

Notes

This draft assumes that the charity is operating only in England & Wales

There is no need to include the details in Clause 4(1) to (5), but it may be useful to set out restrictions on its powers, legal status and about those restrictions.

Clause 9(1)(a): it is permitted to have more than one member and/or to limit the number of members below

Clause 11(5)(b): There is no legal requirement to have any minimum number of members of a CIO, and there may be one member only. (If only one, that may be because he is the founder who has complete control over the charity.) In that case, the constitution will need to be consistent with there only being one member

Clause 21(1) assumes that the CIO is a Charitable Incorporated Organisation (CIO) marked by Simply Docs

Charitable Incorporated Organisation (CIO) marked by Simply Docs

Date of constitution: []

1. Name

The name of the Charitable Incorporated Organisation (CIO) is <<full name of charity>>

2. National location of principal office

The CIO must have a principal office in England & Wales
The principal office of the CIO is

3. Objects

The object[s] of the CIO [is][are]

.....
.....
.....

Nothing in this constitution shall prevent the CIO from using its property for the purposes which are not charitable

4. Powers

The CIO has power to do anything which is necessary or conducive or incidental to doing

operating only in England & Wales

set out in square brackets in the constitution. The charity proposes to insert details about whether it may include

member and/or to limit the number of members below

to be any minimum number of members of a CIO, and there may be one member only. (If only one, that may be because he is the founder who has complete control over the charity.) In that case, the constitution will need to be consistent with there only being one member

Constitution, amended as follows

the CIO") is <<full name of charity>>

s

of the property of the CIO for

further its object[s] or is

[In particular, the CIO's powers include]

- (1) borrow money and to charge or create a mortgage or other security interest in or over any part of its property as security for the repayment of the money so borrowed; it must comply as appropriate with sections 124 and 125 of the 1993 Act if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, or otherwise acquire any property and to maintain and equip it for the purposes of the charity;
- (3) sell, lease or otherwise dispose of any property belonging to the CIO. In exercising this power it must comply as appropriate with sections 117 and 119-123 of the 1993 Act;
- (4) employ and remunerate (including by way of pension or annuity) any person (other than a charity trustee only to the extent that it is permitted to do so by the provisions of the 1993 Act and payments to charity trustees and connected persons must comply with the conditions of those clauses;
- (5) deposit or invest funds, or make investments or other proper use of the funds, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the 1993 Act.

5. Application of income and property

- (1) The income and property of the CIO shall be applied solely towards the promotion of the objects specified in the objects clause.
 - (a) A charity trustee shall not receive any remuneration or may pay out of the funds of the CIO any expenses properly incurred in or about the CIO.
 - (b) A charity trustee shall not be entitled to indemnity insurance cover in respect of his or her office as a charity trustee, in so far as such cover is not provided by the CIO, in excess of the cover provided by the Act 2011.
- (2) None of the income or property of the CIO shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to any member of the CIO. This does not prevent the CIO from paying or transferring to any person who is not also a charity trustee:
 - (a) a benefit from the CIO;
 - (b) a benefit consisting of the payment of reasonable and proper expenses incurred by or on behalf of the CIO.
- (3) Nothing in this clause shall prevent the CIO from paying or transferring to any charity trustee or connected person a benefit or payment permitted or required by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

- (a) Subject to (c) of this clause, no charity trustee or connected person may receive a benefit from the CIO on terms more favourable than those available to members of the public;
- (b) Without limitation, no charity trustee or connected person may:
 - (i) buy or receive goods or services from the CIO on terms more favourable than those available to members of the public;
 - (ii) sell goods or services to the CIO;
 - (iii) be employed by the CIO or receive remuneration from, the CIO;
 - (iv) receive any other benefit from the CIO; and
- (c) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of a scheme established by a majority of the trustees do not benefit as a beneficiary of the CIO [provided that it is available generally to the beneficiaries of the CIO]

In this sub-clause, a “financial benefit” means a benefit, whether direct or indirect, which is either money or has a monetary value.

