

# Constitution of Leverstock Green Village Association CIO

**Registered Charity No. 1172784**

**Date of Constitution: Adopted 10<sup>th</sup> July 2017**

## **1. NAME**

The name of the Charitable Incorporated Organisation ("the CIO") is the Leverstock Green Village Association CIO, and its working title is the Leverstock Green Village Association.

## **2. NATIONAL LOCATION OF PRINCIPAL OFFICE**

The Principal Office of the CIO is situated at The Village Hall, Leverstock Green, Hemel Hempstead, Herts, HP3 8QG, which is located in England.

## **3. OBJECTS**

(a) The objects of the CIO ("the objects") are to:-

- (i) promote the benefit and protect the interests of the inhabitants of Leverstock Green and the neighbourhood together defined as in subparagraph (c) below ("the area of benefit") without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants;
- (ii) establish, or secure the establishment of, a Community Centre ("the Village Hall") and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objects;
- (iii) promote such other charitable purposes as may from time to time be determined.

(b) The Association shall be non-party in politics and non-sectarian in religion.

(c) "Leverstock Green" shall be defined as the ecclesiastical Parish of Leverstock Green as it existed at the formation of the original Leverstock Green Village Association on 25 April 1974, there being no civil Parish existing at that time or subsequently. The ecclesiastical Parish of Leverstock Green has subsequently been subsumed into the Benefice of Langelei with borders as shown on the map annexed hereto.

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

#### 4. POWERS

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

- (a) bring together in conference representatives of voluntary and other organisations, Government Departments, statutory authorities, companies and individuals;
- (b) arrange, provide for and facilitate, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- (c) collect and disseminate information on all matters relating to its objects, and exchange such information with other bodies whether in the United Kingdom or elsewhere;
- (d) write, print or publish, or cause to be published, either alone or with others, in whatever form, such papers, books, periodicals, pamphlets, articles or other documents, including films, recorded material or by electronic means, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (e) provide or facilitate the provision, either alone or in association with others, of information, data, and all other kinds of lawful material, by all or any means deemed appropriate, including by electronic means, pursuant to the CIO's objects;
- (f) purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objects, and to construct, maintain, equip and alter the same for its use;
- (g) make regulations for the proper supervision, control, and management of any property which may be so acquired;
- (h) sell, lease, let, hire to others, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be required by law. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (i) raise funds by any means deemed by the CIO to be appropriate, (including, but not confined to, fetes, exhibitions, displays, sales, auctions, competitions, raffles, draws, and all forms of lawful entertainment) and to invite or receive donations and contributions, whether by subscription or otherwise;
- (j) make such charges as shall be deemed appropriate for all or any of the services provided by the CIO PROVIDED THAT such charges shall be aimed only at recovering costs incurred and / or raising funds for the CIO;
- (k) apply for and accept all kinds of charitable awards and grants, including funds from The National Lottery or similar organisations, whether in the United Kingdom or elsewhere;
- (l) support any charitable trusts, associations or institutions formed for all or any of the objects;
- (m) receive money on deposit or loan or overdraft, in such manner as the CIO may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- (n) invest or deposit money not immediately required for its objects in or upon such investments, securities or property as the CIO may think fit, employ a professional fund manager, and arrange for investments or other property of the CIO to be held in the name of a nominee SUBJECT TO such conditions (if any) as may be required by law and in particular 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;

- (o) borrow money, and SUBJECT TO such consents as may be required by law, charge all or any part of its property for the repayment of money so borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (p) employ and remunerate such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants. The CIO may employ 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;
- (q) insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of performance of their duties as may be thought fit;
- (r) provide indemnity insurance for members of the Management Committee (or any of them) out of the funds of the CIO PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which members of the Management Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the Management Committee (or any of them) in reckless disregard of whether it was a breach of duty or not;
- (s) affiliate to national or local community associations, federations or similar bodies or to any other organisation with charitable objects as may be deemed appropriate;
- (t) carry out any other activities or undertakings and do all other such lawful things as shall be deemed by the CIO to further its objects.

