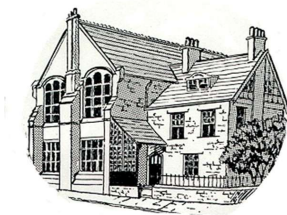


Date: ..... 202\_

Charitable Incorporated Organisation

Constitution

**Wylam Institute Community Association**



Wylam Institute Community Association Constitution (date). Charity Number

Date of constitution (last amended): .....

Date of constitution (date registered with the Commission): .....

Charity Registration Number: .....

### **1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is Wylam Institute Community Association.

### **2. National location of principal office**

Church Road, Wylam, Northumberland. NE41 8AP

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

### **3. Objects**

The objects of the CIO are to establish and run a village hall and to promote for the benefit of the residents of Wylam and the neighbourhood, without distinction of any protected characteristic or other opinions, by bringing together the said residents, local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare by recreation and leisure-time occupation with the objective of improving the conditions of life for the said residents (the “Objects”).

### **4. Powers**

The CIO has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the CIO has power to:

- 4.1 hold on trust the Specified Trust Property as designated land under the terms of the Charities Act 2011 for the Original Trusts;
- 4.2 co-operate with other voluntary organisations, statutory authorities and individuals;
- 4.3 establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- 4.4 promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the area of benefit;
- 4.5 acquire and distribute funds to and to assist in the provision of grants to community organisations in the area of benefit;
- 4.6 arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- 4.7 raise funds. In doing so, the CIO must not undertake any substantial permanent non-charitable trading activity and must comply with any relevant statutory regulations. This

power may be used to benefit other charities or good causes only where the trustees are satisfied that such activity will also further the objects of the charity.

- 4.8 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 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 4.9 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.10 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 to 123 of the Charities Act 2011;
- 4.11 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 that clause;
- 4.12 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

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

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the Objects.
- 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 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.
- 5.5 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**

### **General Provisions**

- 6.1 No charity trustee or connected person may:
  - 6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
  - 6.1.2 sell goods, services, or any interest in land to the CIO;

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- 6.1.3 be employed by, or receive any remuneration from, the CIO;
- 6.1.4 receive any other financial benefit from the CIO unless the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

## 6.2 Scope and powers permitting trustees’ or connected persons’ benefits

- 6.2.1 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.
- 6.2.2 A charity trustee or connected person may enter into a contract for the supply of services, and/or goods, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2022.
- 6.2.3 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). The CIO should document the amount of, and the terms of, the trustee’s or connected person’s loan.
- 6.2.4 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.
- 6.2.5 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.
- 6.2.6 A charity trustee or connected person may receive payment made under the indemnity given by the CIO as set out in the Transfer Instrument entered into between the CIO and the Original Charity provided that the indemnity is limited to liabilities properly incurred by the trustees of the Original Charity acting in their capacity as such and to the value of the assets transferred by the Original Charity to the CIO under the Transfer Instrument.

## 6.3 In clauses 6.2:

- 6.3.1 **“the CIO”** includes any company in which the CIO:
  - (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares; or
  - (c) has the right to appoint one or more directors to the board of the company;
- 6.3.2 **“connected person”** includes any person within the definition set out in clause 32 (Interpretation).

## 7. Conflicts of interest and conflicts of loyalty

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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. Disposal of Specified Trust Property and other property acquired by the CIO**

8.1 Following registration of the CIO, the charity trustees of the Original Charity will execute a vesting declaration in accordance with s.310 of the Charities Act 2011 in favour of the CIO in relation to the Specified Trust Property.

8.2 As a consequence of such vesting declaration:

8.2.1 the CIO will acquire the legal title to the Specified Trust Property and will hold the Specified Trust Property on the Original Trusts;

8.2.2 the CIO will become the sole trustee of the Specified Trust Property and will have trust corporation status in relation to that trust; and

8.2.3 the CIO and the Specified Trust Property will be treated as a single charity for registration and accounting purposes.

