

CONSTITUTION OF SOCIETY OF AGRICULTURE

Registered charity in England and Wales No: 1212403

As amended by special resolution dated 27 May 2025 and 13 August 2025

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CONSTITUTION OF

Society of Agriculture

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is Society of Agriculture.

2. National Location of Principal Office

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

3. Charitable purposes

The charitable purposes of the CIO are to advance the education of the public in the subject of Agricultural Management and Operation by such charitable means as the trustees in their discretion think fit, particularly but not exclusively by:

- (a) Maintaining and improving the standards and practice of Agricultural Management and Operation;
- (b) Promoting all aspects of Agricultural Management and Operation, especially in the United Kingdom of Great Britain and Northern Ireland;
- (c) Encouraging the study of Agricultural Management and Operation;

"Agricultural Management and Operation" includes but is not limited to all aspects of the science, production, conservation, amenity, economics and art of managing, marketing, consulting about and otherwise supporting the management and operation of agriculture and related rural businesses, their products and services.

4. Powers

The CIO has power to do anything which is calculated to further its charitable purposes or is conducive or incidental to doing so. In particular, without limiting the generality of the foregoing, 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.

5. Application of income and property

- 1) The income and property of the CIO must be applied solely towards the promotion of the charitable purposes.
 - (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 the trustee

when acting on behalf of the CIO. Reimbursement of necessary expenses incurred in carrying out their role and duties as charity trustees may be made to trustees, in accordance with the CIO's policies and procedures for verified expenses reimbursement. This is not a benefit and is not prevented by this constitution.

- (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.
 - (c) 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 reasonable and proper remuneration for any goods or services supplied to the CIO as permitted by this constitution and the Charities Act.
- 2) 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 on the same and not preferable terms as other beneficiaries.
- (b) A charity trustee or connected person may enter into a contract for the supply of goods and/or 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) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee or connected person may receive rent for real property let by them to the CIO at a reasonable and proper rate.

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). Being a member of the CIO does not of itself give rise to a conflict of 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) The first members of the CIO will be the individuals who are members of the unincorporated charity called The Institute of Agricultural Management (registered charity number 802635) who the charity trustees shall admit to membership with effect from the date of registration of the CIO. Additional members of the CIO shall be such eligible individuals aged 16 or over who apply for membership and are approved by the charity trustees for admission as members. Organisations cannot be members of the charity.
- 2) Applicants must commit to supporting the charitable purposes of the CIO, agreeing to be a member and complying with the requirements of this constitution and the Rules of the CIO in relation to their membership, as in force from time to time. An applicant must complete such application form and/or follow such application process and provide such documents as required by the trustees, which may include providing evidence of their identity and their compliance with the eligibility criteria for the membership category they wish to join. Applicants must also provide payment of any admission and/or annual membership fee applicable to that category of membership.
- 3) The trustees have discretion in deciding whether to admit an applicant for membership and may refuse an application if they believe it is in the best interests of the CIO to do so.
- 4) Decisions on applications must be made and notified to applicants within 21 days of receipt of the application. If the application is refused reasons for the refusal must be given and the applicant notified of the process and date by which they may appeal to the trustees. If an appeal is made, the trustees make the final decision on it and their decision is binding on the applicant.
- 5) Membership of the CIO is personal to the member and cannot be transferred to anyone else.
- 6) The trustees may establish different categories of membership, with rights, responsibilities and obligations attaching to them, including but not limited to admission and annual membership fees, eligibility criteria for membership and cessation of membership. Details may be set out in Rules made for the CIO by the trustees. Provided that:

a) all members have the rights, responsibilities, obligations and duties specified in the Charities Act 2011 and the General Regulations and

b) all members have the same equal rights, responsibilities and obligations in relation to general meetings and voting and other matters that are set out in this constitution unless a provision of this constitution specifies otherwise for a particular membership category and

c) decision of trustees regarding membership categories and the provisions of the Rules they make must be consistent with the above and if any provision of the Rules is not it is ineffective.

7) 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.

8) Termination of membership

a) Membership of the CIO comes to an end if:

- i) the member dies; or
- ii) the member resigns (by notice to the charity trustees); or
- iii) the member fails to pay any applicable membership subscription for their membership class within the applicable time; or
- iv) 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 them from membership;
- ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why they should not be so removed;
- iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership and trusteeship;
- 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.

9) Professional standards and discipline

Members and applicants for membership must meet the standards of professional conduct required of members in general and of the category of membership they hold or are applying for. Professional conduct standards may include, but are not limited to, matters of integrity and probity, as well as continuing professional development. Members are subject to the disciplinary procedures of the CIO and may be subject to such penalties, which may include removal from membership, as the CIO's professional standards and disciplinary rules may from time to time specify. Any removals shall be carried out in accordance with the membership removal provisions of this constitution. The trustees shall approve the professional standards and disciplinary procedures applicable to members and membership categories and may approve relevant provisions in the Rules and any members' codes of conduct they approve for members of the CIO from time to time.

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 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 (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

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

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

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

e) The charity trustees must within 21 days of receiving such a request comply with it if:

- i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- iii) Effect can lawfully be given to the proposal if it is so agreed.

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

4) Decisions that must be taken in a particular way

- a) Any decision to amend this constitution must be taken in accordance with this constitution.
- b) Any decision to wind up or dissolve the CIO must be taken in accordance with this constitution. 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, subsequent AGMs must be held in every successive calendar year. The annual accounts and trustees' annual report shall be presented to members at the AGM and, if required or permitted by this constitution, appointments of trustees may be considered at the meeting. The trustees may propose other business for consideration at an AGM.