(2) In sub-clause (1) of this clause

- (a) “the CIO” includes:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the shares; or
 - (iii) has the right to appoint or remove directors to the board of the company;
- (b) “connected person” means a person within the definition set out in clause 30.

7. Conflicts of interest and

A charity trustee must:

- (1) declare the nature and extent of any interest or conflict or indirect, which he or she has in a proposed transaction with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any meeting of the charity trustees in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interests of the CIO and his or her private interest (including but not limited to any financial interest).

Any charity trustee absenting him- or herself from this clause must not vote or be counted in the vote of the charity trustees on the matter.

8. Liability of members to the CIO if it is wound up
If the CIO is wound up, the members shall have no liability to contribute to its assets and no personal responsibility for its debts and liabilities.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to any person who is interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its acceptance of the duty of members set out in sub-clause (3) of this clause. The number of members at any one time shall be limited to <[]>

Only an individual may be a member (whether or not a corporate body or other organization).

(b) Admission procedure
The charity trustees:

- (i) may require an applicant to complete an application form to be made in any reasonable way that they decide;
- (ii) may refuse an application if they believe that it is in the best interests of the CIO to do so;
- (iii) shall, if they decide to refuse an application, give the applicant their reasons in writing, and give the applicant the right to appeal against the refusal; and
- (iv) shall give fair consideration to any appeal, and shall inform the applicant of their decision in writing to confirm refusal of the application for membership.

(2) Transfer of membership
Membership of the CIO cannot be transferred to another person.

(3) Duty of members

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

(4) Termination of membership

discussions in accordance with the provisions of the Memorandum in any decision of the

10. Winding up of the CIO if it is wound up
If the CIO is wound up, the members shall have no liability to contribute to its assets and no personal responsibility for its debts and liabilities.

interested in furthering its purposes, and who, by agreement to become a member, has indicated his, her or its acceptance of the duty of members set out in sub-clause (3) of this clause. The number of members at any one time shall be limited to <[]>

Only an individual may be a member (whether or not a corporate body or other organization).

to be made in any reasonable way that they decide;

if they believe that it is in the best interests of the CIO to do so;

on for membership, give the applicant their reasons in writing, and give the applicant the right to appeal against the refusal; and

appeal, and shall inform the applicant of their decision in writing to confirm refusal of the application for membership.

else.

or her powers as a member of the CIO to be most likely to further the purposes of the CIO.

- (a) Membership of the CIO shall be open to any person who:
 - (i) the member has been recommended by the charity trustees;
 - (ii) the member has been recommended by the charity trustees; or
 - (iii) any sum of money payable by the member to the CIO is not paid in full within the prescribed period; or
 - (iv) the charity trustees are satisfied that the member is acting in the best interests of the CIO and should be removed from membership of the CIO to that effect.
- (b) Before the charity trustees decide to remove someone from membership of the CIO, they must:
 - (i) inform the member of the reasons why it is proposed to remove him, her or it;
 - (ii) give the member 14 days' notice in which to make representations as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity trustees, consider the representations and decide whether or not the member should be removed from membership;
 - (iv) consider and take into account any representations which the member makes as to why he, she or it should not be removed; and
 - (v) allow the member or his or her representative to make those representations at the meeting, if the member so chooses.

(5) Membership fees

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

10. Members' decisions

(1) General provisions

Except for those decisions that may be taken by the CIO in the regular way as indicated in sub-clause (3) of this clause, decisions of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions

Subject to sub-clause (3) of this clause, decisions of the CIO may be taken by means of a resolution adopted by a simple majority of votes cast by the members of the CIO.