8.3 If the charity trustees decide at any time to dispose of any part or parts of the Specified Trust Property, the charity trustees must comply with the Original Trusts. Where these require the holding of a public meeting this must be held in accordance with any requirements set out in the Original Trusts or, if there are no such requirements or the trustees propose to dispose of property other than the Specified Trust Property, a public meeting must be held and a resolution taken in accordance with the requirements set out in clause 30.1 of this constitution. Any resolution concerning the Specified Trust Property must refer specifically to the original trusts.

8.4 On taking a resolution to dispose of any part of the Specified Trust Property or other land or property held by the CIO the trustees shall obtain the consent of the Charity Commission to apply the assets for any purpose other than a replacement Wylam Institute Community Association to be held by the CIO on the objects herein contained.

8.5 The Specified Trust Property cannot be used to pay any debts incurred by the CIO.

#### **9. Liability of trustees to contribute to the assets of the CIO if it is wound up**

9.1 If the CIO is wound up, each trustee of the CIO is liable to contribute to the assets of the CIO such amount (but not more than £1) as may be required for payment of the debts and liabilities of the CIO contracted before that person ceases to be a member,

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for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.

- 9.2 In sub-clause (9.1) “**member**” includes any person who was a member of the CIO within 12 (twelve) months before the commencement of the winding up.
- 9.3 But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

## **10. Charity trustees**

### **10.1 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:

- 10.1.1 to exercise his or her powers and to perform his or her functions in his or her capacity 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
- 10.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- (a) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
  - (b) 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.

### **10.2 Eligibility for trusteeship**

- 10.2.1 Every charity trustee must be a natural person.
- 10.2.2 No individual may be appointed as a charity trustee of the CIO:
- (a) if he or she is under the age of 16 years; or
  - (b) if he or she would automatically cease to hold office under the provisions of clause 12.4.6.
- 10.2.3 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.
- 10.2.4 The total number of trustees under the age of 18 years must not at any time be more than half of the total number of trustees in office.

### **10.3 The charity trustees**

- 10.3.1 There must be at least **three** charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee. The first charity trustees are:

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who shall continue in office until the end of the first annual general meeting.

10.3.2 There is no maximum number of charity trustees that may be appointed to the CIO.

10.3.3 The first charity trustees shall have power to appoint further charity trustees who shall hold office until the end of the first annual general meeting. Subject to this, the charity trustees shall comprise:

- (a) up to 12 charity trustees elected in accordance with clause 10.4;
- (b) up to 6 charity trustees appointed in accordance with clause 10.5, and
- (c) up to 3 individuals co-opted by the charity trustees in accordance with clause 10.6.

**Commented [CW1]:** Increased from 1 to 6 to be more acceptable to the Charity Commission. ACRE template suggests 15. To be approved by committee.

**10.4** The elected charity trustees must be elected at an annual general meeting at which all inhabitants of the area of benefit of 18 years and upward are entitled to attend and vote in accordance with clause 17.5. No person other than a charity trustee retiring in accordance with the constitution may be appointed a charity trustee at any general meeting unless:

10.4.1 he or she is recommended for re-election by a majority of the charity trustees; or

10.4.2 not less than twenty-one nor more than forty-two clear days before the date of the meeting, the CIO is given a notice that:

- (a) is signed by an inhabitant of the area of benefit entitled to vote at the meeting;
- (b) stating the individual's intention to propose the election of a person as a charity trustee;
- (c) containing the details that, if the person were to be appointed, the charity would have to file with the Charity Commission; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be elected.

**10.5** The charity trustees shall maintain a list of user bodies that they consider to be supportive of the CIO's Objects and which have indicated a wish to appoint a charity trustee of the CIO. Each listed user body shall have the right to appoint one charity trustee. Any such appointment must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary.

10.5.1 Where any application for the right to appoint a charity trustee is received from any existing or newly-formed body operating in the area of benefit, the charity trustees may, with the approval of not less than two-thirds of all the charity trustees,

add such body to the list of user bodies and allow such body to appoint a charity trustee.

10.5.2 The charity trustees may, with the approval of (a) the body concerned and (b) not less than two-thirds of all the charity trustees, remove a body from such list of user bodies.

10.5.3 A minute of the relevant resolution, authenticated by the chairman, should be (a) placed with the title deeds and (b) kept with the charity trustees' working papers.

