

**Constitution of Friends of Guys Marsh Prison**  
**A Charitable Incorporated Organisation**  
**Foundation Model Constitution**

Date of Adoption (last amended): 31<sup>ST</sup> January 2021

**1 Name**

The name of the Charitable Incorporated Organisation (the “CIO”) is:

Friends of Guys Marsh Prison.

**2 National location of principal office**

2.1 The national location of the CIO is England.

**3 Object**

3.1 The “Object” of the CIO is to promote and support for the benefit of the public in Avon, Dorset, Somerset and Wiltshire and the public at large (in partnership with the staff and Governor at HMP Guys Marsh Prison) viable programmes and initiatives aimed at the rehabilitation and resettlement of offenders who are or who have been inmates at HMP Guys Marsh Prison.

**4 Powers**

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

4.1.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with

sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

4.1.4 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 of this constitution and provided it complies with the conditions of that clause;

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

## 5 **Application of income and property**

5.1 The income and property of the CIO must be applied solely towards the promotion of the Object and none of it may be paid by or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO provided that:

5.1.1 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;

5.1.2 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; and

5.1.3 nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6 of this constitution.

## 6 **Benefits and payments to charity trustees and connected persons**

6.1 No charity trustee or "connected person" (as defined under clause 29 of this constitution) 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; and

6.1.4 receive any other financial benefit from the CIO;

unless the payment or benefit is permitted under clause 6.2 of this constitution, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause 6.1, 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 (defined under clause 6.4 of this constitution for the purpose of this clause 6.2) as a

beneficiary of the CIO provided the majority of charity trustees do not benefit in this way.

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

6.2.3 Subject to the provisions of clause 6.3 of this constitution 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.

6.2.4 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).

6.2.5 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.

6.2.6 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*

6.3.1 The CIO (defined under clause 6.4 of this constitution for the purpose of this clause 6.3) and its charity trustees may only rely upon the authority provided by clause 6.2.3 of this constitution if each of the following conditions are satisfied:

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

6.3.1.2 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;

6.3.1.3 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;

6.3.1.4 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;

6.3.1.5 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;

- 6.3.1.6 the reason for their decision is recorded by the charity trustees in the minute book; and
  - 6.3.1.7 a majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- 6.4 For the purpose of clauses 6.2 and 6.3 of this constitution:
- 6.4.1 “the CIO” includes any company in which the CIO:
    - 6.4.1.1 Holds more than 50% of the shares; or
    - 6.4.1.2 controls more than 50% of the voting rights attached to the shares; or
    - 6.4.1.3 has the right to appoint one or more directors to the board of the company.
- 7 **Conflicts of interest and conflicts of loyalty**
- 7.1 A charity trustee must:
- 7.1.1 declare the nature and extent of any interest, direct or indirect which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
  - 7.1.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
- 7.2 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 charity trustees to contribute to the assets of the CIO if it is wound up**

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

## 9 **Charity trustees**

### 9.1 *Functions and duties of charity trustees*

9.1.1 The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO.

9.1.2 It is the duty of each charity trustee:

9.1.2.1 to exercise his or her powers and to perform his or her functions in his or her capacity 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

9.1.2.2 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.

9.1.3 The charity trustees may act regardless of any vacancy in their body but, if and so long as their number is less than

3, the remaining charity trustees may act for the purposes of increasing the number of charity trustees or winding up the CIO, but for no other purpose.

## 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:

9.2.2.1 a person aged less than 16 years;

9.2.2.2 a person who is an undischarged bankrupt or has made any composition or arrangement with creditors;

9.2.2.3 a person who has an unspent conviction involving dishonesty or deception or who is otherwise disqualified by law from serving as a charity trustee.

9.2.3 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.

9.2.4 At least one of the charity trustees of the CIO must be 18 years of age or over. If there is no charity trustee aged at least 18 years, 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 *Appointment of trustees*

9.3.1 The CIO shall have at least 3 appointed charity trustees.



9.3.2 There is no maximum number of charity trustees that may be appointed to the CIO.

9.3.3 New charity trustees may be recruited to the CIO at any time by the charity trustees. In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

9.3.4 The charity trustees may, by and from their number and from time to time, elect such officers (chair, secretary, treasurer) as they see fit.

#### 9.4 *First charity trustees*

9.4.1 The first charity trustees are as of 31<sup>st</sup> January 2021

9.4.1.1 Giles Fearn Chair

9.4.1.2 Steve Penson Vice chair

9.4.1.3 Annie Henschel Secretary

9.4.1.4 Ann Davis-Penson Treasurer

9.4.1.5 Mary-Ann Newson-Smith trustee

9.4.1.6 Shaun Bracy trustee

9.4.1.7 Geoffrey Horton trustee

#### 9.5 *Duration of appointment*

9.5.1 Apart from the first charity trustees (whom are appointed in accordance with clause 9.4 of this constitution) every charity trustee must be appointed for a term of 3 years by a resolution passed at a properly convened meeting of the charity trustees.