## **5. APPLICATION OF INCOME AND PROPERTY**

- (a) The income and property of the CIO must be applied solely in furtherance of the objects.
- (b) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (c) 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.
- (d) 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:
  - (i) a benefit from the CIO as a beneficiary of the CIO;
  - (ii) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (e) 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**

### **6.1 General Provisions.**

No charity trustee or connected person may:

- (i) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (ii) sell goods, services, or any interest in land to the CIO;
- (iii) be employed by, or receive any remuneration from, the CIO;

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

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

(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 sections 185 and 186 of the Charities Act 2011.

(c) Subject to clause 6.3 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 0.1% (or more) per annum below the base rate of a clearing bank to be selected by the charity trustees.

(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.

## **6.3 Payment for supply of goods only – controls**

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

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the charity trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the CIO.

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

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

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

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

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

## **6.4 In clauses 6.2 and 6.3:**

(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 26 (Interpretation);

## **7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

A charity trustee must:

- (a) 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
- (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

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

## **8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP**

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

## **9. MEMBERSHIP OF THE CIO**

### **9.1 Eligibility**

Membership shall be open, irrespective of sex, sexual orientation, race, nationality, or political, religious or other opinion to:

- (a) individuals aged eighteen years and over who live or work within Leverstock Green, and who shall be known as Full Members;
- (b) Leverstock Green residents under 18 years of age and individuals of whatever age who live outside Leverstock Green, but who wish to support the objects of the CIO, and who shall be known as Associate Members;
- (c) associations and organisations, other than those with political affiliations, whether corporate or unincorporated, (and including branches of national or international organisations) which operate solely or in part within Leverstock Green and who wish to support the objects of the CIO, which shall be known as Affiliated Groups;
- (d) statutory authorities in whose administrative area the area of benefit lies which shall be known as Statutory Authority Members.

### **9.2 Admission procedure**

The charity trustees:

- (a) may decide that all individuals who qualify under clause 9.1 (a) or (b) above shall be enrolled automatically as Full or Associate Members as appropriate;
- (b) may require applications for membership to be made in any reasonable way that they decide;
- (c) shall, if they approve an application for membership, notify the applicant

- of their decision within 21 days;
- (d) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
  - (e) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
  - (f) 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.

### **9.3 Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

### **9.4 Duty of members**

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

### **9.5 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 six months of its falling due; 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 him, her or it from membership;
  - (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it 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.

### **9.6 Membership fees**

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

### **9.7 Classes of membership**

- (a) The charity trustees may establish additional classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

- (b) The charity trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (c) The rights attached to a class of membership may only be varied if a special resolution is passed at a duly constituted general meeting of the CIO.
- (d) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

## **10. MEMBERS' DECISIONS**

10.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.3, decisions of the members of the CIO may be taken by vote at a general meeting as provided in clause 10.2

### **Taking ordinary decisions by vote**

10.2 Subject to clause 10.3, 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.

### **10.3 Decisions that must be taken in a particular way**

- (a) Any decision to remove a trustee must be taken in accordance with clause 12 (i) (Retirement and removal of charity trustees).
- (b) Any decision to amend this constitution must be taken in accordance with clause 23 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 24 of this constitution (Voluntary winding up or dissolution).
- (d) 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. MEETINGS OF MEMBERS**

### **Types of general meeting**

11.1 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 15 months, in accordance with clause 11.3(a)

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

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

#### **(a) Annual General Meetings:**

Once in each calendar year, the AGM shall be held at a time and place determined by the Management Committee, being not more than fifteen months after the holding of the preceding AGM. At least 21 days notice of the Meeting shall be posted in a conspicuous place or places within Leverstock Green as determined by the Management Committee. All members of the CIO shall be entitled to attend, but only Full Members shall be entitled to vote.

The business of each AGM shall be:

- (i) to receive the Annual Report of the Management Committee;
- (ii) to receive the Accounts of the CIO for the preceding Financial Year;

- (iii) to elect members to serve on the Management Committee for the coming year, all nominations for which shall have been received by the Chair in writing, together with the signatures of the proposer and seconder and the signed agreement of the nominee, not less than two days before the date of the AGM;
- (iv) to appoint auditors or independent examiners for the coming year in accordance with the Charities Acts or any statutory modification or re-enactment of that Act;
- (v) to consider and vote on any proposals to alter this constitution;
- (vi) to consider any other business of which due notice has been given.