10.5.4 The appointment will be effective from the date on which the Secretary is informed of the appointment.

10.6 Co-opted charity trustees must be appointed at a duly constituted meeting of the charity trustees.

10.7 The period of office of elected charity trustees starts at the end of the annual general meeting at which they are elected and ends at the end of the next following annual general meeting.

10.8 The period of office of charity trustees appointed by listed user bodies is effective from the later of:

(a) the end of the annual general meeting held immediately following the appointment: and,

(b) the date on which the secretary is informed of the appointment. Subject to clause 12, the period of office of appointed charity trustees ends on the day on which notification of his or her removal is received by the secretary.

10.9 The period of office of co-opted charity trustees starts from the end of the meeting at which they are appointed by the charity trustees and ends at the end of the next following annual general meeting or at the time (if earlier) when they are removed by the charity trustees. Co-opted charity trustees may be reappointed by the charity trustees.

10.10 In the event of a casual vacancy among elected or co-opted charity trustees, the charity trustees may appoint a person who is willing to act to be a charity trustee. A charity trustee so appointed shall hold office only until the next following annual general meeting. If not elected or reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

10.11 Information for new charity trustees

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

10.11.1 a copy of this constitution and any amendments made to it; and

10.11.2 a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

10.12 All charity trustees who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a charity trustee

## **11. Officers**

- 11.1 The charity trustees shall appoint one of their number to be the chair of trustees (the “Chair”) for such term of office as they determine and may at any time remove them from that office.
- 11.2 The charity trustees may appoint one of their number to be the Vice-Chair of trustees for such term of office as they determine and may at any time remove them from that office.
- 11.3 A Secretary (who may be a charity trustee but need not be) may be appointed by the charity trustees for such term and upon such conditions as they may think fit, and may be removed by them. The Secretary shall have such duties and functions as are delegated to them by the charity trustees in accordance with clause 14.
- 11.4 If there is no Secretary:
- 11.4.1 anything authorised or required to be given or sent to, or served on, the charity by being sent to its Secretary may be given or sent to, or served on, the charity itself, and if addressed to the Secretary shall be treated as addressed to the charity; and
- 11.4.2 anything else required or authorised to be done by or to the Secretary of the charity may be done by or to a trustee, or a person authorised generally or specifically in that behalf by the trustees.
- 11.5 A Treasurer (who may be a charity trustee but need not be) may be appointed by the charity trustees for such term and upon such conditions as they may think fit, and may be removed by them. The Treasurer shall have such duties as functions as are delegated to them by the charity trustees in accordance with clause 14.

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

- 12.1 At the first and at each subsequent annual general meeting all elected charity trustees shall retire from office unless by the close of the meeting the members have failed to elect sufficient charity trustees to hold a quorate meeting of the charity trustees.
- 12.2 A charity trustee who retires at an annual general meeting may, if willing to act, be re-elected. If the CIO does not fill the vacancy created by his or her resignation, he or she shall, if willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the charity trustee has been put to a meeting and lost. If he or she is not re-elected he or she shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.
- 12.3 If a charity trustee is required to retire at an annual general meeting by a provision of the constitution the retirement shall take effect upon the conclusion of the meeting.
- 12.4 A charity trustee ceases to hold office if he or she:
- 12.4.1 retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

12.4.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

12.4.3 dies;

12.4.4 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 charity trustee and may remain so for more than three months;

12.4.5 is removed by ordinary resolution of the members of the CIO present and voting at a general meeting after the meeting has invited the views of the charity trustee concerned and considered the matter in the light of any such views; or

12.4.6 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).