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

- i) The charity trustees must call AGMs as required by this constitution and 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% 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) 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 28 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 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- 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 subclause (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) 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 appointment or reappointment as a trustee, or, where allowed under the clauses of this constitution relating to the use of electronic communication with members for general meetings, 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 Chair 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 10% of the total number of members or three 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 either be announced by the chair or 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) Voting at general meetings
- a) Any decision other than one falling within the clause in this constitution that addresses 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.
 - b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person 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 and place specified by the chair; or
 - iii) through the use of postal or electronic communications.
 - e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
 - f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- 7) 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 on a show of hands 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.
- 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 and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. **Charity Trustees**

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 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:
 - if they are under the age of 16 years; or
 - if they are legally disqualified, by order of the court, the Charity Commission or for any other legal reason.
- c) No one is entitled to act as a charity trustee whether on appointment or on any reappointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

3) Number of charity trustees

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.

- 4) The first charity trustees of the CIO are Richard Anthony Price, Mark Andrew Everett Suthern and Thomas Anthony Louis Brunt. Their first term of office commences on the date of registration of the CIO.

5) Appointment of charity trustees

- a) Apart from the first charity trustees, appointments of charity trustees shall be made by ordinary resolution of the members at the AGM or by decision of the charity trustees.
- b) Trustees appointed by decision of the charity trustees serve only until the next AGM but may, if willing and eligible, be proposed for re-appointment at that meeting. A trustee who is so re-appointed is then subject to the terms of office and maximum permitted service provisions of this constitution.
- c) For the first trustees and trustees appointed at the AGM there is a fixed term of office of three years, commencing on the date of appointment. At the end of a term of office the individual may be appointed to a further term of office (provided the individual is still eligible and willing to be re-appointed and has not completed any maximum service period specified in this constitution).
- d) There is a maximum permitted service period of three terms of office. At the end of three terms a trustee may not be re-appointed to the board for at least three years.

13. Information for new charity trustees

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.

14. Cessation of office of charity trustees

- 1) A charity trustee ceases to hold office if they:
 - a) resign 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) are absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated
 - c) the charity trustees consider that it is in the best interests of the CIO that the trustee in question should be removed from trusteeship, and pass a resolution to that effect; provided that at least 21 days' notice of the intention to do so and the reasons must be given to the trustee and they may make written representations which the trustees will consider before making their decision on the proposed removal
 - d) die
 - e) in the written opinion given to the CIO of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a trustee and may remain so for more than three months
 - f) 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), or are disqualified or removed from charity trusteeship by court order or by an order or decision of the Charity Commission or are otherwise disqualified by law
 - g) reach any maximum permitted service period specified in this constitution.

15. Taking of decisions by charity trustees

Any decision may be taken either:

- a) at a meeting of the charity trustees; or
- b) 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.

16. Delegation by charity trustees, board committees

- 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, but at least one member of each committee must be a charity trustee and a committee must be chaired by a trustee who is a member of that committee; the terms of reference for a committee shall be decided by the trustees and may be varied by them from time to time;
- (b) a committee does not have any decision-making or expenditure powers unless the trustees have specifically delegated such powers to it, any such delegation must be recorded in writing;
- (c) 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
- (d) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

17. **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 board meetings

The Chair shall 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. 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) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

4) Participation in meetings 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.

18. Officers of the CIO

- 1) The charity trustees of the CIO shall appoint a serving charity trustee of the CIO as the Chair. The term of office is three years commencing on the date of appointment. At the end of a term of office an individual holding the office of Chair may, if the charity trustees consider the re-appointment to be in the charity's best interests, be re-appointed by them to the office (provided the individual is still eligible and willing to be re-appointed). There is no limit to the number of terms of office that may be served as Chair, subject to any limit in this constitution on total service period as a trustee.
- 2) A serving Chair may resign as Chair (whether or not they are also resigning as a charity trustee) and shall automatically cease to be Chair if he or she ceases to be a charity trustee of the CIO.
- 3) The charity trustees of the CIO may (but do not have to) appoint an individual aged 16 or over to be the Treasurer of the CIO and/or an individual as Secretary. This may, but does not have to be, an individual currently serving as a charity trustee of the CIO. If an individual so appointed is a charity trustee or connected to a charity trustee they may not be remunerated.
- 4) The duties and responsibilities of any Treasurer and/or Secretary shall be specified by the charity trustees of the CIO and may be altered by them at any time.
- 5) The period of office of a Treasurer and a Secretary is three years, commencing on the date of appointment. At the end of a period the individual holding the office may, if the charity trustees consider the re-appointment to be in the charity's best interests, be reappointed by them to the office (provided the individual is still eligible and willing to be reappointed). There is no limit to the number of terms of office that may be served, subject to any limit in this constitution on maximum permitted period of service as a trustee where a Treasurer or Secretary is also a trustee.

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 the participation in any vote of a charity trustee:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of 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).

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
- 2) 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

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 his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
 - b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in the notice of general meetings clause in this constitution;
 - (ii) give charity trustees notice of their meetings in accordance with the calling meetings clause in this constitution; 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 this constitution.
 - 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, the register of its 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:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - 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.

1) 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

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

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.

- 2) Any alteration of clause 3 (Charitable purposes), 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.

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 the constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. by a resolution passed by a 75% majority of those voting, or
 - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - b) by a resolution agreed in writing by all members of the CIO.
- 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, brother or sister of the charity trustee;
- b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- d) an institution which is controlled:
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- e) a body corporate in which:
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

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

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

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

The **“Communications Provisions”** means the Communications Provisions in [Part 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.