

CYMDEITHAS TREWYDDEL

(Charitable Incorporated Organisation)

CONSTITUTION

1. Name

The name of the Charitable Incorporated Organisation is **CYMDEITHAS TREWYDDEL** ('CT').

2. Principal Office

The principal office of CT is in Wales.

3. Objects

CT's objects ('the Objects') are to promote for the benefit of the residents of the village of Moylegrove, Pembrokeshire and neighbourhood without distinction of race, sex, sexual orientation, or of political, religious or other opinions, by associating together such residents, local authorities and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation of the residents with the objective of improving the conditions of life for the residents.

4. Powers

CT has power to do anything lawful calculated to further the Objects, or which is conducive or incidental to doing so. In particular, CT may:

- (1) maintain and manage a community centre and co-operate with any statutory authority in the maintenance and management of such a centre for activities promoted by CT in furtherance of the Objects;
- (2) raise funds and invite and receive contributions provided that, in so doing, CT shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (3) borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed. CT must comply as appropriate with sections 124 and 125 of the Charities Act (as defined in clause 28 (Interpretation)) if it wishes to mortgage land;
- (4) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (5) sell, lease or otherwise dispose of all or any part of the property belonging to CT. In exercising this power, CT must comply as appropriate with sections 117 and 119-123 of the Charities Act;
- (6) employ and remunerate such staff as are necessary for carrying out the work of CT. CT 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;
- (7) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of CT 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;
- (8) establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.

5. CT's Income and Property

- (1) The income and property of CT must be used solely for the promotion of the Objects.
 - (a) A charity Trustee is entitled to be reimbursed from the property of CT or may pay out of such property reasonable expenses properly incurred by such Trustee when acting on behalf of CT.
 - (b) A charity Trustee may benefit from trustee indemnity insurance cover purchased at CT's expense in accordance with, and subject to the conditions in section 189 of the Charities Act.
- (2) None of the income or property of CT may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of CT. This does not prevent a member who is not also a charity Trustee receiving:
 - (a) a benefit from CT as a beneficiary of CT;
 - (b) reasonable and proper remuneration for any goods or services supplied to CT.
- (3) Nothing in this clause shall prevent a charity Trustee or connected person (as defined in clause 28 (Interpretation)) receiving any benefit or payment which is authorised by clause 6.

6. Benefits and Payments to Charity Trustees and Connected Persons

(1) *General provisions*

No charity Trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ('the Commission') has been obtained.

In this clause, a 'financial benefit' means a benefit, direct or indirect, that is either money or has a monetary value.

(2) *Scope and powers permitting trustees' or connected persons' benefits*

- (a) A charity Trustee or connected person may receive a benefit from CT as a beneficiary provided that it is available generally to the beneficiaries of CT.
- (b) 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 CT where that is permitted by, and subject to the conditions in, sections 185 to 188 of the Charities Act.
- (c) Subject to sub-clause (3) of this clause, a charity Trustee or connected person may supply CT with goods that are not supplied in connection with services provided to CT by the charity Trustee or connected person.
- (d) A charity Trustee or connected person may receive interest on money lent to CT at a reasonable and proper rate which must be not more than the Bank of England current base rate.
- (e) A charity Trustee or connected person may receive rent for premises let by the Trustee or connected person to CT. 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.

- (f) A charity Trustee or connected person may take part in the normal trading and fundraising activities of CT on the same terms as members of the public.

(3) *Conditions for payment for supply of goods only*

CT and its charity Trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between CT and the charity Trustee or connected person supplying the goods ('the supplier').
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods.
- (c) The other charity Trustees are satisfied that it is in the best interests of CT 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.
- (d) 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 CT.
- (e) 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.
- (f) The reason for their decision is recorded by the charity Trustees in the minute book.
- (g) A majority of the charity Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

7. Conflicts of Interest and Conflicts of Loyalty

A charity 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 CT, or in any transaction or arrangement entered into by CT, which has not previously been declared; and
- (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 CT 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 CT if it is wound up

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

9. Membership

(1) Eligibility

Membership of CT is open to any person over the age of 18 years living within the area of the 01239881 telephone code (or whatever equivalent code may, from time to time, replace it) who is interested in furthering the Objects, and who has paid any annual subscription which may be decided from time to time by the charity Trustees.