## 10 **Information for new charity trustees**

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

- 10.1.1 a copy of the current version of this constitution; and
- 10.1.2 a copy of the CIO's latest trustees' annual report and statement of accounts.

## 11 **Retirement and removal of charity trustees**

11.1 A charity trustee ceases to hold office if he or she:

- 11.1.1 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);
- 11.1.2 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;
- 11.1.3 dies;
- 11.1.4 in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- 11.1.5 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 11.1.6 is removed from office for conduct prejudicial to the CIO by a majority vote of the charity trustees, provided that any charity trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;

- 11.1.7 becomes bankrupt or makes any arrangement with his or her creditors generally; or
  - 11.1.8 is otherwise disqualified by law from serving as a charity trustee.
- 11.2 Subject to the provisions of clause 11.3 of this constitution, any person retiring as a charity trustee is eligible for reappointment.
- 11.3 No charity trustee shall serve for more than 3 consecutive years (but may be reappointed after an interval of at least a year) unless:
- 11.3.1 the charity trustees consider it would be in the best interests of the CIO for a particular charity trustee to continue to serve beyond that period; and
  - 11.3.2 that charity trustee is reappointed by unanimous consent at a charity meeting which is held in accordance with this constitution

then the re-appointed charity trustee may serve for a further 12 month periods provided the relevant charity trustee is reappointed at the end of each 12 month period in accordance with clause 11.3.2 of this constitution.

## 12 **Taking decisions by charity trustees**

- 12.1 Any decision may be taken either:
- 12.1.1 at a meeting of the charity trustees; or
  - 12.1.2 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.

## 13 **Delegation by charity trustees**

13.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

13.2 This power is in addition to the power of delegation in the General Regulations (as defined under clause 29 of this constitution) and any other power of delegation available to the charity trustees, but is subject to the following requirements:

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

13.2.2 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

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

## 14 **Meetings of charity trustees**

### 14.1 *Calling meetings*

14.1.1 The nominated chair (nominated in accordance with clause 14.2.1 of this constitution) will call general monthly meetings. However any charity trustee may call a meeting of the charity trustees.

14.1.2 Subject to clause 14.1.1 of this constitution, the charity trustees shall decide how their meetings are to be called, and what notice is required.

## 14.2 *Chairing of meetings*

14.2.1 The charity trustees may appoint one of the charity trustees 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.

## 14.3 *Procedure at meetings*

14.3.1 No decision may be made by a meeting of the charity trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants.

14.3.2 A quorum shall be 2 charity trustees.

14.3.3 A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

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

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

## 15 **Membership of the CIO**

15.1 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.

15.2 Membership of the CIO cannot be transferred to anyone else.

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

16 **Informal or associate (non-voting membership)**

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

16.2 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 and Dissolution Regulations.

17 **Decisions which must be made by charity trustees of the CIO**

17.1 Subject to the provisions of clause 17.3 of this constitution, any decision to:

17.1.1 amend the constitution of the CIO;

17.1.2 amalgamate the CIO or transfer its undertakings to one or more other CIO's in accordance with the Charities Act 2011; or

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

must be made by a resolution of the charity trustees of the CIO.

17.2 Decisions of the charity trustees may be made either:

17.2.1 by resolution at a general meeting; or

17.2.2 by resolution in writing, in accordance with clause 17.5 of this constitution.

- 17.3 Any decision specified in clause 17.1 of this clause must be made in accordance with the provisions of clause 27 or clause 28 of this constitution or the provisions of Charities Act 2011, the General Regulations (as defined under clause 29 of this constitution) or the Dissolution Regulations (as defined under clause 29 of this constitution) 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.
- 17.4 Except where a resolution in writing must be agreed by all charity trustees, such a resolution may be agreed by a simple majority of all the charity trustees who are entitled to vote on it. Such a resolution shall be effective provided that:
- 17.4.1 a copy of the proposed resolution has been sent to all the charity trustees eligible to vote; and
- 17.4.2 the required majority of charity trustees 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.
- 17.5 The document signifying a charity trustee'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.
- 17.6 The resolution in writing may comprise several copies to which one or more charity trustees have signified their agreement. Eligibility to vote on the resolution is limited to members who are charity trustees of the CIO on the date when the proposal is first circulated.
- 18 **General meetings of charity trustees**
- 18.1 *Calling of general meetings of charity trustees*

18.1.1 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 17 of this constitution.

