**CHARITABLE INCORPORATED ORGANISATION**

**CONSTITUTION**

**of**

**[KINGSTON UPON THAMES ASSOCIATION FOR THE BLIND]**

Date of constitution (last amended):

[date charity application is submitted]

1. Name
   1. The name of the Charitable Incorporated Organisation (the “**Association**") is Kingston Upon Thames Association for the Blind, also known as Kingston Sight loss Support.
2. National location of principal office
   1. The Association must have a principal office in England or Wales. The principal office of the Association is in England.
3. Objects
   1. The objects of the Association are, for the public benefit, to do all things that are charitable (within the law of England and Wales) to promote and improve the wellbeing of people with sight loss, to promote the prevention of sight loss, and to support and inform their families, carers and the general public about supporting people with sight loss, particularly for those who live or work in Kingston Upon Thames and the surrounding areas.
4. Powers
   1. The Association has power to do anything which is calculated to further its objects or is conducive or incidental to doing so, in particular (but not exclusively):
      1. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Association must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
      2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
      3. sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
      4. employ and remunerate such staff as are necessary for carrying out the work of the Association, but the Association 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 those clauses; and
      5. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Association 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
   1. The income and property of the Association must be applied solely towards the promotion of the Objects.
   2. A Trustee, employee, or member of a sub-committee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
   3. A Trustee may benefit from Trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.
   4. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association except to any such member that is a charity (as defined in the Charities Act 2011) with one or more charitable objects which is or are the same as or substantially similar to one or more objects of the Association. This does not prevent a member receiving:
      1. a benefit from the Association as a beneficiary of the Association;
      2. reasonable and proper remuneration for any goods or services supplied to the Association (subject to clause 6 below in regard to Trustees).
   5. Nothing in clause 5.4 shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 6 or by the Charity Commission (“**Commission**”).
6. Benefits and payments to Trustees and connected persons
   1. General provisions
      1. No Trustee or connected person may:
         1. buy or receive any goods or services from the Association on terms preferential to those applicable to members of the public;
         2. sell goods, services, or any interest in land to the Association;
         3. be employed by, or receive any remuneration from, the Association;
         4. receive any other financial benefit from the Association,

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

* 1. Scope and powers permitting Trustees' or connected persons' benefits
     1. A Trustee or connected person may receive a benefit from the Association as a beneficiary of the Association provided that a majority of the Trustees do not benefit in this way.
     2. A 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 Association where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act.
     3. Subject to clause 6.3 a Trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Trustee or connected person.
     4. A Trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
     5. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The 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. A Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.
  2. Payment for supply of goods only - controls
     1. The Association and its Trustees may only rely upon the authority provided by clause 6.2.3 above if each of the following conditions is satisfied:
        1. The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the Trustee or connected person supplying the goods (the “**supplier**").
        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.
        3. The other 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 Trustee or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
        4. The relevant Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier with regard to the supply of goods to the CIO.
        5. The relevant Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
        6. The reason for their decision is recorded by the Executive Committee in the minute book.
        7. A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
  3. In clauses 6.1 and 6.3 above:
     1. the “**Association**" includes any company in which the Association:
        1. holds more than 50% of the shares; or
        2. controls more than 50% of the voting rights attached to the shares; or
        3. has the right to appoint one or more directors to the board of the company.
     2. "**connected person**" includes any person within the definition set out in clause 32 (Interpretation);

