



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

*(‘Foundation’ model constitution)*

**Date of constitution (last amended):** *(Leave blank until registration is confirmed)*

### 1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is **Mitre Impact**.

### 2. National location of principal office

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

### 3. Object

The object of the CIO is: the prevention or relief of poverty and financial hardship among individuals and families in Buckingham and surrounding areas, in particular (but not exclusively) by providing food hampers and other essential supplies or financial assistance to those in need, and by such other charitable means for the relief of poverty as the charity trustees may from time to time determine, for the public benefit.

The trustees shall have discretion in determining which projects, individuals, or groups to support in furtherance of this object, in accordance with the charity’s grant-making policy.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

### 4. Powers

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

- **Borrow money** and to charge the whole or any part of its property as security for the repayment of the money borrowed. *(The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land);*
- **Buy**, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- **Sell**, lease or otherwise dispose of all or any part of the property belonging to the CIO. *(In exercising this power, the CIO must comply as appropriate with sections 117 and 119–123 of the Charities Act 2011);*
- **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 and provided it complies with the conditions of that clause.);*
- **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;
- **Support charitable projects and make grants** to individuals in need or to other organisations with similar charitable purposes, as the charity trustees see fit (for example, by giving financial assistance or other support in furtherance of the CIO's object).

## 5. Application of income and property

The income and property of the CIO must be applied solely towards the promotion of the objects.

A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO.

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.

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.

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

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

### *(1) General provisions:*

No charity trustee or connected person may: buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public; sell goods, services, or any interest in land to the CIO; be employed by, or receive any remuneration from, the CIO; receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (2) of this clause, or is authorised by the court or the prior written consent of the Charity

Commission (“the Commission”). *(In this clause, “financial benefit” means a benefit, direct or indirect, which 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 the CIO as a beneficiary of the CIO, provided that a majority of the trustees do not benefit in this way.
- **(b)** A charity trustee or connected person may enter into a contract for the supply of services or goods to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- **(c)** 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).
- **(d)** A charity trustee or connected person may receive rent for premises let by them to the CIO, if the amount and the terms of the lease are 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.
- **(e)** 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.

*(3) Interpretation:*

In sub-clause (2) of this clause:

- **(a)** “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.
- **(b)** “connected person” includes any person within the definition set out in clause 29 (Interpretation) of this constitution.

## **7. Conflicts of interest and conflicts of loyalty**

1. A charity trustee must:

- **(a)** declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not been previously declared; and
- **(b)** absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

2. Any charity trustee absenting themselves from 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**

### *(1) Functions and duties of charity trustees:*

The charity trustees are responsible for the general control and management of the administration of the CIO. They shall manage the affairs of the CIO and may exercise all the powers of the CIO in doing so. It is the duty of each charity trustee:

- **(a)** to exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; and
- **(b)** to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances. In particular, this means they must use any special knowledge or experience they have (or claim to have). If acting as a charity trustee in the course of a business or profession, they should apply any special knowledge or experience that it is reasonable to expect of someone in that field.

### *(2) Eligibility for trusteeship:*

- **(a)** Every charity trustee must be a natural person.
- **(b)** No individual may be appointed as a charity trustee of the CIO if they are under the age of 16, or if they would be disqualified under clause 12(1)(e).
- **(c)** No one is entitled to act as a charity trustee until they have expressly acknowledged, in whatever manner the charity trustees decide, their acceptance of the office of charity trustee.
- **(d)** At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18, the remaining trustees may only act to call a meeting of the charity trustees, or to appoint a new charity trustee.

### *(3) Number of charity trustees:*

- **(a)** There must be at least **three** charity trustees. If the number falls below this minimum, the remaining trustee(s) may act only to call a meeting of the charity trustees or appoint a new charity trustee.

- **(b)** The maximum number of charity trustees is **12**. The charity trustees must not appoint any new trustee if it would result in there being more than 12 trustees. *(If no maximum number is to be specified, this sub-clause can be omitted.)*

*(4) First charity trustees:*

The first charity trustees are as follows, and are appointed for the following terms –

- Peter Edwards – *for 4 years*
- Beth Trembath – *for 3 years*
- Seonad McHugh – *for 2 years*

## **10. Appointment of charity trustees**

1. Apart from the first charity trustees, every charity trustee must be appointed for a term of three years by a resolution of the charity trustees passed at a properly convened meeting.
2. In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

## **11. Information for new charity trustees**

The charity trustees will ensure that each new charity trustee, on or before their first appointment, receives:

- a copy of the current version of this constitution; and
- a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

## **12. Retirement and removal of charity trustees**

1. A charity trustee ceases to hold office if they:
  - **(a)** retire by notifying the CIO in writing (provided that at least three trustees will remain in office when the notice of resignation takes effect);
  - **(b)** are absent without the permission of the charity trustees from all their meetings held within a period of six months, and the trustees resolve that their office be vacated;
  - **(c)** die;
  - **(d)** become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs (such incapacity to be certified by a registered medical practitioner and lasting more than three months);

- **(e)** are disqualified from acting as a charity trustee by virtue of sections 178–180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
2. Any person retiring as a charity trustee is eligible for reappointment (subject to the provisions of this constitution).

