

Friends of Woodbridge Library

Constitution

Date of Constitution 19th April 2018

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Friends of Woodbridge Library.

2. Location

The principal office of the CIO is:

Woodbridge Library, New Street,
Woodbridge, Suffolk IP12 1DT
England

3. Objects

The charitable object of the CIO is to advance the education of the public by promoting the use of Woodbridge Library for the benefit of the residents of Woodbridge and the surrounding area.

Nothing in this Constitution shall authorise any application of the property and assets of the CIO for any purposes which are not deemed charitable in accordance with English law.

4. Powers

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

- 1) Borrow money and to charge the whole or any part of its income and assets, including any property, as security for the repayment of the money borrowed;
- 2) Buy, take on or 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;
- 4) Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate any of its trustees only to the extent that it is permitted to do so by Clause 6 hereof and provided that it complies with the conditions of that Clause.

- 5) Deposit or invest funds, employ a professional fund-manager, and arrange for the investments of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees are permitted to do by the Trustee Act 2000.

5. Application of income and assets

- 1) The income and property of the CIO must be applied solely towards the promotion of its objects.
 - a) A CIO trustee is entitled to be reimbursed by the CIO for reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - b) A CIO trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense or by Suffolk Libraries Industrial and Provident Society in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise to any member of the CIO. This does not prevent a CIO member who is not also a trustee receiving:
 - a) a benefit from the CIO as a beneficiary of the CIO; or
 - b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- 3) Nothing in this clause shall prevent a CIO trustee or connected person from receiving any benefit or payment which is authorised by Clause 6 hereof.

6. Benefits and payments to CIO trustees and connected persons

1) General provisions

No CIO trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause 2 of this clause, or is authorised by the court, or if 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 CIO trustees' or connected persons' benefits

- a) A CIO trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to beneficiaries of the CIO.
- b) A CIO 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 to 188 of the Charities Act 2011.
- c) Subject to sub-clause 3) of this clause, a CIO trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the CIO trustee or connected person.
- d) A CIO 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).
- e) A CIO trustee or connected person may receive rent for premises let by the CIO trustee or connected person to the CIO. The amount of the rent and other terms of the lease must be reasonable and proper. The CIO trustee concerned must withdraw from any meeting at which such a proposal or the rent or the terms of the lease is under discussion.
- f) A CIO trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

3) Payment for supply of goods only – controls

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

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the CIO trustee or connected person supplying the goods (“the supplier”).
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other CIO trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than some other party. In reaching that decision, the CIO trustees must balance the advantages of

contracting with the supplier 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 have him or her supply the goods in question.
- e) The supplier does not vote on any such matter, and is not counted when calculating whether the meeting is quorate.
- f) The reasons for the trustees' decision are recorded in the minute book.
- g) A majority of the CIO trustees then in office are not in receipt of remuneration or payments authorised by clause 6 hereof.

7. Conflicts of interest and conflicts of loyalty

Each CIO trustee must:

- 1) declare the nature and extent of any interest, direct or indirect, which she or he has in any 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 herself or himself from any discussions by the CIO trustees in which there is a possibility that a conflict of interest will be discerned between his or her duty to act solely in the interests of the CIO rather than of himself or herself, including but not limited to a financial interest.

A CIO trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum when any decisions are made 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, neither the members of the CIO nor a trustee named by the Suffolk Libraries Industrial and Provident Society will have any liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of Friends of Woodbridge Library (the CIO)

Persons who are members of Friends of Woodbridge Library in its previous form as an unincorporated small charity as of the date of the CIO's First Annual General Meeting shall be deemed to be members of the CIO at such meeting. Within 60 days of that meeting, the CIO trustees shall require such members, as a condition of continuing as CIO members, to accept the duty of members set out in sub clause 3) below.

