

CONSTITUTION

EUROPEAN FOUNDATION FOR VETERINARY DENTISTRY

Charity Number: 1211695

Incorporated on 14 January 2025

HCR Hewitsons
Lancaster House
Nunn Mills Road
Northampton
Northamptonshire
NN1 5GE

Constitution of a Charitable Incorporated Organisation

whose only voting members are its charity trustees

('Foundation' model constitution)

Date of constitution (last amended):

On incorporation: 14 January 2025

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1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is the **EUROPEAN FOUNDATION FOR VETERINARY DENTISTRY (also to be known as EF4VD and EFFVD)**

2. National location of principal office

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

3. Objects

The Objects of the CIO are:

3.1 For the public benefit to advance the study and science of veterinary dental medicine in Europe through promoting the education and training of veterinarians and dentists in the field of oro-dental care for animals; and

3.2 The advancement of education for the public benefit by the promotion of research into animal dental welfare in Europe and the dissemination of the useful results of such research.

(the "Objects")

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable.

4. Powers

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

- 4.1. receive the property and assets of the unincorporated charity known as the European Veterinary Dental Society (registered charity number 1128783);
- 4.2. borrow money and to charge the whole or any part of its property belonging to the CIO as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land owned by the CIO;
- 4.3. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- 4.4. sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.5. employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- 4.6. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the charity trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.7. pay out of the funds of the CIO the cost of forming and registering the CIO as a charity;
- 4.8. do any other lawful thing that is necessary or desirable for the achievement of the Objects.

5. Application of income and property

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the Objects.
- 5.2. A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO.
- 5.3. 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.
- 5.4. 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.
- 5.5. 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:

- 6.1.1. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2. sell goods, services, or any interest in land to the CIO;
- 6.1.3. be employed by, or receive any remuneration from, the CIO;

6.1.4. receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2. Scope and powers permitting charity trustees' or connected persons' benefits.

6.2.1. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of charity trustees do not benefit in this way and it is available generally to the beneficiaries of the CIO.

6.2.2. A charity trustee or connected person may enter into a contract for the supply of services and/or goods 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.

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

6.2.4. A charity trustee or connected person may receive rent for premises let by the charity 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.

6.2.5. 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. In clauses 6.2:

6.3.1. "the CIO" includes any company in which the CIO:

6.3.1.1. holds more than 50% of the shares; or

6.3.1.2. controls more than 50% of the voting rights attached to the shares;
or

6.3.1.3. has the right to appoint one or more directors to the board of the company;

6.3.2. "connected person" includes any person within the definition set out in clause 31 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

7.1. declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

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

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

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

- 8.1. 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.
- 8.2. In clause 8.1 "member" includes any person who was a member of the CIO within 12 months before the commencement of the winding up.
- 8.3. But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. Charity trustees

9.1. Functions and duties of charity trustees

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

- 9.1.1. to exercise their powers and to perform their functions in their capacity as a charity trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; and
- 9.1.2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- 9.1.2.1. any special knowledge or experience that they have or holds themselves out as having; and,
 - 9.1.2.2. if they act as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

9.2. Eligibility for trusteeship

- 9.2.1. Every charity trustee must be a natural person.
- 9.2.2. No individual may be appointed as a charity trustee of the CIO if they are under the age of 21 years; and
- 9.2.3. No one is entitled to act as a charity trustee whether on appointment or any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office charity trustee.

9.3. Number of charity trustees

9.3.1. There must be at least 3 charity trustees. If the number falls below this minimum, the remaining charity trustee or charity trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

9.3.2. The maximum number of charity trustees is 10. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

9.4. First charity trustees

The first charity trustees are as follows: –

Dr Peter John Haseler

Dr James Peter Haseler

Dr Carla Paola Manso Garcia

Dr Yves Debosschere

Dr Henriette Booij-Vrieling

Dr Ana Rejec Jencek

Dr Elena-Carmen Nenciulescu

10. **Appointment of charity trustees**

10.1. Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the Executive Committee (in accordance with clause 15).

10.2. In selecting individuals for appointment as charity trustees, the Executive Committee must have regard to the skills, knowledge and experience needed for the effective administration of the CIO. Charity trustees shall be entitled to raise any questions as to the suitability of any proposed new charity trustees with the Executive Committee.

10.3. Nominated Trustees

10.3.1. The European Veterinary Dental College, registered company number 06950998 (“the appointing body”), may appoint two charity trustees.

10.3.2. Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.

10.3.3. Each appointment must be for a term of three years.

10.3.4. The appointment will be effective from the later of:

10.3.4.1. the date of the vacancy; and

10.3.4.2. the date on which the charity trustees or their secretary or clerk are informed of the appointment.

