



Constitution of

The Mid Essex Buddhist Centre (A Triratna Buddhist Centre)

Date of Constitution: 24th March, 2017

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is The Mid Essex Buddhist Centre.

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The object of the CIO is to support the advancement of the Buddhist religion, in particular by:

1. Encouraging members and others to live ethical lives in accordance with the teachings of the Buddha.
2. Supporting ordained members of the Triratna Buddhist Community and other duly ordained Buddhists, at the discretion of the Council of the CIO.
3. Maintaining close communication with and working under the guidance of the Triratna Buddhist Order and in co-operation with other groups with the same objects.
4. Using applications of the Buddha’s teaching to promote the health and well-being of all.

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

4. Powers

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

1. Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
2. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
3. Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
4. Employ and remunerate such staff and volunteers as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and Payments to Charity Trustees and Connected Persons) and provided it complies with the conditions of those clauses.

5. Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
6. Carry out specific activities to further the CIO's Objects such as:
 - a. Hold services of worship and devotion.
 - b. Organise lectures, courses, classes and retreats.
 - c. Publish materials (written, online and for broadcast).
 - d. Raise funds and invite and receive contributions.
 - e. Provide or assist in the provision of money (grants or loans), materials or other help.
 - f. Enter into contracts to provide services to or on behalf of other bodies.
 - g. Establish or support any charitable trusts, associations or institutions.
 - h. Establish branches or outreach groups.
 - i. To carry on trade in the cause of carrying out its Objects.
 - j. To carry on temporary trade ancillary to carrying out the Objects.
7. The powers of the CIO shall be carried out in accordance with the following principles:
 - a. The CIO is organisationally and financially independent from other groups with the same objects.
 - b. The CIO respects all aspects of the Buddhist tradition and recognises the value of each, and intends to work in harmony with all other existing Buddhist groups and organisations.
 - c. The CIO shall not, as such, be affiliated with any political party or organisation, and shall not take part in political activities except in accordance with guidelines issued from time to time by the Charity Commissioners of England and Wales.
 - d. The CIO shall not be run for profit, and any surplus which may accrue from publications or other activities shall be devoted to the furtherance of its Objects.

5. Application of income and property

1. The income and property of the CIO must be applied solely towards the promotion of the Objects:
 - a. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO, including those incurred fulfilling his or her duties as a Council Member.
 - b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
2. None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

1. General provisions

No charity trustee or connected person may:

- a. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to the CIO;
- c. be employed by, or receive any remuneration from, the CIO;
- d. receive any other financial benefit from the CIO;

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

2. Scope and powers permitting trustees’ or connected persons’ benefits

- a. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that the majority of the trustees do not benefit in this way.
- b. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c. Subject to sub-clause 3 of this clause, a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- d. A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- g. The Council of Trustees may only authorise the payment of direct financial remuneration or support or other financial benefit to Members of the Council, or any person, firm or company connected with them, if the Council as a whole comprises a majority of Members who are not in receipt of any such benefit. If it is proposed that a Council Member receive any remuneration or other financial benefit then the Council must be satisfied that:
 - i. the work they do, or the services they provide, are in the best interests of the CIO;
 - ii. they are the best person to do the work or provide the service;
 - iii. any discussion of the proposal is conducted according to a written policy for managing conflicts of interest. This policy shall include the provision that the Council Member concerned must absent himself or herself from any discussions of the Council in which it is possible that a conflict 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 personal financial interest) and take no part in the voting upon the matter.
- h. No Member of the Council of Trustees shall receive any financial remuneration from the CIO for his or her membership of the Council, nor shall any Council Member gain any profit from holding office.

- i. Members of the Council of Trustees may be employed to work for the CIO. Financial remuneration may be given to them to cover the reasonable costs of food, accommodation, and other living expenses, and to enable them to attend Buddhist retreats.
- j. Members of the Council of Trustees may receive financial support out of the income of the CIO to enable them to practise Buddhism or advance the Buddhist religion. Such financial support may be given to cover the reasonable cost of food, accommodation, and other living expenses, and to enable them to attend Buddhist retreats.

3. Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.2.c. of this clause if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f. The reason for their decision is recorded by the charity trustees in the minute book.
- g. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

4. In sub-clauses 2 and 3 of this clause:

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

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

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

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

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

9. Membership of the CIO

1. Admission of new members

a. Eligibility

- i. Members of the CIO must be natural persons.
- ii. Membership of the CIO is open to those who are members of the Triratna Buddhist Order.

b. Admission procedure

The charity trustees:

- i. May require applicants for membership to be made in any reasonable way that they decide.
- ii. May refuse an application for membership if they believe it is in the best interests of the CIO for them to do so.
- iii. Shall, if they decide to refuse an application, give the applicant their reason for doing so within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal.
- iv. Shall give fair consideration to any such appeal and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

2. Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

3. Duty of members

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

4. Termination of membership

- a. Membership of the CIO comes to an end if:
 - i. the member dies;
 - ii. the members sends a notice of resignation to the charity trustees;
 - iii. the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.
- b. Before the charity trustees take any decision to remove someone from membership of the CIO they must:
 - i. inform the member of the reasons why it is proposed to remove him or her;
 - ii. give the member at least 21 days' notice in which to make representations to the charity trustees as to why he or she should not be removed from membership;
 - iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed;
 - iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and

- v. allow the member to make those representations in person at that meeting if the member so chooses.

10. Members decisions

1. General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 3 of this clause, the CIO shall strive to make all decisions of the members at a general meeting, and by consensus.

2. Taking ordinary decisions

The CIO shall strive to make all decisions by consensus. Should such a decision by consensus prove to be impossible to achieve within a reasonable time, the decision shall be by simple majority vote, with the chair of the Council of Trustees having the casting vote in the event of a tie.

3. Taking ordinary decision by written resolution without a general meeting

Subject to sub-clause 4 of this clause, a resolution in writing agreed by all members who would have been entitled to take part in the decision-making had it been proposed at a general meeting, shall be effective, provided that:

- a. a copy of the proposed resolution has been sent to all the members eligible to take part in this decision-making process; and
- b. the decision by members is unanimous, and is received at the principal office within 28 days from when it was circulated;
- c. eligibility to be part of the decision-making process is limited to members who are members of the CIO on the date when the proposal is first circulated.

4. Decisions that must be taken in a particular way

- a. any decision to remove a trustee must be taken in accordance with clause 15.2;
- b. any decision to amend this Constitution must be taken in accordance with clause 28 of this Constitution;
- c. any decision to wind up or dissolve this CIO must be taken in accordance with clause 29 of this Constitution. Any decision to amalgamate or transfer the undertaking of the CIO to one or more CIOs must be in accordance with the provisions of the Charities Act 2011.

11. General Meetings of members

1. Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO and subsequent AGMs must be held at intervals of not more than 12 months.

The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the provisions outlined below.

2. Calling general meetings

- a. The charity trustees:
 - i. must call the annual general meeting of the members of the CIO in accordance with sub-clause 1 of this clause, and identify it as such in the notice of the meeting; and
 - ii. may call any other general meeting of the members at any time.

- b. The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - i. they receive a request to do so from at least 25% of the members of the CIO; and
 - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- c. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- d. Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- e. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

3. Notice of general meetings

- a. The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members.
- b. If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 3a of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations.
- c. The notice of any general meeting must:
 - i. state the time and date of the meeting;
 - ii. give the address at which the meeting is to take place;
 - iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - iv. if a proposal to alter the Constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - v. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (Use of Electronic Communication), details of where the information may be found on the CIO's website.
- d. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- e. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

4. Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19.2. (Chairing of Meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

5. Quorum at general meetings

- a. No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- b. Subject to the following provisions, the quorum for general meetings shall be the greater of 25% or four members.
- c. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

- d. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.
- e. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

6. Decisions at general meetings

- a. The CIO shall strive to make all decisions at the meeting by consensus (other than those falling within clause 10.4. - Decisions that Must be Taken in a Particular Way). Should this prove impossible within a reasonable time, decisions shall be taken by simple majority vote with the Chair of the Council of Trustees having the casting vote in the event of a tie.
- b. A resolution discussed at a meeting shall be decided by a show of hands.

7. Adjournment of meetings

The chair may with the consent of the meeting at which a quorum is present adjourn the meeting to another time and/or place.

12. Charity trustees

1. Functions and duties of charity trustees

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

- a. to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- b. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

2. Eligibility for trusteeship

- a. Every charity trustee must be a natural person.
- b. No one may be appointed as a charity trustee of the CIO:
 - i. if he or she is under the age of 18 years; or
 - ii. if he or she would automatically cease to hold office under the provisions of clause 15.1.e.
- c. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- d. Every trustee of the CIO must be a member of the Triratna Buddhist Order or a Mitra of the Triratna Buddhist Order who is Training for Ordination.

