of the notice at St Monica's Hospital, on the website of the CIO, in the Surgeries, on the relevant community notice boards, in the Easingwold Community Library, in the relevant local newspapers, newsletters and/or social media pages and in any other place that the Executive Committee deem necessary or appropriate.
- (e) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (f) The notice must also be given to the members of the Executive Committee.

#### **11.4. Chairing of general meetings**

- (a) General meetings shall be chaired by the person who has been elected as Chairman.
- (b) If there is no such person or that person is not present within fifteen minutes of the time appointed for the meeting a member of the Executive Committee nominated by the Executive Committee shall chair the meeting.
- (c) If there is only one member of the Executive Committee present and willing to act, that member of the Executive Committee shall chair the meeting.
- (d) If no member of the Executive Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair 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 ten members personally present and entitled to vote upon the business to be conducted at the meeting.
- (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 will be determined by the Executive Committee and must 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.
- (g) In order to be counted in a quorum a member must confirm to the member of the Executive Committee that they are, or are entitled to be, a member of the CIO.

#### **11.6. Voting at general meetings**

- (a) Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (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.
- (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 a 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.

#### **11.7. Adjournment of meetings**

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

- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

#### 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 he or she is under the age of 18 years; or
  - (ii) if he or she would automatically cease to hold office under the provisions of clause 16.1(g).
- (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.
- (d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

#### 12.3. The Executive Committee

- (a) The CIO and its property shall be managed and administered by the charity trustees who shall form an Executive Committee (the “**Executive Committee**”) comprising the officers and other members elected in accordance with this Constitution. The members of the Executive Committee shall be the charity trustees.
- (b) The Executive Committee shall have the following officers:
  - (i) A Chairman
  - (ii) A Vice-Chairman
  - (iii) A Secretary
  - (iv) A Treasurer
- (c) A member of the Executive Committee must be a member of the CIO.
- (d) No one may be appointed as a member of the Executive Committee if that person would be disqualified from acting under the provisions of Clause 16.

- (e) The number of members of the Executive Committee shall be not less than five but (unless otherwise determined by a resolution of the CIO in general meeting) shall not be subject to any maximum.
- (f) At the conclusion of each annual general meeting one third of the members of the Executive Committee, or if their number is not three or a multiple of three, then the nearest to one third, shall retire from office. The members of the Executive Committee to retire in each year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (g) Retiring members of the Executive Committee shall be eligible for re-election.
- (h) A member of the Executive Committee may not appoint anyone to act on his or her behalf at meetings of the Executive Committee.

12.4. The first charity trustees of the CIO are:

- David Kenworthy
- Derek Mcluckie
- Peter Glossop
- John Kirman
- Sharon Metcalfe
- Michael Clarke
- Terry Saeedi
- Peter Berry
- Ian Jackson
- Graham Pratt
- Lorraine Boyd
- Jennifer Rhodes

### **13. Appointment of the Executive Committee**

13.1. The CIO in each annual general meeting shall elect the Officers and the other members of the Executive Committee.

13.2. The Executive Committee may at any time appoint any person who is willing to act as a member of the Executive Committee subject to the proviso that any person so appointed shall retire with effect from the conclusion of the annual general meeting next after that member's appointment to the Executive Committee, but shall be eligible for re-election at that annual general meeting. Subject to sub-clause (d) of this clause, they may also appoint members of the Executive Committee to act as Officers.

13.3. No-one may be elected a member of the Executive Committee or an Officer at any annual general meeting unless prior to the meeting the CIO is given a notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a member of the Executive Committee or as an Officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

13.4. The appointment of a member of the Executive Committee, whether by the CIO in general meeting or by the other members of the Executive Committee, must not cause the number of members of the Executive Committee to exceed any number fixed in accordance with this Constitution as the maximum number of members of the Executive Committee.

13.5. The Executive Committee may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

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

The Executive Committee will make available to each new charity trustee, on or before his or her first appointment.

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

#### **15. Powers of the Executive Committee**

15.1. The Executive Committee shall manage the business of the CIO and may for that purpose exercise all the powers of the CIO as set out in clause 4.

15.2. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.

15.3. Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

#### **16. Retirement and removal of members of the Executive Committee**

16.1. A member of the Executive Committee shall cease to hold office if he or she:

- (a) retires by giving reasonable notice to the CIO in writing (but only if enough members of the Executive Committee will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves by a simple majority vote that his or her office be vacated. For the avoidance of doubt the member in question shall not be counted in the quorum for the purposes of such vote;
- (c) ceases to be a member of the CIO;
- (d) dies;
- (e) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

- (f) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
- (g) 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).

16.2. A member of the Executive Committee shall be removed from office if a resolution to remove that member is passed by a resolution of the remaining members of the Executive Committee.

16.3. In the event that a member of the Executive Committee ceases to hold office under this clause such member shall not be re-eligible for re-election other than with the consent of the Executive Committee.

## **17. Taking of decisions by the Executive Committee**

Any decision may be taken either:

- (a) at a meeting of the Executive Committee; or
- (b) by resolution in writing or electronic form agreed by a majority of the Executive Committee, 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 members of the Executive Committee 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 Executive Committee; and
  - (ii) the majority of the Executive Committee 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 Executive Committee has previously resolved, and delivered to the CIO at its principal office or such other place as the Executive Committee may resolve within 28 days of the circulation date.