- (3) Decisions that must be taken in a particular way**
- (a) Any decision to alter the CIO's objects must be taken in accordance with clause 28 of this Constitution (of Constitution).
 - (b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this Constitution (on any winding up or dissolution). Any decision to alter the CIO's objects or the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2006.
- 11. General meetings of members**
- (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 6 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must consider the annual statement of accounts (duly audited or examined) and the trustees' annual report, and must approve them. The AGM must also elect or re-elect the trustees under clause 13.
 - (b) Other general meetings of the CIO may be held at any time.
 - (c) All general meetings of the CIO must be held in accordance with the following provisions.
- (2) Calling general meetings**
- (a) The charity trustees must call a general meeting of the members of the CIO in accordance with the provisions of this clause, and identify it as such in the notice of the meeting.
 - (i) The charity trustees must call a general meeting of the members of the CIO in accordance with the provisions of this clause, and identify it as such in the notice of the meeting.
 - (ii) The charity trustees may call a general meeting of the members of the CIO at any time.
 - (b) The charity trustees must call a general meeting of the members of the CIO if they receive a request from at least 10% of the members of the CIO that they do so.
 - (i) The charity trustees must call a general meeting of the members of the CIO if they receive a request from at least 10% of the members of the CIO that they do so.
 - (ii) The charity trustees must call a general meeting of the members of the CIO if they receive a request from at least 10% of the members of the CIO that they do so.
 - (c) If, at the time of a request for a general meeting of the members of the CIO, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-

clause (b)(i) of the
10%.

(d) Any such request
properly be proposed

(e) A resolution may
defamatory, frivolous

(f) Any general meeting
members of the CIO
it is called.

(g) If the charity trustees
meeting at the request
the meeting may

(h) A general meeting
months after the

(i) The CIO must reimburse
members calling
trustees to duly consider
indemnified by the

(3) Notice of general meeting

(a) The charity trustees
CIO, must give at least
of the members, and
member.

(b) If it is agreed by resolution
resolution may be
requirements of sub-clause
sub-clause does not
required by another
or by the General

(c) The notice of any

(i) state the time

(ii) give the address

(iii) give particulars of
meeting, and of any
dealt with

(iv) if a proposal
at the meeting

as if 5% were substituted for

of a resolution that may
be proposed, at the meeting.

ed if it is lawful, and is not

trustees at the request of the
8 days from the date on which

is obligation to call a general
on the members who requested
meeting.

be held not more than 3
first requested the meeting.

expenses incurred by the
reason of the failure of the charity
CIO shall be entitled to be
responsible for such failure.

be, the relevant members of the
of any general meeting to all
of the CIO who is not a

members of the CIO, any
at the meeting even though the
clause have not been met. This
period of notice is strictly
tion, by the Charities Act 2011

ing:

ing is to take place;

which is to be moved at the
of any other business to be

n of the CIO is to be considered
the proposed alteration; and

(6) Voting at general meeting

- (a) Any decision other than a decision on the appointment or removal of a director must be taken in a general meeting and shall be decided on a show of hands.
- (b) A resolution put to the vote shall be decided on a show of hands.
- [(c) In the event of an equality of votes, the chair of the meeting shall have a casting vote.
- (d) Any objection to the validity of a resolution passed at a meeting at which the objection was raised must be raised at the meeting at which the resolution was passed and the decision of the chair of the meeting shall be final.

(7) Adjournment of meeting

The chair may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, so directed by the meeting) adjourned from time to time and from place to place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the meeting from which the adjournment took place.

12. Charity trustees

(1) Functions and duties

The charity trustees shall exercise all the powers of the charity and may for that purpose do all such things as are necessary or expedient for the purposes of the charity.