3. Number of charity trustees

- a. There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- b. The maximum number of charity trustees is 12. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

4. First charity trustees

The first charity trustees of the CIO are as follows:

- Ana Maria Bishop (also known by her Buddhist name of Vanaraji)
- Christine Truss (also known by her Buddhist name of Upekshadhi)
- David Dean Whiting (also known by his Buddhist name of Ksantivajra)
- Gary Nelson Murray.

13. Appointment of charity trustees

1. At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office.
2. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause 4 of this clause.
3. In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.
4. The members of the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15, or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded.
5. All charity trustees are eligible for reappointment as charity trustees.

14. Information for new charity trustees

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

1. a copy of the current version of this Constitution; and
2. a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

1. A charity trustee ceases to hold office if he or she:
 - a. 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);
 - b. 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;
 - c. dies;
 - d. in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - e. is removed by the members of the CIO in accordance with sub-clause 2 of this clause; or
 - f. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

2. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11. The CIO shall strive to make all decisions by consensus but should this not prove possible this resolution must be passed by at least a two thirds /75% majority of votes cast at the meeting.
3. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 days notice in writing that the resolution is to be proposed, and has been given a reasonable opportunity of making oral and/or written representation to the members of the CIO.

16. Re-appointment of charity trustees

Any person acting as a charity trustee is eligible for reappointment

17. Taking of decisions by charity trustees

Any decision may be taken either:

1. at a meeting of the charity trustees; or
2. by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

18. Delegation by charity trustees

1. The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must 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.
2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - a. a committee may consist of two or more persons and at least one member of each committee must be a charity trustee;
 - b. 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; and
 - c. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

1. Calling meetings

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

2. Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

3. Procedure at meetings

- a. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or 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.
- b. The CIO shall strive to make all decisions by consensus. Should this prove to be impossible to achieve within a reasonable time, the decision shall be by majority vote, with the Chair of the Council of Trustees having the casting vote in the event of a tie.
- c. The CIO shall strive to decide all questions arising at a meeting by consensus. Should this be impossible to achieve within a reasonable time, the decision shall be by a majority of those eligible to vote. In the case of an equality of votes, the chair shall have a second or casting vote.

4. Participation in meetings by electronic means

- a. A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- b. 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.
- c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

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:
 - a. who was disqualified from holding office;
 - b. who had previously retired or who had been obliged by the Constitution to vacate office;
 - c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
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 clause 1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of Interest).

21. Execution of documents

1. The CIO shall execute documents by signature.
2. A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

1. General

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

- a. the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

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

2. To the CIO

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

3. By the CIO

- a. Any member or charity trustee of the CIO, by providing the CIO with his or her email address, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- b. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - i. provide the members with the notice referred to in clause 11.3 (Notice of General Meetings);
 - ii. give charity trustees notice of their meetings in accordance with clause 19.1 (Calling of Meetings); and
 - iii. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Member's Decisions).
- c. The charity trustees must:
 - i. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - ii. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

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

24. Minutes

The charity trustees must keep minutes of all:

1. appointments of officers made by the charity trustees;
2. proceedings at general meetings of the CIO;
3. meetings of the charity trustees and committees of charity trustees including:
 - a. the names of the trustees present at the meeting;
 - b. the decisions made at the meetings; and
 - c. where appropriate the reasons for the decisions;
4. decisions made by the charity trustees otherwise than in meetings.

25. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

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

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

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye-laws 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 member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this Constitution, and 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.

28. Amendment of Constitution

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

1. This Constitution can only be amended:
 - a. by resolution agreed in writing by all members of the CIO; or
 - b. by a resolution passed unanimously by all present at a general meeting of members of the CIO, or if this proves to be impossible by a 75% majority of votes cast at a general meeting of the members of the CIO.
2. Any alteration of clause 3 (Objects), clause 29 (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.
3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
4. A copy of any resolution altering the Constitution, together with a copy of the CIO's Constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - a. at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. by a resolution passed unanimously by all members; or if that proves impossible within a reasonable time frame, by 75% majority of those voting; or
 - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - b. by a resolution agreed in writing by all members of the CIO.
2. Subject to the payment of all the CIO's debts:
 - a. Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

- b. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- a. the charity trustees must send with their application to the Commission:
 - i. a copy of the resolution passed by the members of the CIO;
 - ii. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this Constitution;
 - b. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not present at the application.
4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this Constitution:

“connected person” means:

- a. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- b. the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- c. a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;
- d. an institution which is controlled:
 - i. by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii. by two or more persons falling within sub-clause (d)(i), when taken together;
- e. a body corporate in which:
 - i. the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest;
or
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

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

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

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

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

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