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

Any decision may be taken either:

- 13.1 at a meeting of the charity trustees; participating at such a meeting by electronic means shall qualify as being present at the meeting; or
- 13.2 by a resolution in writing or in electronic form ("email") agreed by a simple majority of all of the charity trustees entitled to receive notice of a meeting of charity trustees or of a committee of charity trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the charity trustees or (as the case may be) a committee of charity trustees duly convened and held provided that:
  - 13.2.1 a copy of the resolution is sent or submitted to all of the charity trustees eligible to vote; and
  - 13.2.2 a simple majority of all of the charity trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the CIO's principal office within the period of 28 days beginning with the circulation date.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

### **14. Delegation by charity trustees**

- 14.1 The charity trustees may delegate any of their powers or functions to a committee or committees or Officer, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- 14.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

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- 14.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- 14.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable;
- 14.2.3 no expenditure may be incurred on behalf of the CIO except in accordance with a budget previously agreed with the charity trustees; and
- 14.2.4 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **15. Meetings of charity trustees**

### **15.1 Calling meetings**

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

### **15.2 Chairing of meetings**

The Chair shall chair meetings. If the Chair is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **15.3 Procedure at meetings**

- 15.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 15.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 15.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

### **15.4 Participation in meetings by electronic means**

- 15.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees or as a hybrid meeting in which each participant may communicate with all the other participants.
- 15.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.
- 15.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **16. Membership of the CIO**

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16.1 The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

16.2 Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

## **17. General meetings and the annual general meeting**

### **Decisions by members**

17.1 Any decision to:

17.1.1 amend the constitution of the CIO;

17.1.2 amalgamate the CIO with, or transfer its undertaking to, one or more other CIO's in accordance with the Charities Act 2011; or

17.1.3 wind up or dissolve the CIO (including transferring its business to any other charity) must be made by a 75% majority of those members voting at a general meeting of the CIO (including those voting by proxy or by post, if voting that way is permitted) or unanimously by the members, otherwise than at a general meeting (rather than a resolution of the charity trustees).

17.2 Any decision specified in clause 17.1 must be made in accordance with the provisions of clause 29 (Amendment of constitution), Clause 30 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of trustees of the CIO voting at a general meeting.

### **Annual General Meetings**

17.3 The CIO must hold its first annual general meeting within eighteen months after the date of its registration.

17.4 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. The charity trustees may call a general meeting at any time.

17.5 All inhabitants of the area of benefit of 18 years and upward must be entitled to attend and vote on the election of charity trustees as specified in clause 10.4 at annual general meetings. The charity trustees may allow inhabitants who are under 18 to attend (but not vote at) the meeting. Election shall be by simple majority vote. No person standing for election or re-election shall vote on their own election or re-election.

17.6 Public notice of every annual general meeting must be given in the area of benefit of at least fourteen days before the date thereof by affixing a notice to some conspicuous part of the property occupied by the CIO or other conspicuous place in the area of benefit and by such other means as the convenors think fit.

17.7 The business of each annual general meeting shall be:

17.7.1 to receive the annual report of the charity trustees, which shall incorporate the accounts of the CIO referred to below, and give an account of the work of the CIO and its activities during the preceding year;

17.7.2 to receive the accounts of the CIO for the preceding financial year;

17.7.3 to note the names of the persons appointed to serve as charity trustees under clauses 10.3.3 and 10.5 and to elect persons to serve as charity trustees under clause 10.4;

17.7.4 for the members of the CIO only to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the CIO in accordance with the Charities Act 2011;

17.7.5 to consider any other business of which due notice has to be given.

For the avoidance of doubt, inhabitants of the area of benefit of 18 years and upward attending an annual general meeting of the CIO shall only have the right to vote on the election of charity trustees but this shall not prevent the charity trustees from consulting with the inhabitants of the area of benefit over any matter which they in their absolute discretion think fit.

## **18. Notice of general meetings**

18.1 The minimum period of notice required to hold a general meeting of the CIO is fourteen clear days.

18.2 In addition to giving notice to members, the CIO shall post the notice, in a conspicuous place or places in the area of benefit and/or advertised in a newspaper, website or on social media circulating in the area of benefit.

18.3 The notice must specify the date, time, place and/or virtual place of the meeting, the details of anyone being nominated as a charity trustee under clause 10.4 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. If the meeting is to be a virtual meeting or a hybrid meeting the notice must specify how the virtual place can be accessed.

18.4 The notice must be given to all members and auditors (if appointed).

18.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the CIO.