1. Conflicts of interest and conflicts of loyalty
   1. A Trustee must:
      1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared; and
      2. absent himself or herself from any discussions of the Executive Committee 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 Association and any personal interest (including but not limited to any financial interest).
   2. Any Trustee absenting himself or herself from any discussions in accordance with this clause 7 must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.
2. Liability of members to contribute to the assets of the Association if it is wound up
   1. If the Association is wound up, the members of the Association have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
3. Membership of the Association
   1. Admission of new members
      1. Membership of the Association is open to those persons blind and partially sighted who live or work in the Royal Borough of Kingston upon Thames and surrounding areas, and to any other person who is interested in furthering the Association’s Objects.
      2. All members must indicate their agreement to become a member and acceptance of the duty of members set out in clause 9.4.
   2. Admission procedure
      1. The Executive Committee:
         1. may require applications for membership to be made in any reasonable way that they decide; and
         2. may refuse an application for membership if they believe that it is in the best interests of the Association for them to do so.
      2. The Executive Committee may delegate the power to admit members.
   3. Transfer of membership
      1. Membership of the Association cannot be transferred to anyone else.
   4. Duty of members
      1. It is the duty of each member of the Association to exercise their powers as a member of the Association in the way they decide in good faith would be most likely to further the purposes of the Association.
   5. Termination of membership
      1. Membership of the Association comes to an end if:
         1. the member dies;
         2. the member sends a notice of resignation to the Executive Committee;
         3. any sum of money owed by the member to the Association is not paid in full within six months of its falling due; or
         4. the Executive Committee decides that it is in the best interests of the Association that the member in question should be removed from membership and passes a resolution to that effect.
      2. Before the Executive Committee takes any decision to remove someone from membership of the Association it must:
         1. inform the member of the reasons why it is proposed to remove him, her or it from membership;
         2. give the member at least 21 clear days’ notice in which to make representations to the Executive Committee as to why he, she or it should not be removed from membership;
         3. at a duly constituted meeting of the Executive Committee, consider whether or not the member should be removed from membership;
         4. consider at that meeting any representations which the member makes as to why the member should not be removed; and
         5. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.
   6. Membership fees
      1. The Association may require members to pay reasonable membership fees to the Association.
   7. Informal or associate (non-voting) membership
      1. The Executive Committee may create associate or other classes of non-voting membership, 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.
      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.
4. Members' decisions
   1. General provisions
      1. Except for those decisions that must be taken in a particular way as indicated in clause 10.5 below, decisions of the members of the Association may be taken either by vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.
   2. Taking ordinary decisions by vote
      1. Subject to clause 10.5 below, any decision of the members of the Association may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).
   3. Taking ordinary decisions by written resolution without a general meeting
      1. Subject to clause 10.5, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
         1. a copy of the proposed resolution has been sent to all the members eligible to vote; and
         2. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Association has specified.
      2. The resolution in writing may comprise several copies to which one or more members has signified their agreement.
      3. Eligibility to vote on the resolution is limited to members who are members of the Association on the date when the proposal is first circulated in accordance with paragraph (a) above.
   4. Members’ Power to Request Resolutions
      1. Not less than 10% of the members of the Association may request the Executive Committee to make a proposal for decision by the members.
      2. The Executive Committee must within 21 days of receiving such a request comply with it if:
         1. the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
         2. the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
         3. effect can lawfully be given to the proposal if it is so agreed.
      3. Clauses 10.3.1 to 10.3.3 apply to a proposal made at the request of members.
   5. Decisions that must be taken in a particular way
      1. Any decision by the members to remove a Trustee must be taken in accordance with clause 14.3.
      2. Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
      3. Any decision to wind up or dissolve the Association must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution).
      4. Any decision to amalgamate or transfer the undertaking of the Association to one or more other ClOs must be taken in accordance with the provisions of the Charities Act.
5. General meetings of members
   1. Types of general meeting
      1. There must be an annual general meeting (AGM) of the members of the Association. The first AGM must be held within 18 months of the registration of the Association, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Trustees' annual report, and must elect Trustees as required under clause 13.
      2. Other general meetings of the members of the Association may be held at any time.
      3. All general meetings must be held in accordance with the provisions below.
   2. Calling general meetings
      1. The Executive Committee:
         1. must call the AGM in accordance with clause 11.1.1, and identify it as such in the notice of the meeting; and
         2. may call any other general meeting of the members at any time.
      2. The Executive Committee must, within 21 days, call a general meeting of the members of the Association if:
         1. they receive a request to do so from at least 10% of the members of the Association; and
         2. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
      3. If, at the time of any such request, there has not been any general meeting of the members of the Association for more than 12 months, then clause 11.2.2(a) shall have effect as if 5% were substituted for 10%.
      4. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
      5. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
      6. Any general meeting called by the Executive Committee at the request of the members of the Association must be held within 28 days from the date on which it is called.