## **18. Delegation**

18.1. The Executive Committee may delegate any of its powers or functions to a committee or committees of two or more members of the Executive Committee, and, if it does, it must determine the terms and conditions on which the delegation is made. Such terms and conditions shall be recorded in the minute book. The Executive Committee may at any time alter those terms and conditions, or revoke the delegation.

18.2. The Executive Committee may impose conditions when delegating, including the conditions that.

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;



- (b) no expenditure may be incurred on behalf of the CIO except in accordance with a budget previously agreed with the Executive Committee.

18.3. All acts and proceedings of any committee must be fully and promptly reported to the Executive Committee.

18.4. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Executive Committee, 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 member of the Executive Committee;
- (b) the acts and proceedings of any committee must be brought to the attention of the Executive Committee as a whole as soon as is reasonably practicable; and
- (c) the Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of the Executive Committee**

19.1. The Executive Committee may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution.

19.2. Any member of the Executive Committee may call a meeting of the Executive Committee.

19.3. The Secretary must call a meeting of the Executive Committee if requested to do so by a member of the Executive Committee.

19.4. Questions arising at a meeting must be decided by a majority of votes.

19.5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

19.6. No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.

19.7. The quorum shall be five or the number nearest to one third of the total number of members of the Executive Committee, whichever is the greater, or such other number as may be decided from time to time by the Executive Committee.

19.8. A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Executive Committee is not entitled to vote.

19.9. If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing member or members of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.

- 19.10. The person elected as the Chairman shall chair meetings of the Executive Committee.
- 19.11. If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.
- 19.12. The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this Constitution or delegated to that person in writing by the Executive Committee.
- 19.13. A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held.
- 19.14. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Executive Committee.
- 19.15. A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
- 19.16. Any member of the Executive Committee participating at a meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 19.17. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minute

## **20. Saving provisions**

20.1. Subject to sub-clause (2) of this clause, all decisions of the Executive Committee, or of a committee of Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee.

- (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 member of the Executive Committee and that member of the Executive Committee being counted in the quorum, the decision has been made by a majority of the members of the Executive Committee at a quorate meeting.

20.2. Sub-clause (1) of this clause does not permit a member of the Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee of the Executive Committee if, but for clause (1), the resolution would have been void, or if the member of the Executive Committee has not complied with clause 7 (Conflicts of interest).

20.3. No resolution or act of:

- (a) the Executive Committee;
- (b) any committee of the Executive Committee; or
- (c) the -CIO in general meeting;

shall be invalidated by reason of the failure to give notice to any member of the Executive Committee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the CIO.

## **21. Saving provisions**

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

21.2. A document is validly executed by signature if it is signed by at least two of the members of the Executive Committee.

21.3. If the CIO has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) it must only be used by the authority of the Executive Committee or of a committee of the Executive Committee duly authorised by the Executive Committee. The Executive Committee may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of the Executive Committee.

## **22. Use of electronic communications**

### **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

## **23. Keeping of Register**

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 Executive Committee must keep minutes of all

- (a) appointments of Officers and members of the Executive Committee made by the Executive Committee;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the Executive Committee and committees of the Executive Committee 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 Executive Committee otherwise than in meetings.

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

25.1. The Executive Committee 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.

25.2. The Executive Committee must comply with its obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

25.3. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Executive Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **26. Rules**

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

26.2. The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the CIO (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the CIO in relation to one another, and to the CIO's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the CIO's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meeting and meetings of the Executive Committee in so far as such procedure is not regulated by this Constitution;
- (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the CIO to be kept in electronic form and requires a member of the Executive Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

26.3. The CIO in general meeting has the power to alter, add to or repeal the rules or bye-laws.

26.4. The members of the Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the CIO.

26.5. The rules or bye-laws shall be binding on all members of the CIO. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

## **27. Notices**

27.1. Any notice required by this Constitution to be given to or by any person must be in writing. The CIO may give any notice to a member:

- (a) personally or by leaving it at the address of the member; or
- (b) by sending it by post in a prepaid envelope addressed to the member at the member's address; or
- (c) by advertising the notice in a local newspaper; or
- (d) by giving it using electronic communications to the member's email address; or
- (e) by advertising or displaying the notice at the Surgeries; or
- (f) by advertising or displaying the notice on the CIO's website; or
- (g) by advertising or displaying the notice on the relevant community notice boards.

- 27.2. A member present in person at any meeting of the CIO shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 27.3. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27.4. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 27.5. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
- 27.6. Proof that a notice has been displayed or advertised in accordance with this Constitution shall be conclusive evidence that the notice was given.

## **28. Use of electronic communications**

### **28.1. To the CIO**

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

### **28.2. By the CIO**

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website -
- (i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
  - (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 decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions), 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.

## **29. Disputes**

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

## **30. Amendment of constitution**

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

30.1. This constitution can only be amended:

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

30.2. Any alteration of clause 3 (Objects), clause 31 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

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

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

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

31.1. 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 (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.

31.2. 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.

31.3. 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 Executive Committee 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 Executive Committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
  - (iii) a statement by the Executive Committee 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 Executive Committee 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.

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

## 32. Interpretation

In this constitution:

**“connected person”** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity 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 9, Chapter 4 of the General Regulations.

**“charity trustee”** means a charity trustee of the CIO being a member of the Executive Committee.

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