18.6 A general meeting may be called by the Chair or by a decision of the members. The secretary shall, within 21 days of receiving a written request so to do, signed by not less than 10 inhabitants of the area of benefit giving reasons for the request, call a special general meeting of all the inhabitants of the area of benefit of eighteen years and upwards. Public notice must be given of any such meeting, specifying the business to be discussed, in the same way as for an annual general meeting.

## **19. Proceedings at general meetings**

19.1 The provisions in clause 15.2, 15.3 and 15.4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means shall apply to any general meeting of the members, with all references to trustees to be taken as references to members.

19.2 No business shall be transacted at any general meeting unless a quorum is present.

19.3 A quorum is either five trustees physically present in person or by virtual means (if the meeting is a virtual or hybrid meeting) and entitled to vote upon the business to be conducted at the meeting, or the number nearest to one third of the total number of trustees, whichever is greater.

19.4 If;

19.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

19.4.2 during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the charity trustees shall determine.

19.5 The charity trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting to all of the people required to be given notice under clause 18.

19.6 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the trustees present in person at that time shall constitute the quorum for that meeting.

19.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the charity trustees.

19.8 If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting a charity trustee nominated by the charity trustees shall chair the meeting.

19.9 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

19.10 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

19.11 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

19.12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting to all of the people required to be given notice under clause 18.

19.13 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll of the inhabitants is demanded:

19.13.1 by the person chairing the meeting; or

19.13.2 by at least two members present and having the right to vote at the meeting.

**Other than provided elsewhere in this constitution, no vote taken can override any decision properly made by the trustees or direct the trustees to take or refrain from any particular course of action.**

- 19.14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 19.15 The result of the vote must be recorded in the minutes of the CIO but the number or proportion of votes cast need not be recorded.
- 19.16 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 19.17 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 19.18 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 19.19 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 19.20 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 19.21 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 19.22 The poll must be taken within thirty days after it has been demanded.
- 19.23 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 19.24 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **20. Participation in general meetings**

A general meeting is a meeting of members held in the presence of the inhabitants of the area of benefit. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

20.1 A person is able to exercise the right to vote at a general meeting when:

20.1.1 that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and

20.1.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

20.2 The charity trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak

or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.

20.3 In determining attendance at an annual general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

20.4 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **21 Decisions of the members**

21.1 Decisions of the members may be made either by resolution at a general meeting or, subject to clause 21.2, by resolution in writing, by post or electronic mail (“email”) in accordance with clause 21.3.

21.2 Except in the case of any decision specified in clause 17.1 (where a resolution in writing must be agreed by all the members who are entitled to vote on it at a general meeting), a resolution in writing may be agreed by a simple majority of all the members who are entitled to vote on it at a general meeting.

21.3 A resolution in writing, by post or email shall be effective provided that:

21.3.1 a copy of the proposed resolution has been sent to all the members eligible to vote, at or as near as reasonably practicable to the same time; and

21.3.2 either the required majority of the members or, in the case of any decision specified in clause 17.1, all the members have signified their 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, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members have signified their agreement. 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. The date on which a resolution in writing is passed is that of the date of the last signatory.

## **22 Execution of documents**

22.1 The CIO shall execute documents by signature.

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

## **23 Use of electronic communications**

23.1 General

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

23.1.1 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;

23.1.2 any requirements to provide information to the Commission in a particular form or manner.

#### 23.2 To the CIO

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

#### 23.3 By the CIO

23.3.1 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 or charity trustee has indicated to the CIO his or her unwillingness to receive such communications in that form.

23.3.2 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

(a) provide the members and charity trustees with the notice referred to in clause 18 (Notice of general meetings);

(b) give the charity trustees notice of their meetings in accordance with clause 15 (Meetings of charity trustees); and

(c) submit any proposal to the members and charity trustees for decision by written resolution in accordance with the CIO's powers under clause 21 (Decisions of the members), and clause 13 (Taking of decisions by charity trustees).

23.3.3 The charity trustees must:

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

(b) 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.