#### **(b) Special General Meetings:**

Special General Meetings of the CIO may be called by:

- (i) resolution by a simple majority of the Management Committee;
- (ii) the Chair of the Management Committee at his or her discretion, or
- (iii) the Secretary, within 21 days of receiving a written request so to do signed by at least 25 Full Members of the CIO,

to consider business specified on the notice of the meeting. At least 14 days notice of the Meeting shall be posted in a conspicuous place or places within Leverstock Green as determined by the Management Committee stating:

- (a) the time and date of the meeting;
- (b) the address at which the meeting is to take place,
- (c) 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
- (d) if a proposal to alter the Constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.

All members of the CIO shall be entitled to attend, but only Full Members shall be entitled to vote.

#### **(c) Chairing of General meetings**

The person nominated as Chair by the charity trustees under clause 12 shall, if present at the general meeting and willing to act, preside as Chair of the meeting. If the person nominated is not present or willing to act, the members of the CIO who are present at a general meeting shall elect a Chair to preside at the meeting

#### **(d) Procedures and Voting at General Meetings**

Twenty five Full Members with power to vote shall form a quorum at all General Meetings of the CIO.

The following procedure shall be employed for the conduct of all general meetings of the CIO:

- (i) Any decision other than one falling within clause 10.3 (Decisions that must be taken in a particular way) shall be decided by a simple majority of members present and voting.
- (ii) No member shall exercise more than one vote notwithstanding that he or she may represent two or more interests. In the event of an equality of votes the Chair shall have a second or casting vote.
- (iii) Only Full Members present in person shall have a vote.
- (iv) No Full Member shall be entitled to vote in any specific capacity at any general meeting unless all monies then payable have been paid.

- (v) Associate Members may attend as observers but shall not have the right to vote at general meetings of the CIO.
- (vi) 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 at the meeting.
- (vii) 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.
- (viii) A poll may be taken -
  - at the meeting at which it was demanded, or
  - at some other time and place specified by the Chair, or
  - through the use of postal or electronic communications.
- (ix) 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.
- (x) 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.

Minutes shall be kept of all General Meetings of the CIO and the respective Minute Secretary shall ensure that a record is maintained of all proceedings and resolutions.

#### **(e) 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.

#### **(f) Quorum at general meetings**

- (i) No business may be transacted at any general meeting of the members of the CIO unless a quorum as specified in Clause 11(d) above is present when the meeting starts.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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.

## 12. CHARITY TRUSTEES

### **(a) The Management Committee**

The policy and general management affairs of the CIO shall be directed by a Management Committee who will be the charity trustees as defined under the Charities Acts. The Management Committee will meet not less than 6 times a year. The Management Committee will have power to enter into contracts for the purposes of the CIO on behalf of all its members and may exercise on behalf of the CIO any or all the powers enumerated in Section 3 of this Constitution.

(a) The Management Committee shall consist of:

- (i) up to 15 representatives of the full membership who shall be elected at the Annual General Meeting under Clause 11 above and from whom the Chair and Vice Chair will be chosen;
- (ii) one named representative from each active voluntary organisation, school, church or group (excluding those affiliated to a political party) based in and having members within Leverstock Green, who wishes to nominate such a representative;
- (iii) two persons (or such other number as may be set out in current policy) nominated by the Statutory Authority within which Leverstock Green is situated;
- (iv) persons co-opted individually by the Management Committee who shall serve on the Management Committee until the conclusion of the next Annual General Meeting as if they had been elected at the last Annual General Meeting in accordance with Clause 11.(3).(a) (iii) above, PROVIDED THAT the number of co-opted members shall not exceed three in number.

(b) All members of the Management Committee shall retire from office together at the conclusion of the next Annual General Meeting after the date on which they came into office but they may be re-elected or re-appointed.

(c) If casual vacancies occur among the elected members of the Management Committee it shall have power to fill these from among the Full Members of the CIO.

(d) The proceedings of the Management Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(e). A member of the Management Committee shall cease to hold office if he or she:

- (i) is disqualified from holding such office by virtue of any part of the Charities Acts (or any statutory modification or re-enactment of that legislation);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
- (iii) notifies the Management Committee in writing of his or her resignation;
- (iv) is absent without the permission of the Management Committee from all its meetings held within a period of six months and the Management Committee resolves that he/she shall cease to hold office.