- (a) to exercise his or her functions as a charity trustee in good faith and in the best interests of the charity; and
- (b) to exercise, in the discharge of his or her functions, such care and skill as a prudent person would exercise in the management of the charity's affairs, having regard in particular to:
 - (i) any special responsibilities which may be imposed on him or her by the charity; and
 - (ii) if he or she is a director of the charity, the business of the charity and the interests of the charity in relation to that business.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - if he or she is a minor; or

- if he or she was appointed under the provisions of

to hold office under the

- (c) No one is entitled on any re-appointment on whatever way the office of charity trustee

whether on appointment or expressly acknowledged, in his or her acceptance of the

- (d) [At least one of the trustees must be 18 years of age or over. If there is no trustee 18 years of age or over, the remaining trustee or trustees may act as charity trustees, or appoint a new charity trustee 18 years of age or over].

must be 18 years of age or over. If there is no trustee 18 years of age or over, the remaining trustee or trustees may act as charity trustees, or appoint a new charity trustee 18 years of age or over.

(3) Number of charity trustees

- (a) There must be at least three charity trustees. If the number falls below this minimum, the charity trustees may act only to call a meeting of the charity trustees to appoint a new charity trustee.
- (b) The maximum number of charity trustees that the charity trustees may appoint shall not exceed the number of charity trustees in office at the time of appointment.

three charity trustees. If the number falls below this minimum, the charity trustees may act only to call a meeting of the charity trustees to appoint a new charity trustee.

shall not exceed the number of charity trustees in office at the time of appointment.

(4) First charity trustees

The first charity trustees of the CIO shall be

<<full name and title of each trustee>>

13. Appointment of charity trustees

- (1) At every annual general meeting, one-third of the charity trustees shall retire. If the number of charity trustees is not divisible by three, then the number nearest to one-third shall retire. If there is only one charity trustee, he or she shall retire.
- (2) The charity trustees retiring shall be those who have been longest in office since their last appointment or reappointment. If any charity trustees were last appointed or reappointed on the same day those to retire shall (unless otherwise determined by lot) be determined by lot.
- (3) The vacancies so created shall be filled at the annual general meeting may be filled at any time.
- (4) The members or trustees may at any time decide to appoint a new charity trustee who has retired or been removed from office.

members of the CIO, one-third of the charity trustees shall retire. If the number of charity trustees is not divisible by three, then the number nearest to one-third shall retire. If there is only one charity trustee, he or she shall retire.

shall be those who have been longest in office since their last appointment or reappointment. If any charity trustees were last appointed or reappointed on the same day those to retire shall (unless otherwise determined by lot) be determined by lot.

the decision of the members at the annual general meeting shall be final. If the vacancies are not filled at the annual general meeting, they may be filled at any time.

at any time decide to appoint a new charity trustee who has retired or been removed from office.

of charity trustees
limit specified in c
as a result be exc

- (5) A person so appo
accordance with r
person so appoin
of the next annua
appointment, and
which of the char

14. Information for new ch

The charity trustees will make a
her first appointment:

- (a) a copy of this con
(b) a copy of the CIO
accounts.

15. Retirement and remova

- (1) A charity trustee ceases

- (a) retires by notifyin
will remain in offic
quorum for meeti
(b) is absent without
meetings held wit
his or her office b
(c) dies;
(d) in the written opin
practitioner treatin
incapable of actin
three months;
(e) is removed by the
this clause; or
(f) is disqualified from
180 of the Chariti
modification of th

- (2) A charity trustee shall be
is proposed at a meeting
clear days' notice and at
meeting are in favour of
vote on that decision or b

arity trustee, provided that the
er of charity trustees would not

the CIO shall retire in
uses (1) and (2) of this clause. A
s shall retire at the conclusion
he date of his or her
the purpose of determining
rotation at that meeting.

arity trustee, on or before his or

ments made to it; and

report and statement of

:

only if enough charity trustees
ignation takes effect to form a

arity trustees from all their
s and the trustees resolve that

a registered medical
me physically or mentally
d may remain so for more than

rdance with sub-clause (2) of

tee by virtue of sections 178-
tory re-enactment or

decision to remove that trustee
that purpose on at least 14
ity of the votes cast at the
at trustee shall not be entitled to
present .

- (3) A decision to remove a charity trustee shall not take effect unless the individual has been given notice in writing of the proposed removal specifying the circumstances of the proposed removal, and has been given a reasonable opportunity to make oral and/or written representations to the other charity trustees.

