

Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees

Constitution of Elsenham Community Association CIO

Date of constitution (last amended):19th November 2019.....

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Elsenham Community Association (ECA)

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.

Memorial Hall, Leigh Drive, Elsenham, Bishops Stortford, Hertfordshire CM22 6BY

3. Objects

The objects of the CIO are to establish and run Elsenham Memorial Hall and to promote for the benefit of the inhabitants of the Parish of Elsenham (“area of benefit”) without distinction of age, disability, nationality, gender, sexual orientation, gender reassignment, marriage or civil partnership, pregnancy or maternity, race or political, religious or other opinions the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the conditions of life of the said inhabitants.

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 hold on trust the Specified Trust Property as designated land under the terms of the Charities Act 2011 for the purposes specified in the Original Governing Document namely for use as a Community Centre as defined in the conveyance dated 29th July 1986 between Elsenham Parish Council & Elsenham Community Association.
- 4.2 co-operate with other voluntary organisations, statutory authorities and individuals;
- 4.3 establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- 4.4 promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the area of benefit;
- 4.5 acquire and distribute funds and to assist in the provision of grants to community organisations in the area of benefit;
- 4.6 arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- 4.7 raise funds. In doing so, the CIO must not undertake any substantial permanent non-charitable trading activity and must comply with any relevant statutory regulations;

- 4.8 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 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 4.9 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.10 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 to 123 of the Charities Act 2011;
- 4.11 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;
- 4.12 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 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 him or her 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.

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 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 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, 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 and 186 of the Charities Act 2011.
- 6.2.3 Subject to clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- 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 only – controls

The CIO and its charity trustees may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is satisfied:

- 6.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the charity trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the CIO.
- 6.3.2 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.
- 6.3.3 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.
- 6.3.4 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.
- 6.3.5 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.
- 6.3.6 The reason for their decision is recorded by the charity trustees in the minute book.
- 6.3.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In clauses 6.2 and 6.3:

- 6.4.1 “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company.

6.4.2 “connected person” includes any person within the definition set out in clause 28 (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 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
- 7.2 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).

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

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

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

9. 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 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 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) 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.

9.2 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:

- (i) if he or she is under the age of 16 years; or
- (ii) if he or she would automatically cease to hold office under the provisions of clause 10.4.6.

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.

9.3 The charity trustees

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

Allan Hathaway - Chairman

Margaret Shaw - Treasurer

Jill French - Secretary

David Verlander - Village Representative

who shall continue in office until the end of the first annual general meeting.

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

9.3.3 The first charity trustees shall have power to appoint further charity trustees who shall hold office until the end of the first annual general meeting. Such charity trustees shall have power to elect a chairman and vice-chairman. Subject to this, the charity trustees shall comprise:

- (i) up to 12 no less than 4 charity trustees elected in accordance with clause 9.4;
- (ii) Charity trustees appointed in accordance with clause 9.5, and
- (iii) up to 3 individuals co-opted by the charity trustees in accordance with clause 9.6.

9.4 The elected charity trustees must be elected at an annual general meeting at which all inhabitants of the area of benefit of 18 years and upward are entitled to attend and vote in accordance with clause 15.5. No person other than a charity trustee retiring in accordance with the constitution may be appointed a charity trustee at any general meeting unless:

9.4.1 he or she is recommended for election by the charity trustees; or

9.4.2 not less than seven clear days before the date of the meeting, the CIO is given a notice that:

- (i) is signed by an inhabitant of the area of benefit entitled to vote at the meeting;
- (ii) states the individual's intention to propose the election of a person as a charity trustee;
- (iii) contains the details that, if the person were to be appointed, the charity would have to file with the Charity Commission; and
- (iv) is signed by the person who is to be proposed to show his or her willingness to be elected.

9.5 The charity trustees shall maintain a list of user bodies that they consider to be supportive of the CIO's objects and which have indicated a wish to appoint a charity trustee of the CIO. Each listed user body shall have the right to appoint one charity trustee. Any such appointment must be made according to the ordinary practice of the appointing body and must be notified in writing to the secretary.

- 9.5.1 Where any application for the right to appoint a charity trustee is received from any existing or newly-formed body operating in the area of benefit, the charity trustees may, with the approval of not less than two-thirds of all the charity trustees present at a duly constituted meeting of the charity trustees, add such body to the list of user bodies and allow such body to appoint a charity trustee.
- 9.5.2 The charity trustees may, with the approval of not less than two-thirds of all the charity trustees present at a duly constituted meeting of the charity trustees, remove a body from such list of user bodies.
- 9.5.3 A minute of the relevant resolution, authenticated by the chairman, should be (a) placed with the title deeds and (b) kept with the charity trustees' working papers.