      7. If the Executive Committee fails to comply with the obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
      8. A general meeting called by the members must be held not more than 3 months after the date when the members first requested the meeting.
      9. The Association must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Executive Committee to duly call the meeting, but the Association shall be entitled to be indemnified by the Trustees who were responsible for such failure.
   3. Notice of general meetings
      1. The Executive Committee, or, as the case may be, the relevant members of the Association, must give at least 14 clear days’ notice of any (annual) general meeting to all of the members, and to any Trustee of the Association who is not a member.
      2. If it is agreed by not less than 90% of all members of the Association, any resolution may be proposed and passed at any general meeting even though the requirements of clause 11.3.1 have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act or by the General Regulations.
      3. The notice of any general meeting must:
         1. state the time and date of the meeting;
         2. give the address at which the meeting is to take place;
         3. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
         4. if a proposal to alter the constitution of the Association is to be considered at the meeting, include the text of the proposed alteration;
         5. include, with the notice for the AGM, the annual statement of accounts and Trustees' annual report, details of persons standing for election or re-­election as Trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the Association's website.
      4. 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.
      5. Notice shall be deemed to be given 48 hours after it was posted or sent.
      6. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Association.
   4. Chairing of general meetings
      1. The person nominated as chair by the Executive Committee under clause 19.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Association who are present at a general meeting shall elect a chair to preside at the meeting.
   5. Quorum at general meetings
      1. No business may be transacted at any general meeting of the members of the Association unless a quorum is present, whether in person or by proxy, when the meeting starts.
      2. Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or six members.
      3. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
      4. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Association's members at least seven clear days before the date on which it will resume.
      5. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
      6. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Executive Committee but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
   6. Proxy voting
      1. Any member of the Association 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 Association. Proxies must be appointed by a notice in writing (a "**proxy notice**") which:
         1. states the name and address of the member appointing the proxy;
         2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
         3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Association may determine; and
         4. is delivered to the Association in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
      2. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
      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.
      4. Unless a proxy notice indicates otherwise, it must be treated as:
         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
         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.
      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 Association by or on behalf of that member.
      6. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
      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.
      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.
   7. Voting at general meetings
      1. Any decision other than one falling within clause 10.5 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote.
      2. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
      3. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
      4. A poll may be taken:
         1. at the meeting at which it was demanded; or
         2. at some other time and place specified by the chair; or
         3. through the use of postal or electronic communications.
      5. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
      6. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
   8. Adjournment of meetings
      1. The chair may at meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.
6. Trustees
   1. Functions and duties of Trustees
      1. The Trustees shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each Trustee:
         1. to exercise their powers and to perform their functions as a Trustee of the Association in the way they decide in good faith would be most likely to further the purposes of the Association; and
         2. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
            1. any special knowledge or experience that they have or hold themselves out as having; and
            2. if they act as a Trustee of the Association in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
   2. Eligibility for Trusteeship
      1. Every Trustee must be a natural person and must also be a member of the Association.
      2. No one may be appointed as a Trustee:
         1. if he or she is under the age of 18 years; or
         2. if he or she is disqualified from acting as a Trustee by virtue of sections 178-180 of the Charities Act (or any statutory re-enactment or modification of that provision).
      3. No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Executive Committee decides, his or her acceptance of the office of Trustee.
   3. Number of Trustees
      1. There should be not less than three nor more than 12 Trustees.
      2. If the number of Trustees falls below three, the remaining Trustee or Trustees may act only to call a meeting of the Executive Committee, or appoint a new Trustee.
7. Appointment of Trustees
   1. First Trustees
      1. The first Trustees of the Association are
         1. Brian Gaff;
         2. George Phillips;
         3. Olam Ray Imanuel;
         4. David Robson;
         5. Roy Smith;
         6. Joanna Turnbull;
         7. Alan Turnbull;
         8. Joanna Westlake; and
         9. Varun Yadav.
   2. Apart from the First Trustees and any Trustees appointed under Article 13.3, Trustees are appointed by a decision of the members at the annual general meeting to fill vacancies arising.
   3. Co-option by the Executive Committee
      1. The Executive Committee can appoint anyone as a Trustee to fill a vacancy on the Executive Committee, provided that the number of Trustees appointed in this way shall not exceed one quarter of the Executive Committee.
      2. For the purposes of this clause the Executive Committee shall decide how many vacancies there are, subject to the maximum and minimum numbers given in clause 12.
8. Retirement and removal of Trustees
   1. Retirement by rotation:
      1. At every annual general meeting of the Association the number closest to one third of the Trustees shall retire from office.