16. Reappointment of charity trustees

Any person who retires as a charity trustee shall be eligible for reappointment. [A charity trustee who has served for [three] consecutive terms may not be reappointed for [three] consecutive terms after an interval of at least [three] years.]

17. Taking of decisions by charity trustees

Any decision may be taken either

- at a meeting of the charity trustees;
- by resolution in writing of the charity trustees, which may comprise either a single document or the text of the resolution in which one or more charity trustees has signified their agreement.

18. Delegation by charity trustees

- (1) The charity trustees may confer powers or functions on a committee or committees, subject to such terms and conditions on which the charity trustees may at any time alter those terms and conditions.

- (2) This power is in addition to any other power of delegation conferred on the charity trustees, but is subject to the following requirements:

- (a) a committee may only be formed if at least one member of each committee is a charity trustee;
- (b) the acts and proceedings of the committee must be brought to the attention of the charity trustees as soon as is reasonably practicable; and
- (c) the charity trustees must review the arrangements which they have made for delegation.

19. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.

Any person who retires as a charity trustee shall not be eligible for reappointment unless the individual has been given notice in writing of the proposed removal specifying the circumstances of the proposed removal, and has been given a reasonable opportunity to make oral and/or written representations to the other charity trustees.

Any person who retires as a charity trustee shall be eligible for reappointment. [A charity trustee who has served for [three] consecutive terms may not be reappointed for [three] consecutive terms after an interval of at least [three] years.]

Any decision may be taken either by all of the charity trustees, or by resolution in writing of the charity trustees, which may comprise either a single document or the text of the resolution in which one or more charity trustees has signified their agreement.

The charity trustees may confer powers or functions to a committee or committees, subject to such terms and conditions on which the charity trustees may at any time alter those terms and conditions.

This power is in addition to any other power of delegation conferred on the charity trustees, but is subject to the following requirements:

(a) a committee may only be formed if at least one member of each committee is a charity trustee;

(b) the acts and proceedings of the committee must be brought to the attention of the charity trustees as soon as is reasonably practicable; and

(c) the charity trustees must review the arrangements which they have made for delegation.

Any charity trustee may call a meeting of the charity trustees.

- (b) Subject to that, the charity trustees may decide how their meetings are to be called, and when they are to be held.

(2) Chairing of meetings

The charity trustees may appoint any person to chair their meetings and may at any time revoke such appointment. If a person appointed is unwilling to preside at a meeting, the charity trustees may appoint another person to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be made at a meeting unless a quorum is present at the time when the decision is made. The quorum shall be the number nearest to, but not less than, the number nearest to, but not less than, the number of charity trustees, whichever is greater, as the charity trustees may decide from time to time. A person who is not a charity trustee shall not be counted in the quorum present at a meeting.

- (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.]

(4) Participation in meetings

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

- (b) Any charity trustee may participate in a meeting by suitable electronic means agreed by the charity trustees. A participant or participants may communicate with all the other participants and shall qualify as being present at the meeting.

- (c) Meetings held by electronic means shall comply with rules for meetings, including chairing of meetings.

20. Saving provisions

- (1) Subject to sub-clause (2), any decision of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding that the person or persons who made the decision:
- who was disqualified from being a charity trustee;
 - who had previously been obliged by the constitution to resign or retire;

decide how their meetings are to be called, and when they are to be held.

chair their meetings and may at any time revoke such appointment, or if the person appointed is unwilling to preside at a meeting, the charity trustees may appoint another person to chair that meeting.

unless a quorum is present at the time when the decision is made. The quorum shall be the number nearest to, but not less than, the number of charity trustees, whichever is greater, as the charity trustees may decide from time to time. A person who is not a charity trustee shall not be counted in the quorum present at a meeting.

decided by a majority of those eligible to vote.

chair shall have a second or casting vote.]