9.6 Co-opted charity trustees must be appointed at a duly constituted meeting of the charity trustees.

9.7 The period of office of elected charity trustees starts at the end of the annual general meeting at which they are elected and ends at the end of the next following annual general meeting.

9.8 The period of office of charity trustees appointed by listed user bodies at the annual general meeting in any year starts at the end of that meeting or, in the case of a charity trustee appointed after such annual general meeting, or to fill a casual vacancy, on the day on which notification of his appointment is received by the secretary. Subject to clause 10, the period of office of appointed charity trustees ends on the day on which notification of his or her removal is received by the secretary.

9.9 The period of office of co-opted charity trustees starts at the time when they are appointed by the charity trustees and ends at the end the next following annual general meeting or at the time (if earlier) when they are removed by the charity trustees. Co-opted charity trustees may be reappointed by the charity trustees.

9.10 In the event of a casual vacancy among elected or co-opted charity trustees, the charity trustees may appoint a person who is willing to act to be a charity trustee. A charity trustee so appointed shall hold office only until the next following annual general meeting. If not elected or reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

9.11 Information for new charity trustees

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

9.11.1 a copy of this constitution and any amendments made to it; and

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

9.12 All charity trustees who are entitled to receive notice of a general meeting must be given not less than seven clear days' notice of any resolution to be put to the meeting to appoint a charity trustee.

10. **Retirement and removal of charity trustees**

10.1 At the first and at each subsequent annual general meeting all elected charity trustees shall retire from office unless by the close of the meeting the members have failed to elect sufficient charity trustees to hold a quorate meeting of the charity trustees.

10.2 A charity trustee who retires at an annual general meeting may, if willing to act, be re-elected. If the CIO does not fill the vacancy created by his or her resignation, he or she shall, if willing to act, be deemed to

have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the charity trustee has been put to a meeting and lost. If he or she is not re-elected he or she shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.

- 10.3 If a charity trustee is required to retire at an annual general meeting by a provision of the constitution the retirement shall take effect upon the conclusion of the meeting.
- 10.4 A charity trustee ceases to hold office if he or she:
- 10.4.1 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);
 - 10.4.2 is 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 his or her office be vacated;
 - 10.4.3 dies;
 - 10.4.4 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; or
 - 10.4.5 is removed by ordinary resolution of the members of the CIO present and voting at a duly constituted meeting of the charity trustees after the meeting has invited the views of the charity trustee concerned and considered the matter in the light of any such views.
 - 10.4.6 is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

11. **Taking of decisions by charity trustees**

Any decision may be taken either:

- 11.1 at a meeting of the charity trustees; participating at such a meeting shall qualify as being present at the meeting; or
- 11.2 by a resolution in writing or in electronic form agreed by a simple majority of all the charity trustees entitled to receive notice of a meeting of charity trustees or of a committee of charity trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the charity trustees or (as the case may be) a committee of charity trustees duly convened and held provided that:
- 11.2.1 a copy of the resolution is sent or submitted to all the charity trustees eligible to vote; and
 - 11.2.2 a simple majority of charity trustees have signified its agreement to the resolution in an authenticated document or documents which are received at the principal office within the period of 7 days beginning with the circulation date.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

12. **Delegation by charity trustees**

- 12.1 The charity trustees may delegate any of their powers or functions to a committee or committees, 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.

12.2 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:

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

12.2.2 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;

12.2.3 no expenditure may be incurred on behalf of the CIO except in accordance with a budget previously agreed with the charity trustees and

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

13. **Meetings of charity trustees**

13.1 Calling meetings

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

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

13.2 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.

13.3 Procedure at meetings

13.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four or one third of 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 he or she is not entitled to vote.

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

13.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote. This vote should be in favour of maintaining the status quo.

13.4 Participation in meetings by electronic means

13.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

13.4.2 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.

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

14. Membership of the CIO

14.1 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.

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

15 General meetings and the annual general meeting

Decisions by members

15.1 Any decision to:

15.1.1 amend the constitution of the CIO;

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

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

must be made by a 75% majority of those members voting at a general meeting of the CIO (including those voting by proxy or by post, if voting that way is permitted) or unanimously by the members, otherwise than at a general meeting (rather than a resolution of the charity trustees).