The provisions of this sub-clause also apply to any holding trustees who may be appointed under Section 19(a) below and to any member of any Sub-Committee the Management Committee may authorise or appoint under Clause 12(l) below.

(f) Each member of the Management Committee shall upon election or appointment receive (and acknowledge receipt and acceptance of the terms thereof in writing), of a copy of the Charity Commission leaflet on the responsibilities of a trustee.

### **(b) 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 to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the

way he or she decides in good faith would be most likely to further the purposes of the CIO; and to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- any special knowledge or experience that he or she has or holds himself or herself out as having; and
- if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **(c) Eligibility for trusteeship**

- (i) Every charity trustee must be a natural person.
- (ii) No one may be appointed as a charity trustee:
  - if he or she is under the age of 18 years; or
  - if he or she would automatically cease to hold office under the provisions of clause 11(e) above or clause 12 (i) below.
- (iii) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### **(d) Honorary Officers**

- (i) Only Full Members of the CIO aged eighteen years or over shall be eligible to serve as Chair or Vice Chair of the CIO.
- (ii) At its first meeting after the Annual General Meeting the Management Committee shall elect from among its members a Chair, Vice-Chair, Chair of Hall Management, Treasurer and Secretary who shall serve in their respective capacities as Officers of the CIO. Nothing shall preclude the position of Secretary being held contemporaneously by the holder of one of the other Officer positions.
- (iii) The CIO, at its Annual General Meeting, shall have power to elect a President should it so desire.
- (iv) An Officer of the CIO shall cease to hold office if he/she notifies the Secretary or Chair of the CIO in writing of his/her resignation.
- (v) The Management Committee may, by resolution passed at a meeting thereof, dismiss, disqualify or suspend any officer of the CIO, if in its opinion, his or her conduct is prejudicial to the interests and objects of the CIO PROVIDED THAT the officer shall have the right to be heard by the Management Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.
- (vi) If a vacancy occurs by death, resignation or disqualification among the Officers of the CIO, the Management Committee shall have power to fill it from among its members.
- (vii). Subject to sub-clauses (d) and (e) of this Section, all officers shall hold office until the conclusion of the next Annual General Meeting of the CIO and shall be eligible for re-election.

### **(e) Number and election of charity trustees**

- (i) 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. There is no maximum number of charity trustees that may be appointed to the CIO.
- (ii) The first charity trustees shall have power to appoint further charity trustees who shall hold office until the end of the first Annual General Meeting. Such charity trustees shall have power to elect a Chair and Vice-Chair.

- (iii) Members shall be entitled by ordinary resolution at a general meeting of the CIO to elect any Full Member, willing to act to be a charity trustee either to fill a vacancy or as an additional charity trustee PROVIDED THAT the number of persons in office at any one time who have been so appointed by the members shall not exceed 15 (or such other maximum number as may be determined by the CIO in general meeting).
- (iv) Any election of charity trustees made under clause 12.(e) shall be minuted and the minutes shall be signed by the Chair of the meeting and submitted to the Secretary.
- (v) In order to be eligible to vote at any Management Committee meeting of the charity trustees, every charity trustee must:
  - be or become a Full Member of the CIO (save for any authorised representative of Affiliated Members and of Statutory Authority Members) and
  - sign a declaration of willingness to act as a charity trustee of the CIO.
- (vi) Subject as aforesaid, the CIO may by ordinary resolution appoint a person who is willing to act to be a charity trustee either to fill a vacancy or as an additional charity trustee and may also determine the rotation (if applicable) in which any additional charity trustees are to retire.
- (vii) The charity trustees may appoint a person who is willing to act to be a charity trustee either to fill vacancy or as an additional trustee PROVIDED THAT the appointment does not cause the number of charity trustees to exceed any number fixed by or in accordance with the Constitution as the maximum number of charity trustees. A charity trustee so appointed shall hold office only until the next following AGM and shall not be taken into account determining the charity trustees who are to retire by rotation (if applicable) at the meeting. If not reappointed at such AGM, he or she shall vacate office at the conclusion thereof.
- (viii) An employee of the CIO shall not be eligible to be a charity trustee, or member of any sub-committee of the CIO, but may be invited to attend such committees as a non-voting adviser.