18.2 *Notice of general meetings of members*

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

18.2.2 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 (as defined under clause 29 of this constitution), a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

18.2.3 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.

18.3 *Procedure at general meetings of the charity trustees*

The provisions set out in clause 14 of this constitution governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the charity trustees.



## 19 **Saving provisions**

19.1 Subject to clause 19.2 of this constitution, 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:

19.1.1 who was disqualified from holding office;

19.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

19.1.3 who was not entitled to vote on the matter whether by reasons 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.

19.2 The provisions of clause 19.1, do not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 19.1 the resolution would have been void, or if the charity trustee had not complied with clause 7 of this constitution.

## 20 **Execution of documents**

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

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

## 21 **Use of electronic communications**

21.1 The CIO will comply with the requirements of the communications provisions in the General Regulations and in particular:

21.1.1 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;

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

## 21.2 *Communications to the CIO*

21.2.1 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.

## 21.3 *Communications by the CIO*

21.3.1 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.

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

21.3.2.1 provide the members with the notice referred to in clause 18.2 of this constitution;

21.3.2.2 give charity trustees notice of their meetings in accordance with clause 14.1 of this constitution; and

21.3.2.3 submit any proposal to the members or charity trustees for decision by written resolution or

postal vote in accordance with the CIO's powers under clauses 19, 20 and 21 of this constitution.

21.4 The charity trustees must:

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

21.4.2 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.

22 **Keeping of registers**

22.1 The CIO must comply with its obligations under the General Regulations (as defined under clause 29 of this constitution) in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

23 **Minutes**

23.1 The charity trustees must keep minutes of all:

23.1.1 appointments of officers made by the charity trustees;

23.1.2 proceedings at general meetings of the CIO;

23.1.3 meetings of the charity trustees and committees of charity trustees including:

23.1.4 the names of the trustees present at the meeting;

23.1.5 the decisions made at the meetings; and

23.1.6 where appropriate the reasons for the decisions;

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

24 **Accounting records, accounts, annual reports and returns, register maintenance**

24.1 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.

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

25 **Rules**

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

26 **Disputes**

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

## 27 **Amendment of constitution**

27.1 As provided by clauses 224-227 of the Charities Act 2011 this constitution can only be amended:

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

27.1.1.2 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 of this constitution.

27.2 Any alteration of clause 3, clause 28, 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.

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

27.4 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 within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## 28 **Voluntary winding up or dissolution**

28.1 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 at a general meeting of the members of the CIO called in accordance with clause 18 of this constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote:

- 28.1.1 by a resolution passed by a 75% majority of those voting,  
or
  - 28.1.2 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
  - 28.1.3 by a resolution agreed in writing by all members of the  
CIO.
- 28.2 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.
- 28.3 If the resolution does not contain such a provision, the charity trustees  
must decide how any remaining assets of the CIO shall be applied.
- 28.4 In either case the remaining assets must be applied for charitable  
purposes the same as or similar to those of the CIO.
- 28.5 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 Charity Commission:
- 28.5.1 a copy of the resolution passed by the members of the  
CIO;
  - 28.5.2 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
  - 28.5.3 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;

28.5.4 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.

28.6 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 29 Interpretation

29.1 In this constitution:

29.1.1 “connected person” means:

29.1.1.1 a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

29.1.1.2 the spouse or civil partner of the charity trustee or of any person falling within clause 29.1.1.1;

29.1.1.3 a person carrying on business in partnership with the charity trustee or with any person falling within clauses 29.1.1.1 or 29.1.1.2;

29.1.1.4 an institution which is controlled:

(a) by the charity trustee or any connected person falling within clauses 29.1.1.1 to 29.1.1.3 (inclusive); or

(b) by two or more persons falling within clause 29.1.1.4(a) when taken together

29.1.1.5 a body corporate in which –

(a) the charity trustee or any connected person falling within clauses 29.1.1.1 to 29.1.1.3 has a substantial interest; or

- (b) two or more persons falling within sub-clause 29.1.1.5(a) who, when taken together, have a substantial interest.

- 29.1.2 Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.
- 29.1.3 **"General Regulations"** means the Charitable Incorporated Organisations (General) Regulations 2012.
- 29.1.4 **"Dissolution Regulations"** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 29.1.5 The **"Communications Provisions"** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
- 29.1.6 **"charity trustee"** means a charity trustee of the CIO.
- 29.1.7 A **"poll"** means a counted vote or ballot, usually (but not necessarily) in writing.

**This constitution was adopted by the persons whose signatures appear below:**

**Giles Fearn** .....

**Annie Henschel** .....

**Date**.....