1) Admission of new CIO members

a) Eligibility:

Membership of the CIO is open to anyone aged 16 or over who holds a current valid Suffolk Libraries Card and is a regular user of the Woodbridge Library. (A regular user is defined as someone who has used the library in the last twelve months as evidenced by their library card or has otherwise been so determined by the CIO trustees).

An organisation or corporate body may also be a member with the same voting power as an individual member, under rules which the CIO trustees shall adopt. To become a member, the individual or organisation or corporate body must have agreed to accept the duty of members set out in sub-clause 3) below.

b) Admission procedure:

The CIO trustees:

- i. may require applications for membership to be made in any reasonable way that they decide;
- ii. shall, if they approve or refuse an application for membership, notify the applicant within 21 days of the decision taken, and in the case of a refusal, shall set forth the reasons (see iv);
- iii. shall, in any refusal of membership, base their decision on their belief that it is in the best interests of the CIO;
- iv. shall, in any refusal of membership, afford the refused applicant the opportunity to appeal the decision within 60 days of the decision being taken; and give the applicant the opportunity to appeal against the refusal; and
- v. shall give fair consideration to any such appeal and report to the applicant on the gist of their consideration and any decision to confirm or reverse the refusal of membership. Such decision shall be final.

2) Transfer of membership

Individual membership of the CIO cannot be transferred to another individual. Membership of an organisation or corporate body also cannot be transferred, but the organisation or corporate body may change the individual it appoints as its representative, subject to its written notification of the CIO trustees of its wish to make the change as of a date which is no sooner than 15 days after the notification is received, and subject to the change being accepted by the CIO trustees.

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 objects of the CIO.

3) 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 corporate body, it ceases to exist; or,
 - ii. the member sends a notice of resignation to the CIO 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 CIO trustees decide that it is in the best interests of the CIO that the member in question be removed from membership, and pass a resolution to that effect: or
 - v. the member ceases to hold or be eligible for a Suffolk Libraries library card.
- b) Before the CIO 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 make the removal;
 - ii. give the member at least 21 clear days' notice to appeal the proposed removal;
 - iii. at a duly constituted meeting of the CIO trustees, consider whether or not to remove the member from membership;
 - iv. consider at that meeting any representations which the member makes as to why the removal should not take place; and
 - v. allow the member or the member's representative to make those representations in person at that meeting, if the member so chooses.

4) Membership fees

The CIO trustees may require members, as a condition of membership, to pay reasonable membership fees to the CIO.

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 only by vote at a general meeting as provided in sub-clause (2) 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 presented by the CIO trustees, or by any other member present at the meeting. Resolutions may be passed only by a simple majority of votes cast at the meeting, and only if a quorum is present at the time of the voting.

4) Decisions that must be taken in a particular way

- a) Any decision to remove a trustee must be taken in accordance with clause 15 of this Constitution.
- b) Any decision to amend this Constitution must be taken in accordance with clause 28 of this Constitution.
- c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this Constitution.
- 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. General meetings of membership

1) Types of general meetings

The CIO trustees must call and conduct a general meeting (AGM) of the members of the CIO on an annual basis.

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.

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

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

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

2) Calling general meetings

- a) The CIO trustees:
 - i. must call all AGMs of the members of the CIO in accordance with sub-clause 1) of this clause and identify it as such in the notice of meeting; and
 - ii. may call any other general meeting of the members at any time.
- b) The CIO trustees must call a special general meeting of the members as determined by the CIO trustees, or within 21 days, if they receive a request to do so signed by at least 10% of the members, stating the general nature of the business to be dealt with at the meeting.
- c) If at the time of any such request there has been no general meeting in the past 12 months, they must call a special general meeting at the request of 5% of the members.
- d) Any such request may include particulars of one or more resolutions that may properly be proposed and are intended to be proposed at the special general meeting, provided that such resolution or resolutions are lawful and not defamatory, frivolous, or vexatious.
- e) Any special general meeting called by the CIO trustees in accordance with sub-clause (b) above must be held within 28 days of the request on which it is called. If the CIO trustees fail to call such a meeting, then the members who signed the request may themselves call the meeting, and that meeting must be held not more than 90 days after the date of the original request.
- f) The CIO shall reimburse any reasonable expenses incurred by members in calling a special general meeting as described in sub-clause (e) above.