15.2 Any decision specified in clause 15.1 must be made in accordance with the provisions of clause 26 (Amendment of constitution), clause 27 (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 members of the CIO voting at a general meeting.

15.3 The CIO must hold its first annual general meeting within eighteen months after the date of its registration.

Annual general meetings

15.4 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. The charity trustees may call a general meeting at any time.

15.5 All inhabitants of the area of benefit of 18 years and upward must be entitled to attend and vote on the election of charity trustees as specified in clause 9.4 at annual general meetings. The charity trustees may allow inhabitants who are under 18 to attend (but not vote at) the meeting.

15.6 Public notice of every annual general meeting must be given in the area of benefit of at least seven days before the date thereof by affixing a notice to some conspicuous part of the property occupied by the CIO or other conspicuous place in the area of benefit and by such other means as the convenors think fit.

15.7 The business of each annual general meeting shall be:

15.7.1 to receive the annual report of the charity trustees, which shall incorporate the accounts of the CIO referred to below, and give an account of the work of the CIO and its activities during the preceding year;

15.7.2 to receive the accounts of the CIO for the preceding financial year;

- 15.7.3 to note the names of the persons appointed to serve as charity trustees under clauses 9.3.3 and 9.5 and to elect persons to serve as charity trustees under clause 9.4;
- 15.7.4 for the members of the CIO only to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the CIO in accordance with the Charities Act 2011;
- 15.7.5 to consider any other business of which due notice has to be given.

For the avoidance of doubt, inhabitants of the area of benefit of 18 years and upward attending an annual general meeting of the CIO shall only have the right to vote on the election of charity trustees.

16. **Notice of general meetings**

- 16.1 The minimum period of notice required to hold a general meeting of the CIO is fourteen clear days.
- 16.2 In the case of an annual general meeting, in addition to giving notice to members, the CIO shall post the notice, in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.
- 16.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 16.4 The notice must be given to all the members and auditors.
- 16.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the CIO.

17. **Proceedings at general meetings**

- 17.1 No business shall be transacted at any general meeting unless a quorum is present.
- 17.2 A quorum is one third of the members present in person and entitled to vote upon the business to be conducted at the meeting.
- 17.3 If:
 - 17.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 17.3.2 during a meeting a quorum ceases to be presentthe meeting shall be adjourned to such time and place as the charity trustees shall determine.
- 17.4 The charity trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 17.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person at that time shall constitute the quorum for that meeting.
- 17.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the charity trustees.
- 17.7 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a charity trustee nominated by the charity trustees shall chair the meeting.

- 17.8 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 17.9 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 17.10 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 17.11 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 17.12 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 17.12.1 by the person chairing the meeting; or
- 17.12.2 by at least two members present and having the right to vote at the meeting.
- 17.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 17.14 The result of the vote must be recorded in the minutes of the CIO but the number or proportion of votes cast need not be recorded.
- 17.15 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 17.16 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 17.17 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 17.18 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17.19 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 17.20 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 17.21 The poll must be taken within thirty days after it has been demanded.
- 17.22 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 17.23 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
18. **Decisions of the members**
- 18.1 Decisions of the members may be made either by resolution at a general meeting or, subject to clause 18.2, by resolution in writing, in accordance with clause 18.3.

18.2 Except in the case of any decision specified in clause 15.1 (where a resolution in writing must be agreed by all the members who are entitled to vote on it at a general meeting), a resolution in writing may be agreed by a simple majority of all the members who are entitled to vote on it at a general meeting.

18.3 A resolution in writing shall be effective provided that:

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

18.3.2 either the required majority of the members or, in the case of any decision specified in clause 15.1, all the members have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 7 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. The date on which a resolution in writing is passed is that of the date of the last signatory.

18.4 **Proxy voting**

18.4.1 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:

- (i) states the name and address of the member appointing the proxy;
- (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
- (iv) 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.

18.4.2 The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

18.4.3 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.

18.4.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (i) 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
- (ii) 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.

- 18.4.5 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.
- 18.4.6 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.
- 18.4.7 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.
- 18.4.8 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.

18.5 Voting by Post or Email

- 18.5.1 The CIO may, if the charity trustees so decide, allow the members to vote by post or 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.
- 18.5.2 The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- 18.5.3 If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 7 days before the deadline for receipt of votes cast in this way:
 - (i) a notice by email, if the member has agreed to receive notices in this way under clause 20 (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 or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 18.5.4 The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for ECA', at the CIO's principal office or such other postal address as is specified in the voting procedure.
- 18.5.5 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.
- 18.5.6 Email votes must be returned to an email address used for this purpose and must be accessed only by a scrutineer.
- 18.5.7 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.

