Constitution of:

United Kingdom Literacy Association

Registered Charity number: 1190848

Originally Adopted: August 1st 2021

Amendments proposed: October 10th, 2026

Commented [RSh1]: Changes are highlighted in green, these relate to moving the AGM online, and subsequent sections that would normally include the word 'place'. I also propose to make the language more inclusive so have changed his/hers to theirs, brother/sister to sibling. I have also updated the terms so it is more explicit, e.g. it had that the president had to be voted in annually. It now reflects the terms we have.

A Charitable Incorporated Organisation (CIO) with voting members other than its charity trustees ('Association' Model)

Registered address:
Room 9
c/o VAL
9 Newarke Street
Leicester
LE1 5SN

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is **United Kingdom Literacy Association**

2. National location of principal office

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

3. Object

The object of the CIO is to advance education in literacy.

4. Powers

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

(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 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;

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 them when acting on behalf of the CIO.

(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. This does not prevent a member who is not also a charity trustee receiving:

(a) a benefit from the CIO as a beneficiary of the CIO;

(b) reasonable and proper remuneration for any goods or services supplied to the CIO.

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

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the 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 29 (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, they have in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting themselves 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

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

The charity trustees may create different classes of membership, and may determine the rights and obligations of members in any such class of members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Transitional arrangements

The members of the CIO from the date of incorporation of the CIO to the date of dissolution of the United Kingdom Literacy Association (an unincorporated members' association with registered charity number 313714 – "the unincorporated association") shall be the members from time to time of the unincorporated association, in the same classes of membership of the unincorporated association and with the same rights and obligations of members and conditions for admission to, and termination of, membership associated with those classes of membership.

(c) Admission procedure

The charity trustees:

(i) may require applications for membership to be made in any reasonable way that they decide;

(ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(iii) shall, if they decide to refuse an application for membership, give the

applicant their reasons for doing so, within 28 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(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 except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the CIO to exercise their powers as a member of the CIO in the way they decide 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, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

(ii) the member sends a notice of resignation to the charity trustees; or

(iii) any sum of money owed by the member to the CIO is not paid in full within three months of its falling due; or

(iv) the charity trustees decide unanimously 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 them from membership;

(ii) give the member at least 28 clear days notice in which to make representations to the charity trustees as to why they should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

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

(6) Associate (non-voting) membership

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

(b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 28 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(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 27 of this constitution (Amendment of Constitution).

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

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 18 months. Annual general meetings and other general meetings of the CIO shall be held by electronic means. Members participating electronically shall be deemed to be present at the meeting and shall have the same rights to speak, propose resolutions and vote as members attending in person would have. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must appoint the CIO's auditors or independent examiners (as the case may be) and elect trustees (including the President of the CIO) as required under clause 13.

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

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

(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 10 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) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5 were substituted for 10.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 21 days from the date on which it is called.

(g) 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.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(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 21 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 (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

(i) state the time and date of the meeting:

(ii) provide details of the electronic platform on which the meeting will be held and the arrangements for members to access, participate in and vote at the meeting;

(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 the CIO's auditors or independent examiners (as the case may be) proposed by the trustees, details of persons standing for election or re-election as trustee, or where allowed under clause 21 (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) Proof that an electronic notice was properly addressed and sent shall be conclusive evidence that the notice was given. Notice sent electronically shall be deemed to have been given 48 hours after it was sent. Where notice is sent by post, proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given and shall be deemed to have been given 48 hours after posting.

(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

Before any other business is transacted at an annual general meeting the members present shall appoint a member who is present at the general meeting and willing to act to preside as chair of 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 5% or 10 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and details of the electronic

platform and access arrangements for the adjourned meeting must be notified to the CIO's members at least seven clear days before the date on which the meeting 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) Voting at general meetings

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

(b) A resolution put to the vote of a meeting shall be decided by a vote conducted using a suitable electronic voting method determined by the chair, unless a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on an electronic vote or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO. Each such member shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation or corporate body, they shall forthwith cease to be the representative of the member organisation or corporate body

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) Adjournment of meetings

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

(9) Proxy voting

(a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and

(iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either by an electronic vote or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before

the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees (known collectively as the Executive Committee) shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

(a) to exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; 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 they have or hold themselves out as having; and

(ii) if they act as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person and a member of the CIO.