      2. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
      3. The vacancies arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in clause 13.3.
   2. A Trustee ceases to hold office if they:
      1. retire by rotation under clause 14.1;
      2. retire by notifying the Association in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
      3. are absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated;
      4. die;
      5. become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
      6. are removed by the members of the Association in accordance with clause 14.3;
      7. are disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act (or any statutory re-enactment or modification of that provision); or
      8. are removed by a vote of a two-thirds majority of the other Trustees present and voting at an Executive Committee meeting at which at least half of the serving Trustees are present, provided that
         1. prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; and
         2. the Trustee in question is given an opportunity to make representations prior to a vote being held.
   3. A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
   4. A resolution to remove a Trustee in accordance with clause 14.3 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Association.
9. Reappointment of Trustees
   1. Any person who retires as a Trustee by rotation or by giving notice to the Association is eligible for reappointment, on two further occasions, to a maximum of nine (9) years.
10. Information for new Trustees
    1. The Executive Committee will make available to each new Trustee, on or before their first appointment:
       1. a copy of this constitution and any amendments made to it; and
       2. a copy of the ClO's latest Trustees' annual report and statement of accounts.
11. Taking of decisions by Trustees
    1. Any decision may be taken either:
       1. at a meeting of the Executive Committee; or
       2. by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Trustees has signified their agreement. Such a resolution shall be effective provided that:
          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 Trustees; and
          2. the majority of all of the 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 Executive Committee has previously resolved, and delivered to the Association at its principal office or such other place as the Executive Committee may resolve within 28 days of the circulation date.
12. Delegation by the Executive Committee
    1. The Executive Committee may delegate any of their powers or functions to a sub-committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Executive Committee may at any time alter those terms and conditions, or revoke the delegation.
    2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Executive Committee, but is subject to the following requirements:
       1. a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a Trustee;
       2. the acts and proceedings of any sub-committee must be brought to the attention of the Executive Committee as soon as is reasonably practicable; and
       3. the Executive Committee shall from time to time review the arrangements which they have made for the delegation of their powers.
13. Meetings and proceedings of the Executive Committee
    1. Calling meetings
       1. The chair or any two Trustees may call a meeting of the Executive Committee.
       2. Subject to that, the Executive Committee shall decide how their meetings are to be called, and what notice is required.
    2. Chairing of meetings
       1. The Executive Committee 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 Trustees present may appoint one of their number to chair that meeting.
    3. Procedure at meetings
       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 one quarter of the total number of Trustees. A 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.
       2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
       3. In the case of an equality of votes, the chair shall have a second or casting vote.
    4. Participation in meetings by electronic means
       1. A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.
       2. Any Trustee participating at a meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
       3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
14. Saving provisions
    1. Subject to clause 20.2, all decisions of the Executive Committee, or of a sub-committee, shall be valid notwithstanding the participation in any vote of a Trustee:
       1. who was disqualified from holding office;
       2. who had previously retired or who had been obliged by the constitution to vacate office;
       3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
       4. if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
    2. Clause 20.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a sub-committee if, but for clause 20.1, the resolution would have been void, or if the Trustee has not complied with clause 7 (Conflicts of interest).
15. Execution of documents
    1. The Association shall execute deeds either by signature or by affixing its seal (if it has one).
    2. A deed is validly executed by signature if it is signed by at least two of the Trustees.
    3. If the Association has a seal:
       1. it must comply with the provisions of the General Regulations; and
       2. it must only be used by the authority of the Executive Committee or of a sub-committee duly authorised by the Executive Committee. The Executive Committee may determine who shall sign any deed to which the seal is affixed and unless otherwise determined it shall be signed by two Trustees.
16. Use of electronic communications
    1. General
       1. The Association will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
          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;
          2. any requirements to provide information to the Commission in a particular form or manner.
    2. To the Association
       1. Any member or Trustee of the Association may communicate electronically with the Association to an address specified by the Association for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Association.
    3. By the Association
       1. Any member or Trustee of the Association, by providing the Association with his or her email address or similar, is taken to have agreed to receive communications from the Association in electronic form at that address, unless the member has indicated to the Association his or her unwillingness to receive such communications in that form.
       2. The Executive Committee may, subject to compliance with any legal requirements, by means of publication on its website:
          1. provide the members with the notice referred to in clause 11.3 (Notice of general meetings);
          2. give the Executive Committee notice of their meetings in accordance with clause 19.1 (Calling meetings); and
          3. submit any proposal to the members or Executive Committee for decision by written resolution or postal vote in accordance with the ClO's powers under clause 10 (Members' decisions) or 10.3 (Decisions taken by resolution in writing).
       3. Trustees must:
          1. take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal;
          2. send any such notice or proposal in hard copy form to any member or Trustee who has not consented to receive communications in electronic form.