means

electronic means agreed by the charity trustees in which all participants may communicate with all the other participants.

ing by suitable electronic means agreed by the charity trustees. A participant or participants may communicate with all the other participants and shall qualify as being present at the meeting.

comply with rules for meetings, including chairing of meetings.

decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding that the person or persons who made the decision:

who was disqualified from being a charity trustee;

who had previously been obliged by the constitution to resign or retire;

- who was not a charity trustee at the time of the conflict of interest, whether by reason of a

if, without the vote of the charity trustee being counted in the quorum, a resolution has been made by a majority of the charity trustees and that charity trustee being

- (2) Sub-clause (1) of this clause shall not apply to a resolution which is made for the purpose of permitting a charity trustee to keep any benefit that may be received by the charity trustee if, but for clause (1), the charity trustee has not complied with clause (1) (st).

21. Execution of documents

- (1) The CIO shall execute documents in accordance with the provisions of this clause.
- (2) A document is validly executed if it is signed by at least two of the charity trustees.

22. Use of electronic communications

The CIO will comply with the relevant provisions of the General Regulations and in particular the provisions of the

- (a) the requirement to provide a hard copy of any document to any member on request a hard copy of any document sent to the member otherwise than in hard copy form;
- (b) any requirements to provide a document to the Commission in a particular form or manner.

23. Keeping of Registers

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

24. Minutes

The charity trustees must keep minutes of the following:

- (1) appointments of officers and members of the charity trustees;
- (2) proceedings at general meetings of the charity trustees;
- (3) meetings of the charity trustees including:
 - the names of the trustees present;
 - the decisions made at the meeting;
 - where appropriate the names of the members present;

- (4) decisions made by the charity trustees

than in meetings.

25. Accounting records, accounts and returns, register and maintenance

and returns, register

- (1) The charity trustees must keep records with regard to the keeping of statements of accounts. The statements of accounts must be sent to the Charity Commission, regardless of the financial year end.

statements of the Charities Act 2011 to the preparation and scrutiny of annual reports and returns. must be sent to the Charity Commission, within 10 months of the

- (2) The charity trustees must inform the Commission within 28 days of any change to the CIO entered on the Central Register of Charities.

tion to inform the Commission of any change to the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make or alter bye laws as they may deem necessary for the management of the CIO, but such bye laws must not be inconsistent with any provision of this constitution. Copies of the bye laws must be made available to any member.

reasonable and proper rules or bye laws for the proper conduct and management of the CIO. Such bye laws must not be inconsistent with any provision of this constitution. Copies of the bye laws currently in force must

27. Disputes

If a dispute arises between members of the CIO about anything done by the members of the CIO, and the dispute cannot be resolved by agreement, the parties must try in good faith to settle the dispute by mediation before resorting to arbitration.

the validity or propriety of anything done by the members of the CIO, and the dispute cannot be resolved by agreement, the parties must try in good faith to settle the dispute by mediation before resorting to arbitration.

28. Amendment of constitution

As provided by clauses 224-227

1:

- (1) This constitution may be amended by:

(a) by resolution of all members of the CIO; or

all members of the CIO; or

(b) by a resolution of a majority of votes cast at a general meeting of the CIO.

majority of votes cast at a general meeting of the CIO.

- (2) Any alteration of the constitution (including dissolution), this constitution may provide authorisation for the alteration to be obtained by charity trustees or members of the CIO, and with their prior written consent of the charity trustees.

section 29 (Voluntary winding up or dissolution) where the alteration would be made, requires the prior written consent of the charity trustees.

- (3) No amendment to the constitution made after 2011 or the General Regulations is valid.

the provisions of the Charities Act 2011 are valid.

- (4) A copy of any resolution passed to amend the CIO's constitution, together with a copy of the CIO's constitution, must be sent to the Commission.

constitution, together with a copy of the CIO's constitution, must be sent to the Commission.

within 15 days from the date the amendment does not become effective of Charities.

resolution is passed. The amendment has been recorded in the Register of Charities.