(b) No one may be appointed as a charity trustee:

(i) if they are under the age of 18 years; or

(ii) if they would automatically cease to hold office under the provisions of clause 15(1)(g).

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee and of willingness to act in the interests of the CIO and after completing a Trustee Eligibility pro-forma.

(3) Number of charity trustees

(a) There should be not less than 6 nor more than 20 trustees, comprising:

(i) 6 ex officio trustees (the Honorary Officers), elected in accordance with clause 13(1).

(ii) not less than 3 nor more than 14 elected trustees, elected in accordance with clause 13(2); and

(iii) not more than ten co-opted trustees appointed in accordance with clause 13(3).

(b) There must be at least six 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.

(c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First charity trustees

The first charity trustees are as follows:

Cathy Burnett, Roger McDonald, Debra Myhill, Tracy Parvin, Lucy Rodriguez-Leon, Gabrielle Cliff Hodges, Chris Lockwood, Janet Douglas Gardner, Liz Broad, Jill McClay, Jo Tregenza, Lynda Graham, Kat Vallely, Clare Dowdall, Doreen Challen, Joy Court, Teresa Cremin, Karen Daniels, Henrietta Dombey, David Reedy

13. Appointment of charity trustees

(1) Ex officio trustees

(a) The Honorary Officers shall comprise the President, Secretary, Treasurer, President Elect, Immediate Past President and Vice President of the CIO and each shall, for the time being, automatically, by virtue of holding that office ("ex officio"), be a charity trustee.

(b) The Honorary Officers shall hold office for the following terms: (i) Vice President: two years; (ii) President Elect: two years; (iii) President: two years; (iv) Immediate Past President: two years; (v) Honorary Secretary: three years; and (vi) Honorary Treasurer: four years. At the end of their respective terms, Honorary Officers shall retire from office and may be eligible for re-election or re-appointment in accordance with any rules made under clause 25(3)

(c) The Vice President, Honorary Secretary and Honorary Treasurer shall be elected from among the members of the CIO at an annual general meeting and shall hold office from the conclusion of that meeting. Subject to remaining eligible and willing to serve, the Vice President shall automatically succeed to the offices of President Elect, President and Immediate Past President at the conclusion of each respective term of office.

(d) Nominations for Honorary Officers must be made by members of the CIO in writing and must be in the hands of the Secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

(e) A ballot of the members shall not be required to fill a vacancy in the office of any of the Honorary Officers if only 1 person is nominated by the members to fill such a vacancy. In such case the charity trustees may appoint the person nominated by the members to fill the vacancy and such person shall be treated as if they had been appointed by a decision of the members of the CIO by postal ballot at a general meeting.

(2) Elected trustees

(a) Subject to any rules made under clause 25(3), elected charity trustees shall hold office for a term of three years from the conclusion of the annual general meeting at which they are elected and shall retire at the end of that term. A former elected trustee who has completed a term of office shall not be eligible for re-election until at least one year has elapsed since their retirement.

(b) Nominations for elected trustees must be made by members of the CIO in writing and must be in the hands of the Secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

(c) Subject to sub-clause (2)(d) of this clause or any rules made under clause 25(3), the vacancies arising under sub-clause (2)(a) of this clause shall be filled by a ballot 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 (3) of this clause.

(d) A ballot of the members shall not be required to fill the vacancies if the number of vacancies is greater than or equal to the number of persons nominated by the members to fill the vacancies. In such case the charity trustees may appoint the persons nominated by the members to fill the vacancies and such persons shall be treated as if they had been appointed by a decision of the members of the CIO at the annual general meeting.

(3) Co-opted trustees

(a) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that

(i) the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded; and

(ii) no more than one third of the total number of trustees is so appointed.