(2) Admission procedure

- (a) The charity Trustees:
 - (i) may require applications for membership to be made in any reasonable way that they decide;
 - (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 working days;
 - (iii) may refuse an application for membership if they believe that it is in the best interests of CT for them to do so;
 - (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 21 working days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
 - (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(3) Transfer of membership

Membership of CT cannot be transferred to anyone else.

(4) Responsibility of members

Each member of CT will be expected to act in such way that would be most likely to further the Objects.

(5) Ending Membership

- (a) Membership of CT comes to an end if:
 - (i) the member dies;
 - (ii) the member sends a notice of resignation to the charity Trustees; or
 - (iii) any sum of money owed by the member to CT is not paid in full within six months of it falling due; or
 - (iv) the charity Trustees decide that it is in the best interests of CT that the member in question should be removed from membership and pass a resolution to that effect.
- (b) Before the charity Trustees take any decision to remove someone from membership of CT they must:
 - (i) inform the member of the reasons why it is proposed to remove him or her from membership;
 - (ii) give the member at least 21 working days' notice in which to make representations to the charity Trustees as to why he or she should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity Trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

10. Members' Decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as set out in sub-clause (3) of this clause, decisions of the members of CT may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) *Taking ordinary decisions by vote*

Subject to sub-clause (3) of this clause, any decision of the members of CT 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.

(3) *Decisions that must be taken in a particular way*

- (a) Any decision to remove a Trustee must be taken in accordance with clause 15(2) (Retirement and Removal of Charity Trustees) of this Constitution.
- (b) Any decision to amend this Constitution must be taken in accordance with clause 26 (Amendment of Constitution).
- (c) Any decision to wind up or dissolve CT must be taken in accordance with clause 27 of this Constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of CT to one or more other CIOs must be taken in accordance with the provisions of the Charities Act.

11. General Meetings of Members

(1) *Types of general meeting*

There must be an annual general meeting ('the AGM') of the members of CT. The first AGM must be held within 18 months of the registration of CT, 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 charity Trustees as required under clause 13. All other meetings of the members of CT will be general meetings and may be held at any time. All general meetings (including the AGM) must be held in accordance with the following provisions.

(2) *Calling general meetings*

- (a) The charity Trustees:
 - (i) must call the AGM in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The charity Trustees must, within 28 working days, call a general meeting of the members of CT if:
 - (i) they receive a request to do so from at least 10 of the members of CT; and

- (ii) the request states the general nature of the business to be dealt with at the meeting and is signed by the members making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and not defamatory, frivolous or vexatious.
- (e) A general meeting called in this way must be held not more than 3 months after the members' request for it.

(3) *Notice of general meetings*

- (a) The charity Trustees must give at least 14 working days' notice of any general meeting to all members.
- (b) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) 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
 - (iv) if a proposal to alter the Constitution of CT is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, the annual statement of accounts and the charity Trustees' annual report, details of persons standing for election or re-election as charity Trustee, or where allowed under clause 20 (Use of electronic communication) details of where the information may be found on CT's website.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (d) 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 CT.

(4) *Chairing of general meetings*

The person nominated as chair by the charity Trustees 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 CT who are present at a general meeting shall elect a chair to preside at the meeting.

(5) *Quorum at general meetings*

- (a) No business may be transacted at any general meeting of the members of CT unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be at least 10 members (including 4 charity Trustees).
- (c) If the meeting has been called 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 shall be closed.
- (d) 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 members of CT at least 7 working days before the date on which it will resume.
- (e) 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.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees 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) *Voting at general meetings*

- (a) Any decision other than one falling within clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Each member has one vote.
- (b) 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.

- (c) 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.
- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (e) 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.
- (f) 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.

(7) *Adjournment of meetings*

The chair may, with the consent of a 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.