**(f) First charity trustees**

The first charity trustees of the CIO are:

**Mrs Emma ANDREWS  
Mr John BALDWIN  
Mrs Hazel BASSADONE  
Mrs Sue BRIND  
Mr William DAWES  
Mr Colin GAGE  
Mrs Margaret GRIFFITHS  
Mrs Margaret KELLY  
Mrs Bernadine MAKINS  
Mrs Iris PARISH  
Mrs Margaret RAYNER  
Mr Michael REEVE  
Mrs Derrick SMITH  
Mr Graham SUTTON  
Mrs Rosie SUTTON  
Mr Nicholas TAYLOR  
Mr John WALKER  
Mrs Audrey WEIGHTMAN  
Mr Alan WOOF**

### **(g) Rotation of charity trustees**

At each Annual General Meeting of the members of the CIO all the charity trustees shall retire from office.

### **(h) Information for new charity trustees**

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

- (i) a copy of this Constitution and any amendments made to it; and
- (ii) a copy of the CIO's latest trustees' annual report and statement of accounts.

### **(i) Retirement and removal of charity trustees**

- (i) A charity trustee ceases to hold office if he or she:
  - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (e) is removed by the members of the CIO in accordance with sub clause (ii) below; or
  - (f) is disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (ii) 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 (3) (b), and the resolution is passed by a simple majority of votes cast at the meeting.
- (iii) 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.

### **(j) Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

### **(k) Taking of decisions by charity trustees**

Any decision may be taken either:

- (i) at a meeting of the charity trustees; or
- (ii) by resolution in writing or electronic form agreed by a simple majority 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 provided that:
  - (a) a copy of the resolution is sent or submitted to all the charity trustees eligible to vote; and

- (b) a simple majority of charity trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the principal office within the period of 28 days beginning with the circulation date.

**(l) Delegation by charity trustees**

- (i) 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.
- (ii) 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;
  - (b) the acts and proceedings of any committee must be brought to the attention of or 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.
- (iii) The Management Committee may appoint one or more Sub-Committees for supervising or performing any activity or service. In such case:
  - (a) the Management Committee shall define the terms of reference of the sub-committee and may also determine its composition and duration of its activities;
  - (b) the Chair of the sub-committee shall be a member of the Management Committee or be co-opted onto the Management Committee in accordance with Clause 12 (a) (iv) above.

**(m) Meetings and proceedings of charity trustees**

**(i) 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.

**(ii) Chairing of meetings**

If the Chair 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.

**(iii) 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 any six trustees (of whom at least one shall be an Officer). 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 simple majority of those present and eligible to vote.
- (c) In the case of an equality of votes, the Chair shall have a second or casting vote.

**(iv) 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.

**(n) Management Committee members not to be personally interested**

No member of the Management Committee or any sub-Committee (otherwise than as a member of that Committee or sub-committee) shall be personally interested in any contract entered into by the CIO.

- (i) No member of the Management Committee shall receive any remuneration EXCEPT in the circumstances set out in Clause 13 (d) below.

**(o) Saving provisions**

Subject to clause 12 (k) all decisions of the charity trustees, or of a committee of charity trustees, shall be valid:-

- (i) notwithstanding the participation in any vote of a charity trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
  - (d) 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.
- (ii) where under Clause 12(n) a charity trustee is not permitted 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 12(n), the resolution would have been void, or if the charity trustee has not complied with Clause 7 (Conflicts of Interest).

**13. PAID EMPLOYEES**

(a) The Management Committee shall have sole right in the exercise of the powers specified in this Constitution of appointing, dismissing and determining the terms and conditions of service of all employees of the CIO.

(b) The Management Committee shall have the power by a specific resolution to delegate the selection, appointment or investigation (including possible disciplinary action) of an individual employee or post to one or more of their number.

(c) An employee of the CIO shall not be eligible to be a member of the Management Committee or any sub-committee of the CIO, but may be invited to attend and participate in, advise or facilitate such committees in a non-voting capacity.