3) Notice of general meetings

- a) The CIO trustees or, as the case may be, the relevant members of the CIO, must give at least 21 clear days' notice of any general meeting to all members and to any CIO trustees who are not members. In the case of only the CIO's first Annual General Meeting, that notice shall have been given by the trustees of the previous form of Friends of Woodbridge Library, and included in that notice shall be a request for nominations for trustees of the new CIO form of the charity to be put forward at the first AGM.
- c) The notice of any general meeting must
 - i. state its time and date;

- ii. give the address at which the meeting is to take place;
 - iii. give the general nature of the matters to be discussed as well as the particulars of any resolutions to be moved;
 - iv. In the case of any general meeting at which a proposal to alter this Constitution is to be made, the text of such proposed alteration must be included in the notice of said meeting, along with an explanation of why the proposer believes the alteration to be desirable;
 - v. Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, minutes of the previous AGM, details of persons standing for election or re-election as trustee or where allowed under clause 22 (use of electronic communication), details of where information may be found on the CIO's website, if applicable; and
 - vi. In the case of any special general meeting at which elections and re-elections (if any) of CIO trustees will be held, the notice of the meeting must include the details of the persons nominated.
- d) Proof that the electronic forms of notice were properly addressed and sent, and that any paper form of notice as needed was properly addressed and sent by post or in hand, shall be conclusive evidence that the notice was sent.
- e) The proceedings of a general meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

4) Chairing of general meetings

The person nominated as chair by the CIO trustees shall, if present at the meeting and willing to act, preside as chair of the meeting. If he or she is not available or willing, the members of the CIO who are present at the general meeting shall elect a chair from amongst their number to preside at the meeting.

5) Quorums 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 shall be the greater of 5% of the members or ten members. An organisation which is a member of the CIO is counted as present in person if its appointed representative is present.
- c) If the meeting has been called by or at the request of members and a quorum is not present within 20 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 20 minutes of the starting time as specified in the notice of the meeting, the chair must adjourn the meeting. The date, time, and place at which the meeting will resume must be either as announced by the chair or be notified to the CIO members at least seven days before the date it will resume.
- f) If at any time during a meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the CIO trustees but may take no decisions. If a decision is one which must be made by a meeting of the CIO members, the meeting must be adjourned.

6) Voting at general meetings

- a) Any decision other than as provided in clause 10(4) shall be taken by a simple majority of votes cast at the meeting by members present.
- b) Resolutions put to the meeting shall be decided by a show of hands unless a poll is demanded by any member present.
- c) A poll demanded on the election of the person to chair the meeting or on a question of adjournment shall be taken immediately. A poll on any other matter shall be taken, and the result announced, in such manner as the chair of the meeting shall decide, and the result of 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 of the meeting, or
 - iii. through the use of electronic or postal communications.
- e) In the event of an equality of votes, whether on a show of hands or on a poll taken at the meeting, 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 chair of the meeting's decision the matter shall be final.

7) Representation of organisations and corporate entities which are CIO members

An organisation or corporate entity which is a member of the CIO may authorise a person to act as its representative at any general meeting of the CIO, provided that if that person is himself or herself also a member of the CIO individually, he or she will be entitled to just one vote. A person acting as such a representative is entitled to the same powers as a person acting as an individual member.

8) Adjournment of meetings

The chair of a general meeting may, with the consent of a meeting at which a quorum is present, and shall if so directed by a vote taken at the meeting, adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting other than business which could properly have been transacted at the original meeting.