## 24 Keeping of Registers

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

## 25 Minutes

The charity trustees must keep minutes of all:

25.1 appointments of officers made by the charity trustees;

25.2 proceedings at general meetings of the CIO;

25.3 meetings of the charity trustees and committees of charity trustees including:

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- 25.3.1 the names of the trustees present at the meeting;
  - 25.3.2 the decisions made at the meetings; and
  - 25.3.3 where appropriate the reasons for the decisions;
- 25.4 decisions made by the charity trustees otherwise than in meetings.

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

- 26.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, 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.
- 26.2 The charity trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **27 Rules**

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

## **28 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.

## **29 Amendment of constitution**

- 29.1 As provided by sections 224 to 227 of the Charities Act 2011 this constitution can only be amended by a resolution passed by a 75% majority of those members of the CIO voting at a general meeting of the CIO called in accordance with clause 17 (General meetings and the annual general meeting) or unanimously by the trustees otherwise than at a general meeting.
- 29.1 Any alteration of clause 3 (Objects), clause 8 (Disposal of Specified Trust Property, or clause 30 (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.
- 29.2 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

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29.3 A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

### **30 Voluntary winding up or dissolution**

30.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of a general meeting. Any decision to wind up or dissolve the CIO can only be made at a general meeting of the CIO called in accordance with Clause 18 (Notice of General Meetings), of which not less than 14 days' notice has been given to members of the CIO:

30.1.1 by a resolution passed by a 75% majority of those members voting, or

30.1.2 by a resolution passed by decision of members taken without a vote and without any expression of dissent in response to the question put to the general meeting.

30.2 Subject to the payment of all the CIO's debts:

30.2.1 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 which shall be subject to any restrictions imposed by clause 8 of this constitution.

30.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied;

30.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO. The written consent of the Charity Commission must be obtained in order to apply any of the assets for any other purpose.

30.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities, and in particular:

30.3.1 the charity trustees must send with their application to the Commission:

(a) a copy of the resolution passed by the members of the CIO;

(b) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(c) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

30.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

### **31 Saving provisions**

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31.1 Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- Who was disqualified from holding office;
- Who had previously retired or who had been obliged by the constitution to vacate office;
- Who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;
- For whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

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

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

## 32 Interpretation

In this constitution:

“**charity trustee**” means a charity trustee of the CIO.

“**CIO Property**” means the freehold property known as Wylam Institute Community Association, Church Road, Wylam, Northumberland NE41 8AP registered at the Land Registry with title number ND187576.

“**clear day**” does not include the day on which notice is given or the day of the meeting or other event.

“**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 clause 32(a) above;
- (c) a person carrying on business in partnership with the charity trustee, or with any person falling within clause 32(a) or 32(b) above;
- (d) an institution which is controlled –
  - (i) by the charity trustee, or any connected person falling within clauses 32 (a), 32(b), or 32(c) above; or
  - (ii) by two or more persons falling within clause 32(d)(i), when taken together

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- (e) a body corporate in which –
  - (i) the charity trustee or any connected person falling within clauses 32(a) to 32(c) has a substantial interest; or
  - (ii) two or more persons falling within clause 32(e)(i) who, when taken together, have a substantial interest.

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

The “**Communications Provisions**” means the Communications Provisions in Part 9 of the General Regulations.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Authenticated document**” is one which contains the resolution and has been signed either in person or by electronic signature by a simple majority of trustees.

“**Original Charity**” means the unincorporated charity known as Wylam Institute Community Association established by the Original Governing Document (registered charity number 522167).

“**Original Governing Document**” means a trust deed by which the Original Charity was established dated 1 August 1894.

“**Original Trusts**” means the trusts to which the Specified Trust Property is subject in accordance with the Original Governing Document, the most relevant provisions of which are reproduced at Schedule 1 of this Constitution.

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

“**Specified Trust Property**” means any permanent endowment, designated land or other property held on special trust acquired by the CIO by way of vesting declaration or otherwise, including the freehold property known as Wylam Institute Community Association, Church Road, Wylam, Northumberland NE41 8AP registered at the Land Registry with title number(s) ND187576.

“**Virtual meeting**” means a meeting held by electronic means; “**Hybrid meeting**” means a meeting held in person in a physical location which can also be accessed by electronic means which enable participants to communicate with all other participants.