29. Voluntary winding up of the CIO

(1) As provided by the Dissolution Regulations, a resolution of its members for the winding up of the CIO can only be made if:

The CIO may be dissolved by its members to wind up or dissolve the CIO.

(a) at a general meeting called in accordance with clause 11 (Meetings) if not less than 14 days' notice has been given to all members of the CIO;

The CIO may be dissolved by its members to wind up or dissolve the CIO called in accordance with clause 11 (Meetings) if not less than 14 days' notice has been given to all members of the CIO and vote:

(i) by a resolution passed by a majority of those voting, or

by a resolution passed by a majority of those voting, or

(ii) by a resolution passed without a vote and without a poll being put to the meeting in response to the question whether the CIO should be dissolved.

A resolution may be taken without a vote and without a poll being put to the meeting in response to the question whether the CIO should be dissolved.

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

A resolution may be agreed by all members of the CIO.

(2) Subject to the payment of the debts and liabilities of the CIO:

(a) Any resolution for the winding up of the CIO without winding up the remaining assets of the CIO;

The CIO may be dissolved by its members to wind up or dissolve the CIO, or for the dissolution of the CIO without winding up the remaining assets of the CIO, or for the dissolution of the CIO without winding up the remaining assets of the CIO.

(b) If the resolution does not provide for the winding up of the CIO, the charity trustees must decide how the assets of the CIO are to be dealt with.

If the resolution does not provide for the winding up of the CIO, the charity trustees must decide how the assets of the CIO are to be dealt with.

(c) In either case the charity trustees must ensure that the assets of the CIO are applied for charitable purposes the same as those for which the CIO was established.

The CIO may be dissolved by its members to wind up or dissolve the CIO, or for the dissolution of the CIO without winding up the remaining assets of the CIO.

(3) The CIO must observe the provisions of the Dissolution Regulations in applying to the Commission for the removal of the CIO from the Register of Charities, and in particular:

The CIO must observe the provisions of the Dissolution Regulations in applying to the Commission for the removal of the CIO from the Register of Charities, and in particular:

(a) the charity trustees must submit an application to the Commission:

The CIO must submit an application to the Commission:

(i) a copy of the constitution of the CIO;

The CIO must submit an application to the Commission:

(ii) a declaration that the charity trustees are aware of the liabilities of the CIO and that any debts and other liabilities of the CIO are settled or otherwise provided for in the constitution of the CIO;

The CIO must submit an application to the Commission:

(iii) a statement setting out the way in which the assets of the CIO are to be applied for charitable purposes the same as those for which the CIO was established.

The CIO must submit an application to the Commission:

- (b) the charity trustee within seven days of the charity trustee of

copy of the application is sent to any employee of the CIO, and to any other person who is relevant to the application.

- (4) If the CIO is to be wound up, the provisions of the Dissolution Regulations shall be followed.

In other circumstances, the provisions of the Dissolution Regulations shall be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of a charity trustee or of any person falling within sub- clause (a);
- (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 by
 - (i) by the charity trustee or by a connected person falling within sub- clause (a); or
 - (ii) by two or more persons, one of whom is a charity trustee or a person falling within sub- clause (d)(i), when taken together;
- (e) a body corporate in which
 - (i) the charity trustee or a connected person falling within sub- clause (a) has a substantial interest; or
 - (ii) two or more persons, one of whom is a charity trustee or a person falling within sub- clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2006 shall apply for the purposes of interpreting the terms used in this constitution.

For the purposes of interpreting the terms used in this constitution:

“General Regulations” means the General Regulations 2012.

the General Regulations (General Regulations) 2012.

“Dissolution Regulations” means the Dissolution Regulations (Insolvency and Dissolution) Regulations 2012.

the Dissolution Regulations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations 2012.

the Communications Provisions in [Part 10, Chapter 4] of the General Regulations 2012.

“charity trustee” means a charity trustee.