12. CIO trustees

1) Functions and Duties of CIO Trustees

The CIO trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. The trustees may decide to refer to themselves collectively as a committee or board, and individually as members of the committee or board. It is the duty of each trustee:

- a) to exercise his or her powers and to perform his or her functions as a CIO trustee in the ways that he or she decides in good faith to be most likely to further the CIO's purposes; and
- b) to exercise in the performance of those functions such care and skill as is reasonable under the circumstances, having regard in particular to any special knowledge or experience that he or she has or holds himself or herself as having; and if in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession to have.

2) Eligibility for trusteeship

- a) Every CIO elected trustee must be a natural person and a member of the CIO.
- b) No one may be elected or serve as a trustee if he or she is under the age of 16 years, or if he or she would automatically cease to hold office under the provisions of clause 15 sub-clause (1) (f).
- c) Whether on election, re-election, nomination as provided in sub-clause 3 (b) below or co-option as provided in sub-clause 13 (4), no one is entitled to act as a trustee until he or she has expressly acknowledged, in the way that the CIO trustees decide, his or her acceptance of the office of trustee.

3) Number of CIO trustees

- a) There shall be not fewer than three elected trustees nor more than ten elected trustees.
- b) If the number of elected trustees should fall below three, the remaining trustee or trustees may act only to appoint one or more trustees to serve until the next general meeting, or to call a general meeting to elect trustees.
- c) There shall be up to one trustee named by Suffolk Libraries Industrial and Provident Society, with all the rights and responsibilities of an elected trustee. Such trustee need not be a member of the CIO.

4) Appointment of charity trustees

The trustees to serve until the first AGM after CIO status is approved by the Commission, at which point elections of trustees will take place in accordance with Clause 13, are:

Richard Bull
 Tim Cornford
 Jane Lynam
 Yvonne Holdcroft
 Tracy Rogers
 Helen Scrivener
 Steven Henning Sieverts
 Kay Yule

13. Election of CIO (charity) trustees

Elected Charity Trustees

- a) At the first annual general meeting (AGM) of the members of the CIO, all of the initial CIO trustees named in clause 12 (4) above shall retire from office.

At the first AGM, up to ten trustees shall be elected by the members present, from a list of nominees proposed by the first CIO trustees, after considering any nominations made by the members of the previous form of Friends of Woodbridge Library and after considering the responses to the request for such nominations included with the call of this AGM.

That list shall have been divided by lot in equal numbers for terms of one, two, and three years, or as near to equal numbers as the number to be elected shall allow.

- b) At every subsequent AGM, the trustees whose terms of office are

finishing shall retire from office, but are not precluded from standing for a new term.

- d) At every AGM after the first AGM, trustees will be elected to terms of one, two, and three years so that each term has the same number of trustees, or as near to equal numbers as the number to be elected shall allow.
- e) In a situation where there are fewer than ten elected trustees and the existing CIO trustees determine that an additional CIO trustee would be beneficial, they may co-opt a member of the CIO to serve as a CIO trustee until the next AGM. To be thus co-opted the member must be eligible under the provisions of sub-clause 12, 2) above and must accept the provisions of sub-clause 12, 1) above.

14. Information for new CIO trustees

The CIO trustees shall make available to each person nominated for election as a trustee for the first time:

- a) a copy of this constitution and any subsequent amendments made to it, and
- b) a copy of the latest trustees' annual report and statement of accounts.

15. Retirement and removal of CIO trustees

- 1) A CIO trustee ceases to hold office if he or she:
 - a) retires by notifying the CIO in writing, provided that if, after the retirement is accepted, enough trustees will remain in office to form a quorum for meetings;
 - b) is absent without reasons accepted by the other trustees from all meetings of trustees during any period of six months, and the other trustees resolve that his or her office be vacated;
 - c) dies;
 - d) in the opinion given to the CIO of a registered medical practitioner treating that trustee, has become physically or mentally incapable of acting as a trustee of a registered charity, and is likely to remain so for more than six months; or
 - e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 or any statutory re-enactment or modification of those provisions.