(d) Any member of the Management Committee or a Sub-Committee may be remunerated for services rendered to the CIO PROVIDED THAT:

- (i) such member shall not be present at or take part in any discussions or decision relating to such remuneration;
- (ii) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;

- (iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to the CIO;
- (iv) the other members are satisfied that the services rendered to the CIO are of special value to the CIO having regard to the member's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;
- (v) the number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the Management Committee.

#### **14. ADVISERS TO CHARITY TRUSTEES**

- (a) There are two types of advisers to the charity trustees: advisers elected by Associate Members and advisers appointed by the charity trustees. At the discretion of the Management Committee Associate Members may be given the special right to elect advisers as provided hereunder because they are not entitled to vote at general meetings of the CIO.
- (b) Subject to Clause 14 (a) above, Associate Members shall be entitled to elect any person who is willing to act to be an adviser to the charity trustees (without the right to vote), and to remove a person appointed by them as an adviser to the charity trustees from office provided always that the number of advisers to the charity trustees appointed by them and in office at any one time shall not exceed two. Any such election or removal shall take place in accordance with the rules.
- (c) Every such election or removal shall be by notice in writing, signed by at least 10 Associate Members and given to the Secretary and shall take effect upon receipt.
- (d) The charity trustees may at any time and from time to time appoint any person of any age to the position of adviser to the charity trustees.
- (e) An adviser to the charity trustees shall advise and assist the charity trustees but shall not attend meetings of the charity trustees except at the invitation of the trustees, and when present at meetings of the charity trustees he or she shall not be entitled to vote, nor be counted in the quorum, but subject to this he or she shall as adviser to the charity trustees have such powers authorities and duties as the charity trustees may in the particular case from time to time determine.
- (f) An adviser to the charity trustees shall not be deemed a charity trustee, nor shall he or she be a charity trustee for any of the purposes of the Constitution or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Charities Act 2011.
- (g) Without prejudice to any rights or claims the adviser to the charity trustees may have under any contract with the CIO, any appointment as an adviser may be terminated by the charity trustees at any time.
- (h) An adviser may receive such remuneration (if any) in addition to the remuneration received as an employee of the CIO as the charity trustees shall from time to time determine.

#### **15. EXECUTION OF DOCUMENTS**

- (a) The CIO shall execute documents by signature.
- (b) A document is validly executed by signature if it is signed by at least two of the charity trustees of whom at least one shall be an Officer.

## **16. 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.

## **17. MINUTES**

The charity trustees must keep minutes of all:

- (a) appointments of officers made by the charity trustees;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the charity trustees and committees of charity trustees including:
  - (i) the names of the charity trustees present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions;
  - (iv) decisions made by the charity trustees otherwise than in meetings.

## **18. ACCOUNTING RECORDS, FINANCE & ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

- (a) The charity trustees must comply with the requirements of Part 8 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.
- (b) The charity trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- (c) All money raised by or on behalf of the CIO shall be applied to further the objects of the CIO and for no other purpose PROVIDED THAT nothing contained in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the CIO or the repayment of reasonable out-of-pocket expenses incurred on behalf of the CIO by employees, volunteers and members of the Management Committee or any sub-committee.
- (d) Accounts shall be opened in the name of the CIO at such banks or other authorised financial institutions as may be decided by the Management Committee, who shall authorise in writing the signing authorities on those accounts. In no case shall any signing authority permit the withdrawal of the CIO's funds or property by less than two of the authorised signatories.
- (e) The Association's financial year shall be from 1 September to 31 August annually.

## **19. TRUST PROPERTY**

### **(a) Land and Buildings**

Subject to the provisions of sub-clause (b) of this Section, the Management Committee shall cause the title to all land and buildings and all investments held by or in trust for the CIO to be vested either in the name of the CIO, in a corporation entitled to act as a custodian trustee or in not less than two nor more than four named individuals appointed by the Management Committee as holding trustees, who shall act in accordance with the lawful directions of

the Management Committee. PROVIDED THAT they act only in accordance with such lawful directions, the holding trustees shall not be liable for the acts and defaults of members of the Management Committee. Holding trustees may be removed by the Management Committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Section 12(i) above.

**(b) Investments**

If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the CIO, the Management Committee may permit any investments held by or in trust for the CIO to be held in the name of a Clearing Bank, trust corporation or any stockbroking company which is a member of the London Stock Exchange (or any subsidiary of any such Clearing Bank, trust corporation or stockbroking company) and may pay such nominee reasonable and proper remuneration for acting as such.