10.3.5. The person appointed need not be a member of the appointing body.

10.3.6. A trustee appointed by the appointing body has the same duty under clause 9.1 as the other charity trustees to act in the way they decide in good faith would be most likely to further the purposes of the CIO

10.3.7. The charity trustees and the Executive Committee shall be entitled to raise any questions as to the suitability of any proposed new charity trustees with the appointing body.

11. Information for new charity trustees

11.1 The Executive Committee will make available to each new charity trustee, on or before their first appointment:

11.1.1. a copy of the current version of this constitution; and

11.1.2. a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

12. Retirement, removal and reappointment of charity trustees

12.1. A charity trustee ceases to hold office if they:

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

12.1.2. are absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that their office be vacated;

12.1.3. ceases to be a member of the Executive Committee as detailed at clause 15;

12.1.4. dies;

12.1.5. in the reasonable opinion of the charity trustees, should be removed from office in the best interest of the CIO, and the other charity trustees resolve unanimously to this effect; or

12.1.6. are 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 that provision).

12.2. Any person retiring as a charity trustee is eligible for reappointment.

12.3. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year. A charity trustee who has served the maximum number of consecutive terms

may, in exceptional circumstances and at the discretion of the charity trustees be appointed for a further term or terms of up to three years.

13. Taking of decisions by charity trustees

13.1. Any decision may be taken either:

13.1.1. at a meeting of the charity trustees; or

13.1.2. by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. Such a resolution shall be effective provided that

13.1.2.1. a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

13.1.2.2. the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

14. Delegation by charity trustees

14.1. The charity trustees may delegate any of their powers or functions to a committee or committees, including the Executive Committee detailed at clause 15 below, and, if they do, they shall 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.

14.2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

14.2.1. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

14.2.2. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

14.2.3. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. The Executive Committee

15.1. In accordance with clause 14.1, the charity trustees may delegate authority to manage the functions of the CIO to “the Executive Committee”, which shall normally comprise:

15.1.1. the President;

15.1.2. the President Elect;

15.1.3. Immediate Past President;

15.1.4. the Secretary; and

15.1.5. the Treasurer.

15.2. Each member of the Executive Committee shall be appointed by majority decision of the charity trustees and Associate members of the CIO in accordance with the voting procedures determined by the charity trustees.

15.3. Individuals appointed to form part of the Executive Committee must:

15.3.1. be a charity trustee of the CIO; and

15.3.2. be a European national.

15.4. The Secretary and the Treasurer shall be appointed for a term of 2 years and shall be eligible to stand for re-election on the expiry of that 2 year term.

15.5. The President Elect shall be appointed for a term of 6 years, consisting of: 2 years as President Elect; 2 years as President; and 2 years as Immediate Past President, and shall not be eligible to be reappointed at the end of that 6 year term until at least 2 years have elapsed since the expiry of that 6 year term.

16. **Meetings of charity trustees**

16.1. Calling meetings

16.1.1. Any charity trustee may call a meeting of the charity trustees.

16.1.2. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

16.2. Chairing of meetings

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

16.3. Procedure at meetings

16.3.1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 3 charity trustees, or the number

nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

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

16.3.3. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

16.4. Participation in meetings by electronic means

16.4.1. A meeting may be held either fully or partially by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

16.4.2. 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.

16.4.3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

17. **Membership of the CIO**

17.1. The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

17.2. Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

18. **Associate (non-voting) membership**

18.1. The charity trustees may create Associate or other classes of non-voting membership, and may determine the procedures by which they may exercise their right to vote on the appointment of new members of the Executive Committee, their rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

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

19. **Decisions which must be made by the members of the CIO**

19.1. Any decision to:

19.1.1. amend the constitution of the CIO;

19.1.2. amalgamate the CIO with or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

19.1.3. wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

19.2. Decisions of the members may be made either:

19.2.1. by resolution at a general meeting; or

19.2.2. by resolution in writing, in accordance with sub-clause (4) of this clause.

19.3. Any decision specified in clause 19.1 must be made in accordance with the provisions of clause 29 (amendment of constitution), clause 30 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

19.4. Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

19.4.1. a copy of the proposed resolution has been sent to all the members eligible to vote; and

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

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

20. **General meetings of members**

20.1. Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 19 (Decisions which must be made by the members of the CIO).

20.2. Notice of general meetings of members

20.2.1. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

20.2.2. Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

20.2.3. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

20.3. Procedure at general meetings of members

The provisions in clauses 16.2, 16.3 and 16.4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to charity trustees to be taken as references to members.