16. Re-election of CIO trustees

Any person who retires as a CIO trustee or whose term of office expires is eligible for re-election at an annual general meeting unless he or she has not been nominated either by a CIO member or by the other CIO trustees for election at that AGM.

17. Taking of decisions by the CIO trustees

Any decision may be taken by the CIO trustees either:

- At one of their meetings;
- By resolution in writing on paper or in electronic form agreed by a majority of the trustees, which may comprise a single document or several documents to which a majority of the CIO trustees has signified their agreement. Such resolution shall be effective provided that:
 - a copy of the resolution has been sent at or as near to as reasonably practicable at the same time to all of the CIO trustees, and
 - the majority of the CIO trustees has signified agreement to the resolution in writing, or in such other manner as the CIO trustees have previously agreed. That signification, to be valid, must be delivered to the CIO at its principal office or electronically as may have been stipulated by the CIO trustees.

18. Delegation by trustees

- 1) The CIO trustees may delegate any of their powers or functions to a committee or working group, and if they do, they must determine the terms and conditions on which the delegation is made. The CIO 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 CIO trustees, but is subject to the following requirements:
 - a) A committee or working group may consist of two or more persons, at least one of whom must be a CIO trustee;
 - b) The acts and proceedings of any committee or working group must be brought to the attention of the CIO trustees as a whole as soon as is reasonably practicable; and
 - c) The CIO trustees shall from time to time review the arrangements they have made for the delegation of their powers or functions.

19. Meetings and Proceedings of CIO trustees

1) Calling meetings

- a) Any trustee may call a meeting of the trustees, and
- b) subject to that, the CIO trustees shall decide the manner in which their meetings are to be called, and what notice is required.
- c) To have effect, a meeting must have a quorum. A quorum is 2 CIO trustees, or the number nearest to 1/3 of the total of CIO trustees, whichever is greater. A trustee shall not be counted in the quorum present whenever any decision is made about a matter upon which he or she is not entitled to vote.

2) Chairing of meetings

The elected chair shall chair all CIO trustees' meetings unless he or she is not present, in which event the trustees present shall select a chair *pro tem* from those present. If the chair has given prior notice of his or her absence, or if the chair is not present within ten minutes after the time of the meeting, he or she will be deemed not to be present.

3) Procedure at meetings

Questions decided at a meeting shall be decided by a majority of those eligible to vote excluding the person chairing the meeting. In the event of an equality of votes, the person chairing the meeting shall cast the deciding vote.

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 2 CIO trustees, or the number nearest to 1/3 of the total of CIO trustees, whichever is greater. A CIO 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 decided at a meeting shall be decided by a majority of those eligible to vote.
- c) In the event of an equality of votes, the person chairing the meeting shall cast the deciding vote.

4) Participation in meetings by electronic means

- a) A meeting may be held electronically as agreed by the CIO trustees, in which each participant may communicate with all the other participants.
- b) All of the participants shall qualify as being present for the meeting.
- c) All such meetings must comply with rules for meetings including chairing, quorums, and the taking of minutes.

5) Officers of the CIO trustees

At their first meeting following an AGM, the trustees shall elect from their numbers a chair, a secretary, and a treasurer, plus any other officers as they see fit.

At any subsequent meeting of the trustees, they may elect any officers as they see fit, whether to fill a vacancy or not.

20. Saving provisions

- 1) Subject to sub-clause (2) of this clause, any decision of the CIO trustees or one of its committees or working groups shall be valid notwithstanding the participation in any vote by a trustee who was disqualified from holding office, who had previously retired or had been obliged to vacate office under this Constitution, or who was not entitled to vote on the matter whether by reason of a conflict of interest or otherwise, if the vote of that trustee and his or her being counted as present to form a quorum did not affect the outcome.
- 2) Sub-clause (1) above does not permit a CIO trustee to keep any benefit that may be conferred on him or her as a consequence of a decision referred to in sub clause (1) if, but for sub-clause 1), the resolution would have been void or if the trustee had not complied with clause 7 (conflicts of interest).