12. Charity Trustees

(1) *Functions and duties of charity Trustees*

The charity Trustees shall manage the affairs of CT and may, for that purpose, exercise all the powers of CT. It is the duty of each charity Trustee:

- (a) to exercise his or her powers, and perform his or her functions, as a trustee of CT in the way he or she decides in good faith would be most likely to further the Objects of CT;
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- (c) any special knowledge or experience that he or she has or holds himself or herself out as having; and

- (d) if he or she acts as a charity Trustee of CT 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*

- (a) Every charity Trustee must be an individual.
- (b) No one may be elected as a charity Trustee:
 - (i) if he or she is under the age of 18 years;
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(5) (Disqualification under the Charities Act);
 - (iii) unless he or she is a member of CT; or
 - (iv) unless he or she has expressly acknowledged, to the satisfaction of the charity Trustees, his or her acceptance of the office of charity Trustee.

(3) *Number of charity Trustees*

- (a) There must be at least 6 charity Trustees. If the number falls below the minimum, the remaining Trustee or Trustees may act only to call a meeting of the charity Trustees, or to appoint a new charity Trustee.
- (b) The maximum number of charity Trustees is 15.

(4) *First charity Trustees*

The first charity Trustees of the CIO are:

John Richard Roberts (Chair)
John Anson (Treasurer)
Kingsley Alfred Clifford Chesworth (Secretary)
Keith Dorrien Matthews
Peter Fletcher
Margaret Anthony
Stephen Patrick Taylor
Heather Janice Owen
Michael Renny
Lynne Clarke
Patrick Beaumont
David Horsley

13. Appointment of charity Trustees

- (1) At the first AGM of CT as a CIO all the charity Trustees shall retire from office;
- (2) At every subsequent AGM, one-third of the elected charity Trustees shall retire from office. If the number of elected charity Trustees is not 3 or a multiple of 3, then the number nearest to one-third shall retire from office, but if there is only 1 charity Trustee he or she shall retire;
- (3) The charity 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;
- (4) The vacancies so arising may be filled by the decision of the members at the AGM; any vacancies not filled at the AGM may be filled as provided in sub-clause (5) of this clause;
- (5) The members or the charity Trustees may at any time decide to appoint a new charity Trustee, whether in place of a charity Trustee who has retired or been removed in accordance with clause 15 (Retirement and Removal of charity Trustees), or as an additional charity Trustee, provided that the limit specified in clause 12(3) on the number of charity Trustees is not as a result exceeded;
- (6) A person so appointed by the members of CT shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity Trustees shall retire at the conclusion of the AGM next following the date of his appointment and shall not be counted for the purpose of determining which of the charity Trustees is to retire by rotation at that meeting.

14. Information for New Charity Trustees

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

- (1) a copy of this Constitution and any amendments made to it; and
- (2) a copy of CT's latest Trustees' annual report and statement of accounts.

15. Retirement and Removal of Charity Trustees

A charity Trustee ceases to hold office if he or she:

- (1) retires by notifying CT in writing (but only if sufficient charity Trustees remain in office when the notice of resignation takes effect to form a quorum for meetings);

- (2) is absent without the permission of the charity Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
- (3) dies;
- (4) in the written opinion, given to CT, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee, and may remain so for more than three months; or
- (5) is disqualified from acting as a charity Trustee by virtue of sections 178-180 of the Charities Act.

16. Reappointment of Charity Trustees

Any person who retires as a charity Trustee by rotation, or by giving notice to CT, is eligible for reappointment.

17. Taking of Decisions by Charity Trustees

Any decision may be taken either:

- (1) at a meeting of the charity Trustees (collectively, 'the Executive Committee'); or
- (2) by resolution in writing or electronic form agreed by all of the charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity Trustees has signified their agreement.

18. Delegation by the Executive Committee

- (1) The Executive Committee may delegate any of its powers or functions to a subsidiary committee or committees and, if it does, it 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:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity Trustee;

- (b) the acts and proceedings of any committee must be brought to the attention of the Executive Committee as soon as is reasonably practicable; and
- (c) the Executive Committee shall, from time to time, review the arrangements which it has made for the delegation of its powers

19. Meetings and Proceedings of the Executive Committee

(1) *Calling meetings*

- (a) Any charity Trustee may call a meeting of the Executive Committee.
- (b) Subject to that, the charity Trustees shall decide how their meetings are to be called, and what notice is required.