Electronic Voting

20.4. The CIO may, if the charity trustees so decide, allow the members to vote by electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

20.5. The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the email ballot and the counting of votes.

20.6. If email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

20.6.1. a notice by email, if the member has agreed to receive notices in this way under clause 23 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

20.7. The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

20.8. Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

20.9. The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

- 20.10. The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member who has cast an invalid vote by email is allowed to vote at the meeting and counts towards the quorum.
- 20.11. For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 20.12. Votes cast by email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by email and the number of votes received which were invalid.
- 20.13. The scrutineers must not disclose the result of the email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 20.14. Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid email votes and evidence of invalid votes.
- 20.15. Any dispute about the conduct of a email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

21. Saving provisions

- 21.1. Subject to clause 21.2, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
- 20.1.1 who was disqualified from holding office;
 - 20.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 20.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- 21.2. Clause 21.1 does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 21.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

22. Execution of documents

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

23. Use of electronic communications

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

- 23.2. 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;

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

- 23.3. To the CIO

- 23.3.1. 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.

- 23.4. By the CIO

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

- 23.4.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- 23.4.2.1. provide the members with the notice referred to in clause 20.2 (Notice of general meetings);

- 23.4.2.2. give charity trustees notice of their meetings in accordance with clause 16.1 (Calling meetings); and

- 23.4.2.3. submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 19 (Members' decisions) and 17.4 (Decisions taken by resolution in writing).

- 23.5. The charity trustees must -

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

23.5.2. 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.

24. 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, a (combined) register of its members and charity trustees.

25. Minutes

The charity trustees must keep minutes of all:

25.1. appointments of officers made by the charity trustees;

25.2. proceedings at general meetings of the CIO;

25.3. meetings of the charity trustees and committees of charity trustees including:

24.3.1 the names of the charity trustees present at the meeting;

24.3.2 the decisions made at the meetings; and

24.3.3 where appropriate the reasons for the decisions;

25.4. decisions made by the charity trustees otherwise than in meetings.

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

26.1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, 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.

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

27. Rules

27.1. The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution.

27.2. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

28. Disputes

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

29. Amendment of constitution

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

29.1. This constitution can only be amended:

29.1.1. by resolution agreed in writing by all members of the CIO; or

29.1.2. by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

29.2. Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

29.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

29.4. 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.

30. Voluntary winding up or dissolution

30.1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

30.1.1. at a general meeting of the members of the CIO called in accordance with clause 20 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

30.1.1.1. by a resolution passed by a 75% majority of those voting, or

30.1.1.2. 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

30.1.2. by a resolution agreed in writing by all members of the CIO.

30.2. Subject to the payment of all the CIO's debts:

- 30.2.1. 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.
- 30.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
- 30.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 30.3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
 - 30.3.1. the charity trustees must send with their application to the Commission:
 - 30.3.1.1. a copy of the resolution passed by the members of the CIO;
 - 30.3.1.2. 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
 - 30.3.1.3. 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;
 - 30.3.2. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 30.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. **Interpretation**

In this constitution:

- 31.1. **"Associate member"** means those persons admitted to non-voting membership referred to in clause 18 and according to any rules or conditions set out by the charity trustees.
- 31.2. **"charity trustee"** means a charity trustee of the CIO.
- 31.3. **"Communications Provisions"** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
- 31.4. **"connected person"** means:
 - 31.4.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
 - 31.4.2. the spouse or civil partner of the charity trustee or of any person falling within clause 31.4.1 above;

31.4.3. a person carrying on business in partnership with the charity trustee or with any person falling within clause 31.4.1 or 31.4.2;

31.4.4. an institution which is controlled –

31.4.4.1. by the charity trustee or any connected person falling within clauses 30.1, 30.2 or 30.3; or

31.4.4.2. by two or more persons falling within clause 31.4.1, when taken together

31.4.5. a body corporate in which –

31.4.5.1. the charity trustee or any connected person falling within clauses 31.4.1, 31.4.2 or 31.4.3 has a substantial interest; or

31.4.5.2. two or more persons falling within clause 31.4.1 who, when taken together, have a substantial interest.

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

31.5. "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

31.6. "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.

31.7. "**Poll**" means a counted vote or ballot, usually (but not necessarily) in writing.

31.7.1. Any reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Appendix

The following provisions do not form part of the 'Foundation' model constitution but are available as options under clauses 19 (General meetings of members) and 22 (Use of electronic communications). For CIOs intending to include these powers in their constitutions, we recommend that you use the following wording. Notes on these clauses are included with the explanatory notes accompanying the clauses in the model.

General meetings of members

1. **Proxy voting**

- 1.1. Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - 1.1.1. states the name and address of the member appointing the proxy;
 - 1.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 1.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - 1.1.4. is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 1.2. The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 1.3. Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 1.4. Unless a proxy notice indicates otherwise, it must be treated as :
 - 1.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 1.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 1.5. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.
- 1.6. An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

- 1.7. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 1.8. If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.