- 18.5.8 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 postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 18.5.9 For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). 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.
- 18.5.10 Votes cast by post or 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 post and email and the number of votes received which were invalid.
- 18.5.11 The scrutineers must not disclose the result of the postal/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.
- 18.5.12 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 postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 18.5.13 Any dispute about the conduct of a postal or 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 Services.

19. Execution of documents

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

20. Use of electronic communications

20.1 General

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

- 20.1.1 the requirement to provide within 21 days to any member on request a hard copy of any do information sent to the member otherwise than in hard copy form;
- 20.1.2 any requirements to provide information to the Commission in a particular form or manner.

20.2 To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

20.3 By the CIO

20.3.1 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 or charity trustee has indicated to the CIO his or her unwillingness to receive such communications in that form.

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

- (i) provide the members and charity trustees with the notice referred to in clause 16 (Notice of general meetings);
- (ii) give the charity trustees notice of their meetings in accordance with clause 13 (Meetings of charity trustees); and
- (iii) submit any proposal to the members and charity trustees for decision by written resolution in accordance with the CIO's powers under clause 18 (Decisions of the members), and clause 11 (Taking of decisions by charity trustees).

20.3.3 The charity trustees must:-

- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
- (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

21. 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.

22. Minutes

The charity trustees must keep minutes of all:

22.1 appointments of officers made by the charity trustees;

22.2 proceedings at general meetings of the CIO;

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

22.3.1 the names of the trustees present at the meeting;

22.3.2 the decisions made at the meetings; and

22.3.3 where appropriate the reasons for the decisions;

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

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

- 23.1 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.
- 23.2 The charity trustees must inform the Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

24. Rules

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

25. 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.

26. Amendment of constitution

- 26.1 As provided by sections 224 to 227 of the Charities Act 2011 this constitution can only be amended by a resolution passed by a 75% majority of those members of the CIO voting at a general meeting of the CIO called in accordance with clause 15 (General meetings and the annual general meeting) or unanimously by the members otherwise than at a general meeting.
- 26.2 Any alteration of clause 3 (Objects), or of the trusts of the Specified Trust Property, clause 27 (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.
- 26.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 26.4 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 28 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

27. Voluntary winding up or dissolution

- 27.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of a general meeting. Any decision to wind up or dissolve the CIO can only be made at a general meeting of the CIO called in accordance with clause 16 (Notice of general meetings), of which not less than 14 days' notice has been given to members of the CIO:
- 27.1.1 by a resolution passed by a 75% majority of those members voting, or
- 27.1.2 by a resolution passed by decision of members taken without a vote and without any expression of dissent in response to the question put to the general meeting.

- 27.2 Subject to the payment of all the CIO's debts:
- 27.2.1 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.
 - 27.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - 27.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 27.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities, and in particular:
- 27.3.1 the charity trustees must send with their application to the Charity Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - 27.3.2 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.
- 27.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

28. Disposal of Specified Trust Property

- 28.1 Following its registration as a charitable incorporated organisation, the charity trustees of the Original Charity will execute a pre-merger vesting declaration in accordance with s.310 of the Charities Act 2011 in favour of the CIO.
- 28.2 As a consequence of such pre-merger vesting declaration:
- 28.2.1 the CIO will acquire the legal title to the Specified Trust Property and will hold the Specified Trust Property on the trusts that originally applied thereto;
 - 28.2.2 the CIO will become the sole trustee of the Specified Trust Property and will have the powers of a trust corporation for that trust; and
 - 28.2.3 the CIO and the Specific Trust Property will be treated as a single charity for registration and accounting purposes.
- 28.3 If the charity trustees decide at any time to dispose of any part or parts of the Specified Trust Property, the charity trustees must comply with the trust that apply to the Specified Trust Property"

29. Interpretation

In this constitution:

“clear day” does not include the day on which notice is given or the day of the meeting or other event

“connected person” means:

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

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

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

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

The “Communications Provisions” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

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

"Original Governing Document" means conveyance dated 29th July 1986 between Elsenham Parish Council & Elsenham Community Association.

"Specified Trust Property" means any permanent endowment, designated land or other property held on special trust acquired by the CIO by way of a pre-merger vesting declaration or otherwise."