## **20. USE OF ELECTRONIC COMMUNICATIONS**

**(a) General**

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

- (i) 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;
- (ii) any requirements to provide information to the Commission in a particular form or manner.

**(b) 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.

**(c) By the CIO**

- (i) 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.
- (ii) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
  - (a) provide the members with the notice referred to in clause 11;
  - (b) give charity trustees notice of their meetings in accordance with clause 11
  - (c) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions), and clause 12 (m) (Taking of decisions by charity trustees)
- (iii) The charity trustees must:
  - (a) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
  - (b) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## **21. RULES**

- (a) The charity trustees may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or by-laws must not be inconsistent with any provision of this Constitution. Copies of any such rules or by-laws currently in force must be made available to any member of the CIO on request.
- (b) The Management Committee shall have power to adopt and issue Standing Orders for the conduct of the CIO's business and/or Rules for the management and use of the Village Hall. Such Standing Orders or Rules shall come into operation immediately or at the time specified in their adoption. They shall be consistent with the provisions of this Constitution and shall be prominently displayed in the Village Hall.

## **22. DISPUTES**

If a dispute arises between members of the CIO about the validity or propriety of anything done by the charity trustees or 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.

## **23. AMENDMENT OF CONSTITUTION**

- (a) Any proposal to alter this Constitution must be delivered in writing to the Secretary or Chairman of the CIO not less than 21 days before the date of the meeting at which it is first to be considered.
- (b) As provided by sections 224 to 227 of the Charities Act 2011, this Constitution can only be amended by:
  - (i) a simple majority of members with power to vote of the Management Committee present and voting at a Management Committee meeting, and
  - (ii) a simple majority of Full Members with power to vote present and voting at a General Meeting of the CIO called in accordance with clause 11(Meetings of members).
- (c) Any alteration of clause 3 (Objects), clause 24 (Voluntary winding up or dissolution), or 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.
- (d) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (e) A copy of every resolution amending the Constitution, together with a copy of the CIO's Constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

## **24 VOLUNTARY WINDING UP OR DISSOLUTION**

- (a) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members.
- (b) If the Management Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the CIO it shall call a meeting of all Full Members with power to vote. Not less than 21 day's notice (stating the terms of the resolution to be proposed thereat) of the meeting shall be posted in a conspicuous place or places in

- Leverstock Green as shall be determined by the Management Committee, and given in writing to the Charity Commissioners for England and Wales.
- (c) Any decision by the members to wind up or dissolve the CIO can only be made at a General Meeting of the members of the CIO called in accordance with clause 11:
    - (i) by a resolution passed by a simple 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.
  - (d) Subject to the payment of all the CIO's debts 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.
  - (e) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
  - (f) In either case the remaining assets must be transferred to a charity or charitable organisation with similar purposes to those of the CIO for the benefit of the inhabitants of the area of benefit as the Management Committee may decide. subject to the prior approval in writing of the Charity Commission or other authority having charitable jurisdiction.
  - (g) 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 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.
  - (h) The charity trustees must ensure that a copy of the application is sent within seven days to every employee of the CIO, and to any charity trustee of the CIO who was not privy to the application, and posted in a conspicuous place within the charity's area of benefit.
  - (i) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## **25 INDEMNITY**

- (a) In the execution of their duties no charity trustee shall be liable:-
  - (i) for any loss to the property of the CIO by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or
  - (ii) for the negligence or fraud of any agent employed by him or her or by any other charity trustee in good faith (provided reasonable supervision shall have been exercised); and
  - (iii) no charity trustee shall be liable by reason of any mistake or omission made in good faith by any charity trustee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.
- (b) The CIO shall indemnify every charity trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the CIO.

## 26 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 paragraph (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the charity trustee or any connected person falling within paragraph (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together
- (e) a body corporate in which:
  - (i) the charity trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

Sections 249 and 352 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 2010.

**“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2010.

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

**“Charity trustee”** means a charity trustee as defined by law under the Charities Acts or a member of the Management Committee of the CIO.

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

**“Church”** means any publicly recognised religious establishment of any faith, religion, creed or denomination.