(2) *Chairing of meetings*

The charity Trustees may appoint one of their number to chair the meetings of the Executive Committee 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 15 minutes after the time of the meeting, the charity Trustees present may appoint one of their number to chair that meeting

(3) *Procedure at meetings*

- (a) No decision shall be taken at a meeting of the Executive Committee unless a quorum is present at the time when the decision is taken. The quorum is 4 charity Trustees, or the number nearest to one-half of the total number of charity Trustees, whichever is greater, or such larger number as the Executive Committee 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.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) *Participation in meetings by electronic means*

- (a) A meeting of the Executive Committee may be held by suitable electronic means agreed by the charity Trustees in which each participant may communicate with all the other participants.
- (b) Any charity Trustee participating in an Executive Committee 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.

- (c) Meetings held by electronic means must comply with rules for meetings including chairing and the taking of minutes.

20. Use of Electronic Communications

(1) General

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

- (a) the requirement to provide within 21 working days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form.
- (b) any requirements to provide information to the Charity Commission in a particular form or manner.

(2) Electronic communications to CT

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

(3) Electronic communications by CT

- (a) Any member or charity Trustee of CT, by providing CT with his or her email address or similar, is taken to have agreed to receive communications from CT in electronic form at that address, unless the member has indicated to CT in writing his or her unwillingness to receive such communications in that form.
- (b) CT may, subject to any legal requirements, by means of publication on its website:
 - (i) provide members with the notice referred to in clause 11(3) (Notice of general meetings); and
 - (ii) give charity Trustees notice of their meetings in accordance with clause 19(1) (Calling meetings);

21. Keeping of Registers

CT 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 charity Trustees.

22. Minutes

CT must keep minutes of all:

- (1) appointments of officers made by the charity Trustees;
- (2) proceedings at general meetings of CT;
- (3) meetings of the Executive Committee and its sub-committees including:
 - (a) the names of the Trustees present at the meetings;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions;
 - (d) decisions made by the charity Trustees otherwise than in meetings.

23. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- (1) The charity Trustees 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 CT, within 10 months of the financial year end.
- (2) The charity Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of CT entered on the Central Register of Charities.

24. Rules

The charity Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of CT, 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 CT on request.

25. Disputes

If a dispute arises between members of CT 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

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

- (1) This Constitution can only be amended:
 - (a) by resolution agreed in writing by all members of CT; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of CT.
- (2) Any alteration of clause 3 (Objects), clause 27 (Voluntary winding up on 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 CT 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 CT'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.

27. Voluntary Winding Up or Dissolution

- (1) As provided by the Dissolution Regulations, CT may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve CT can only be made:
 - (a) at a general meeting of the members of CT 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:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (iii) by a resolution agreed in writing by all members of CT.
- (2) Subject to the payment of all CT's debts:
 - (a) Any resolution for the winding up of CT, or for the dissolution of CT without winding up, may contain a provision directing how any remaining assets of CT shall be applied.

- (b) If the resolution does not contain such a provision, the charity Trustees must decide how any remaining assets of CT shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of CT.
- (3) CT must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for CT to be removed from the Register of Charities, and in particular:
 - (a) the charity Trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of CT;
 - (ii) a declaration by the charity Trustees that any debts and other liabilities of CT 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 CT has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity Trustees must ensure that a copy of the application is sent within seven working days to every member and employee of CT, and to any charity Trustee of CT who was not privy to the application.
- (4) If CT is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

28. Interpretation

In this Constitution:

‘Charities Act’ means the Charities Act 2011 or any statutory modification or re-enactment of it.

‘charity Trustee’ or ‘Trustee’ means a trustee of CT.

‘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 sub-Clause (a) above;

- (c) a person carrying on business in partnership with the charity Trustee or with any person falling within sub-Clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the charity Trustee or any connected person falling within sub-Clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-Clause (d)(i), when taken together
- (e) a body corporate in which:
 - (i) a charity Trustee or any connected person falling within sub-Clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-Clause (e)(i) who, when taken together, have a substantial interest.

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

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

'General Regulations' means the Charitable Incorporated Organisations (General) Regulations 2012.