21. Execution of Documents

A document of the CIO is valid if executed by the signatures of at least two of the CIO trustees.

22. Use of electronic communications

1) General

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

- a) the requirement to provide to any member of the CIO, within 21 days upon request, a hard copy of any document or information sent to the member otherwise than in hard copy form, and

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

23. Keeping of Registers

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

24. Minutes

The CIO trustees must keep minutes of all

- 1) elections of officers by the CIO trustees,
- 2) all proceedings of general meetings of the CIO,
- 3) all meetings of the CIO trustees and their committees and working groups, including
 - names of trustees present at the meeting
 - decisions made at the meeting and
 - and, where appropriate the reasons for the decisions
- 4) all decisions made by the CIO trustees other than at meetings.

25. Accounting records, accounts, annual reports and returns, and register maintenance.

- 1) The CIO trustees must comply with the requirements of the Charities Act 2011 with regard to the maintenance of registers, 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 account, reports, and returns must be sent to the Charity Commission within 10 months of the financial year end.
- 2) The CIO trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the CIO's particulars as entered on the Central Register of Charities.
- 3) The CIO's financial year shall end each 31st day of March.

26. Rules

The CIO trustees may from time to time make such reasonable and proper rules or byelaws as they deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent

with this Constitution. Copies of such rules or byelaws must be made available to any member of the CIO.

27. Disputes

If a dispute arises between or amongst members of the CIO about the validity or propriety of anything done by members under this Constitution, and the disputes cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute through mediation before resorting to litigation.

28. Amendment of this Constitution

As provided in clauses 224-227 of the Charities Act 2011;

- 1) This Constitution can be amended only:
 - a) by resolution agreed in writing by 75% of the CIO members or
 - b) by resolution passed by a 75% majority of votes cast at a general meeting of the CIO.
- 2) Any alteration of Clause 3 (Objects), Clause 29 (Voluntary winding up or dissolution), this Clause 28, or of any provision where the alteration would provide authorisation to be obtained by the CIO trustees or members 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 this Constitution, together with a copy of the Constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities,

29. Voluntary winding up or dissolution

- 1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision to wind up or dissolve the CIO can be made only:
 - a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not fewer than 14 days' notice has been given to those eligible to vote and attend; or
 - 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 of 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 CIO trustees must decide how any remaining of the CIO's assets shall be applied.
 - c) In either case, the remaining assets must be applied only for charitable purposes similar to those of the CIO.
- 3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities. In particular:
- a) The CIO trustees must send with the application to the Commission;
 - i. a copy of the resolution passed by the CIO's members,
 - ii. a declaration by the CIO 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 CIO trustees setting out the way in which any assets of the CIO have been or are to be applied prior to its dissolution in accordance with this Constitution; and
 - b) The CIO trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any CIO trustee 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.

30. Interpretation

In this Constitution:

“connected person” means:

- a) a child, parent, grandchild, grandparent, brother, or sister of the CIO trustee;
- b) the spouse or civil partner of the CIO trustee or any person falling within sub clause (1) above;

- c) a person carrying on business in partnership with the CIO trustee or with any person falling within sub clauses (1) and (2) above;
- d) an institution which is controlled by
 - i. the CIO trustee or any connected person falling within sub clauses (1), (2), or (3) above; or
 - ii. by two or more persons falling within this sub clause when taken together.
- e) a body corporate in which:
 - i. the CIO trustee or any connected person falling within sub clauses (a), (b), or (c) above has a substantial interest, or
 - ii. two or more people persons falling within this sub clause who, when taken together, have a substantial interest.

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

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

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

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

“charity trustee” and “CIO trustee” mean a charity trustee of the CIO.

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

31. Adoption

This Constitution was adopted by vote of the CIO members present at the first Annual General Meeting of the members of the CIO at Woodbridge Library on 19th April 2018.

(signed by the chair of the AGM)

Date _____