17. Keeping of Registers
    1. The Association 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.
18. Minutes
    1. The Executive Committee must keep minutes of all:
       1. appointments of officers;
       2. proceedings at general meetings of the Association;
       3. meetings of the Executive Committee and sub-committees including:
          1. the names of the Trustees present at the meeting;
          2. the decisions made at the meetings; and
          3. where appropriate the reasons for the decisions;
       4. decisions made by the Trustees otherwise than in meetings.
19. Accounting records, accounts, annual reports and returns, register maintenance
    1. The Executive Committee must comply with the requirements of the Charities Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Association, within 10 months of the financial year end.
    2. The Executive Committee must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Association entered on the Central Register of Charities.
20. Rules
    1. The Executive Committee 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 Association, 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 Association on request.
21. Honorary Positions
    1. The Executive Committee may appoint and remove any person for such terms as they think fit as the President, Vice President or Patron of the Association. Such posts are honorary only and carry no vote or other rights.
22. Disputes
    1. If a dispute arises between members of the Association 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.
23. Amendment of constitution
    1. As provided by clauses 224-227 of the Charities Act:
       1. This constitution can only be amended:
          1. by resolution agreed in writing by all members of the Association; or
          2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Association.
    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 Trustees or members of the Association 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 or the General Regulations shall be valid.
    4. A copy of any resolution altering the constitution, together with a copy of the ClO'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.
24. Voluntary winding up or dissolution
    1. As provided by the Dissolution Regulations, the Association may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Association can only be made:
       1. at a general meeting of the members of the Association called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote by a resolution passed by a 75% majority of those voting; or
       2. by a resolution agreed in writing by all members of the Association.
    2. Subject to the payment of all the ClO's debts:
       1. any resolution for the winding up of the Association, or for the dissolution of the Association without winding up, may contain a provision directing how any remaining assets of the Association shall be applied;
       2. if the resolution does not contain such a provision, the Executive Committee must decide how any remaining assets of the Association shall be applied;
       3. in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Association.
    3. The Association must observe the requirements of the Dissolution Regulations in applying to the Commission for the Association to be removed from the Register of Charities, and in particular:
       1. the Executive Committee must send with their application to the Commission:
          1. a copy of the resolution passed by the members of the Association;
          2. a declaration by the Trustees that any debts and other liabilities of the Association have been settled or otherwise provided for in full; and
          3. a statement by the Trustees setting out the way in which any property of the Association has been or is to be applied prior to its dissolution in accordance with this constitution.
       2. the Executive Committee must ensure that a copy of the application is sent within 7 days to every member and employee of the Association, and to any Trustee of the Association who was not privy to the application.
    4. If the Association is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
25. Indemnity of Trustees
    1. To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Executive Committee or other officer may otherwise be entitled the Association may indemnify every Trustee or other officer out of the assets of the Association against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:
       1. for any liability incurred by him or her to the Association or any associated company of the Association;
       2. for any fine imposed in criminal proceedings;
       3. for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
       4. for any liability which he or she has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final; and
       5. for any liability which he or she has incurred in defending any civil proceedings brought by the Association or an associated company in which a final judgment has been given against him or her.
    2. To the extent permitted by law from time to time, but without prejudice to any indemnity to which the Trustees or other officer may otherwise be entitled, the Association may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him or her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or officer, provided that he or she will be obliged to repay such amounts no later than:
       1. in the event he or she is convicted in proceedings, the date when the conviction becomes final; or
       2. in the event of judgment being given against him or her in proceedings, the date when the judgment becomes final.
26. Interpretation
    1. In this constitution:
       1. “**Charities Act**” means the Charities Acts 1992 to 2011;
       2. “**connected person**” means:
          1. a child, parent, grandchild, grandparent, brother or sister of the Trustee;
          2. the spouse or civil partner of the Trustee or of any person falling within clause 32.1.1(a) above;
          3. a person carrying on business in partnership with the Trustee or with any person falling within clause 32.1.1(a) or 32.1.1(b) above;
          4. an institution which is controlled -
             1. by the Trustee or any connected person falling within clauses 32.1.2(a), 32.1.2(b), or 32.1.2(c) above; or
             2. by two or more persons falling within clause 32.1.2(d)(i), when taken together
          5. a body corporate in which -
             1. the Trustee or any connected person falling within clauses 32.1.2(a) to 32.1.2(c) has a substantial interest; or
             2. two or more persons falling within 32.1.2(e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause 32.1.2.

* + 1. “**Executive Committee**” means the Trustees of the Association.
    2. "**General Regulations**" means the Charitable Incorporated Organisations (General) Regulations 2012.
    3. "**Dissolution Regulations**" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
    4. The "**Communications Provisions**" means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
    5. “**Taxable Trading**” means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
    6. "**Trustee**" means a member of the Executive Committee.
    7. "**poll**" means a counted vote or ballot, usually (but not necessarily) in writing.