### **13. Taking of decisions by charity trustees**

1. Any decision may be taken either:
- **(a)** at a meeting of the charity trustees; or
  - **(b)** by resolution in writing or electronic form agreed by a majority of all the charity trustees (subject to clause 15(4) on electronic participation).
2. A resolution made outside a meeting is only valid if:
- **(a)** a copy of the proposed resolution was sent to all the charity trustees (or otherwise brought to their attention) at or nearly at the same time; and
  - **(b)** it is agreed by a majority of all the charity trustees, signified by their approval in writing or by electronic confirmation (such resolution to be effective once the last trustee has responded or after 28 days, whichever is sooner).

### **14. Delegation by charity trustees**

1. The charity trustees may delegate any of their powers or functions to a committee or committees. If they do, they must set the terms and conditions of the delegation (and may alter or revoke the delegation at any time).
2. The charity trustees shall also be bound by the following requirements in any delegation:
- **(a)** a committee must consist of two or more persons, at least one of whom must be a charity trustee;
  - **(b)** the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as reasonably practicable; and
  - **(c)** the charity trustees shall from time to time review the arrangements for delegation to ensure they remain appropriate.

### **15. Meetings of charity trustees**

#### *(1) Calling meetings:*

- **(a)** Any charity trustee may call a meeting of the charity trustees.

- **(b)** 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 their meetings and may at any time remove or replace them in that role. If no one has been appointed to chair, or if the appointed chair is unable or unwilling to preside, the trustees present at a meeting must choose one of their number to chair that meeting.

*(3) Procedure at meetings:*

- **(a)** No decision shall be taken at a meeting unless a quorum is present at the time the decision is made.
- **(b)** The quorum is two charity trustees, or one-third of the total number of charity trustees, whichever is greater.
- **(c)** A charity trustee shall not be counted in the quorum when any decision is made about a matter upon which they are not entitled to vote.
- **(d)** Decisions at meetings shall be made by a majority of the votes of the trustees present and entitled to vote on the matter.
- **(e)** In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.

*(4) Participation in meetings by electronic means:*

- **(a)** A meeting may be held by suitable electronic means (e.g. telephone or video conference) agreed by the charity trustees, in which each participant can communicate with all the other participants.
- **(b)** Any charity trustee participating at a meeting by such electronic means shall count as “present” at that meeting.
- **(c)** Meetings held by electronic means must otherwise comply with the rules governing meetings, including those on quorum, voting, and record-keeping.

## **16. Membership of the CIO**

The members of the CIO shall be the charity trustees for the time being. No other persons are permitted to be members. Membership of the CIO is not transferable to anyone else. If a member ceases to be a charity trustee, they cease to be a member of the CIO.

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

1. Any decision to do the following must be taken by the members (i.e. the charity trustees acting in their capacity as members), not just by a trustees' resolution:
  - **(a)** amend the constitution of the CIO;
  - **(b)** amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs;
  - **(c)** wind up or dissolve the CIO (including transferring its business to any other charity).
2. Any such decision must be made either by resolution at a general meeting of the members or by unanimous written resolution of the members.
3. For a resolution at a general meeting to be valid under this clause, it must be passed by a **75% majority** of those voting. For a written resolution, it must be signed/agreed by **all** members of the CIO.

#### **18. General meetings of members**

1. Any meeting of the charity trustees may be designated as a general meeting of the members of the CIO, if the trustees so decide.
2. The minimum period of notice required to hold a general meeting of the members is **14 days**.
3. The provisions of clause 15 governing the chairing of meetings, quorum, voting, and electronic participation apply to general meetings of the members as well.

#### **19. Saving provisions**

Subject to clause 19(2) below, all decisions of the charity trustees (or of any committee of trustees) shall remain valid even if it turns out that one or more trustees were not entitled to vote on the matter, whether by reason of disqualification, retirement, lack of entitlement, or any other cause. *However, this does not permit a charity trustee to keep any benefit that may be conferred on them by a resolution if the resolution would otherwise have been void.* Furthermore, if a trustee has not complied with clause 7 (conflict of interest) in relation to a matter, that decision may be voidable.

#### **20. Execution of documents**

1. The CIO shall execute documents by: **(a)** signature (signed by at least two charity trustees); or **(b)** if it has a seal, by affixing the seal in the presence of two charity trustees.
2. Any deed or document executed on behalf of the CIO must be signed by at least two of the charity trustees.