(b) Each appointment made in accordance with sub-clause (3)(a) of this clause shall be made at a special meeting of the trustees called under clause 18(2)(b), and shall take effect from the end of that meeting unless the appointment is to fill a position which has not then been vacated in which case the appointment shall take effect from the date when the position becomes vacant.

(c) A person appointed by the charity trustees in accordance with sub-clause (3)(a) of this clause shall retire at the conclusion of the annual general meeting next following the date of their appointment.

14. Information for new charity trustees

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

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

(b) 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 (including any of the Honorary Officers) ceases to hold office if they:

(a) retire by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) cease to be a member of the CIO;

(c) are absent without the permission of the charity trustees from four consecutive meetings of the trustees and the trustees resolve that their office be vacated;

(d) die;

(e) in the written opinion of a registered medical practitioner treating that person, given to the CIO, they have become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;

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

(g) are 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, and the resolution is passed by a two-thirds 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 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. 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.

17. 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 must consist of two or more trustees with the addition of any other persons appointed to the committee by the trustees ("co-opted members") provided that no co-opted member may be appointed to be a member of a committee if, as a result, more than two thirds of the committee members would be co-opted members;

(b) the acts and proceedings of any committee must be fully reported to 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.

18. Meetings and proceedings of charity trustees

(1) There shall be at least two ordinary meetings of the charity trustees in each calendar year.

(2) Calling meetings

(a) The Honorary Secretary shall give at least 4 clear days notice in writing to all the charity trustees of the date and electronic access details of any meeting of the charity trustees.

(b) The Chairperson or any two charity trustees may call a special meeting of the charity trustees upon giving at least 4 clear days' notice to the trustees of the date and electronic details/place of the meeting and the matters to be discussed but if the matters include an appointment of a co-opted trustee then not less than 21 days' notice must be given.

(c) Subject to sub-clauses (2)(a) and (2)(b) of this clause, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(3) Chairing of meetings

The Chairperson shall chair meetings of the charity trustees. If the Chairperson 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 before any other business is transacted.

(4) 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 one third of the total number of charity trustees or 3 trustees (whichever is the 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 they are not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(5) 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.

19. 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 any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member, including but not limited to 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 them 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).

20. Execution of documents

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

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

(3) If the CIO has a seal:

(a) it must comply with the provisions of the General Regulations; and

(b) it must only be used by the authority of the charity trustees or of a committee of

charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

21. Use of electronic communications

(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

(a) 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.

(3) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with their email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO their unwillingness to receive such communications in that form.

(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 18(1) (Calling meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for postal voting in clause 11(10)

(c) The charity trustees must:

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

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

22. Keeping of Registers

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

23. Minutes

The charity trustees must keep minutes 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.

24. 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.

25. Rules

(1) The charity trustees may from time to time make such reasonable and proper rules, standing orders 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.

(2) The members of the CIO may, by ordinary resolution at a general meeting properly convened in accordance with clause 11:

(a) amend or rescind any rules, standing orders or bye-laws made by the charity trustees in accordance with sub-clause (1) of this clause; or

(b) make such reasonable and proper rules, standing orders or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules, standing orders or bye laws must not be inconsistent with any provision of this constitution.

26. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything

done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. Amendment of constitution

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

(1) This constitution can only be amended:

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

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 21 days' notice has been given to those eligible to attend and vote.

(2) Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(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.

28. 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 21 days' notice (stating the terms of the resolution to be proposed) has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

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

(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 privy to 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.

29. Interpretation

In this constitution:

"connected person" means:

(a) a child, parent, grandchild, grandparent, sibling of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

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

“Chairperson” means the President of the Association

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 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.

30. Notices

(1) Any notice required to be served on a member of the CIO shall be in writing and may be served by the Secretary or the charity trustees either: (a) by electronic communication to the member's last notified email address or other electronic contact details; (b) personally; or (c) by sending it through the post in a prepaid letter addressed to the member at their last known address in the United Kingdom. A notice sent electronically shall be deemed to have been received 48 hours after it was sent. A notice sent by post shall be deemed to have been received 48 hours after posting.