## **Schedule 1**

### **EXTRACTS FROM THE ORIGINAL GOVERNING DOCUMENT OF RELEVANCE TO THE ORIGINAL TRUSTS OF THE SPECIFIED TRUST PROPERTY**

#### **Original Charity's Objects of the Original Governing Document**

Indenture dated 01 August 1894

'And it is hereby agreed and declared that the Trustees shall stand possessed of the hereditaments hereby assured. In trust to permit the same and any buildings to be erected thereon to be used by persons living in the Township of Wylam in the County of Northumberland and (or) within two miles of the hereditaments hereby assured (according and subject to such rules and regulations for the management and government thereof as shall from time to time hereafter be framed by the Trustees or by a Committee or other body appointed or approved of by the Trustees as a Reading Room and Recreation Association's Rooms and buildings with halls or rooms for the holding or giving of Lecture, Classes, Meetings and Entertainments of any kind for Games and for any other purpose to which the premises of a Recreation Association may reasonably be put and without in any way restricting the foregoing generality it is declared that any part of the buildings erected on the said hereditaments or any separate building thereon may be used as baths and a gymnasium.

And it is hereby declared that the rules and regulations to be framed as aforesaid shall (among other things) prescribe the conditions of admission to the said premises and it may be one of such conditions that an annual or other payment shall be made. And (but without prejudice to the foregoing generality) it is hereby further declared that no person or persons not withstanding their living within such districts as aforesaid, shall be entitled to use the said premises if the Trustees in the absolute and uncontrolled discretion, think it undesirable that they should.'

#### **Disposal of Specified Trust Property of Original Governing Document)**

Indenture dated 01 August 1894

Provided always and it is hereby declared that if at any time the Trustees shall consider that the existing buildings upon the pieces of land hereby conveyed are insufficient in size or inconveniently situate for the purposes hereinbefore mentioned, and that it will be better to remove the Reading Room and Associations Buildings to another site then and in such case it shall be lawful for the Trustees to sell the lands hereby conveyed and the buildings thereon and with and out of the proceeds of the sale to purchase another site and erect new buildings thereon in the Township of Wylam aforesaid and such new site and buildings shall be held by the Trustees upon the same trusts as are herein declared concerning the lands hereby conveyed and the buildings thereon.

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And it is also declared that if the Trustees shall at any time hereafter consider that the said Reading Room and Recreation Associations Buildings are no longer required or for want of adequate support or otherwise cannot be effectually kept up or that for any other reason it will be desirable to convert the said lands and the buildings thereon or any part or parts thereof respectively into money, then and in such case it shall be lawful for the Trustees to sell the said lands and buildings or such part or parts thereof respectively and the Trustees shall hold the money to arrive from such sale **in trust** for all or such one or more exclusively of other or others of the charitable institutions in the Township of Wylam aforesaid or for such other purposes for the benefit of the poor inhabitants of the said Parish as the Trustees or the majority of them shall in their absolute and uncontrolled discretion by any deed or righting under their hands and seals direct appoint or declare. Provided further that if any such sales or sales as aforesaid is or are of a part or parts only of the said lands and buildings, the monies produced thereby may be held by the Trustees for the same purposes from time to time as those for which the remainder of the said lands and buildings or the produce of the sale thereof are held.

Provided always that every sale under any of the powers aforesaid shall be subject to the following restriction and stipulation which shall at all times thereafter be binding on the purchasers or other persons claiming under them, their heirs and assigns, that is to say that no act or thing shall at any time thereafter be done in or upon the premises or any part thereof which may be or grow to the damage, nuisance or annoyance of the said Edward Umfraville Blackett and James Braithwaite Garforth Jollie or either of them or their respective heirs or assigns or his or their lessees or tenants or any of them.

Provided also and it is hereby agreed and declared that upon any sale made by the Trustees in professed exercise of any of the powers herein before conferred in that behalf the purchaser shall not be bound to see or enquire whether the power of sale has become exercisable or be affected by express notice that it has not become exercisable and the title of the purchaser shall not be impeachable on the ground that no case has arisen to authorise the sale or the power of sale has been improperly or irregularly exercised.