## **21. Use of electronic communications**

*To the CIO:* Any member or charity trustee of the CIO may communicate electronically with the CIO at an address designated by the trustees for that purpose, and such communication shall be considered valid provided it is authenticated in a manner the CIO has specified as acceptable.

*By the CIO:* Any member or charity trustee of the CIO who has provided an email address (or similar) is deemed to have agreed to receive communications from the CIO in electronic form at that address, unless they have indicated a preference to receive documents in hard copy.

*(The CIO shall comply with all relevant provisions of the Charitable Incorporated Organisations (General) Regulations 2012 regarding communications, including providing hard copy documents when required and ensuring certain documents are provided in particular formats to the Charity Commission.)*

## **22. Keeping of Registers**

The CIO must comply with its legal obligations under the Charitable Incorporated Organisations (General) Regulations 2012 in maintaining and making available a *register of its members and charity trustees*. This combined register must be kept up to date, and copies or extracts must be provided to the Commission or any member on request, in accordance with the Regulations.

## **23. Minutes**

The charity trustees must keep minutes of all:

- appointments of officers made by the charity trustees;
- proceedings at general meetings of the members of the CIO;
- meetings of the charity trustees and of committees of charity trustees, including the names of those present, the decisions made, and (where appropriate) the reasons for those decisions;
- decisions made by the charity trustees outside of meetings (e.g. written resolutions).

## **24. Accounting records, accounts, annual reports and returns**

The charity trustees must comply with the requirements of the Charities Act 2011 regarding the keeping of accounting records, the preparation of annual accounts, and the preparation of annual reports and returns. The trustees shall ensure that annual reports, accounts and returns are sent to the Charity Commission as required (currently, within 10 months of the end of each financial year, regardless of the CIO's income level). In addition, the trustees must promptly notify the Commission of any changes to the CIO's details as entered on the central register of charities.

## 25. Rules (Byelaws and Policies)

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

In particular, the trustees shall ensure that appropriate internal policies are adopted and implemented to support the effective operation of the CIO in line with its charitable purposes and legal obligations. These may include, but are not limited to:

- a **Safeguarding Policy**, to ensure the protection of children and other vulnerable beneficiaries, as well as the protection of the CIO's staff, volunteers and anyone else coming into contact with the charity's activities; and
- a **Grant-Making Policy**, outlining the criteria and procedures by which the trustees will select and support projects or individuals (by way of grants or other assistance) in furtherance of the CIO's object.

Such policies must be reviewed periodically by the trustees and updated as necessary. All trustees, members, staff, and volunteers of the CIO are expected to adhere to any rules or policies made under this clause.

## 26. Disputes

If a dispute arises between members of the CIO (in their capacity as members) about the validity or propriety of any act or decision of the members under this constitution, and the dispute cannot be resolved by agreement, the parties must first attempt in good faith to settle the dispute by mediation before resorting to litigation.

## 27. Amendment of constitution

1. Any provision of this constitution may be amended by a resolution passed by a 75% majority of members present and voting at a general meeting, or by a unanimous written resolution of all members. *However, the following amendments require the prior written consent of the Charity Commission:* any change to clause 3 (the CIO's object), any change to clause 28 (dissolution provisions), or any change that would confer a benefit on a charity trustee or member of the CIO (other than as permitted by this constitution or by law).
2. No amendment may be made that is inconsistent with the Charities Act 2011 or the general law of charity.
3. A copy of every resolution amending the constitution, together with the amended constitution, must be sent to the Charity Commission within 15 days of it being passed.

## 28. Voluntary winding up or dissolution

1. The members of the CIO may resolve to dissolve the CIO at any time. Any decision to wind up or dissolve the CIO must be made by a resolution of the members passed by a 75% majority at a general meeting or by unanimous written resolution, in accordance with clause 17(1)(c) and 17(3).
2. If the CIO is dissolved, the trustees (or, if applicable, the liquidator or receiver) will remain responsible for settling all liabilities of the CIO. Any assets remaining after all debts have been paid (the “net assets”) must be applied in one of the following ways: (a) directly for the CIO’s charitable purposes; or (b) by transfer to one or more other charities with similar purposes to the CIO; or (c) in such other manner as the Charity Commission may approve in writing.
3. The CIO must comply with the requirements of the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012 (the “Dissolution Regulations”) when winding up. This includes sending the required documents (such as final accounts and a copy of the dissolution resolution) to the Charity Commission and, if necessary, notifying other regulators.

## 29. Interpretation

In this constitution, unless the context requires otherwise:

- **“Charities Act 2011”** refers to the Charities Act 2011 of Parliament (which governs the regulation of charities in England and Wales).
- **“Charity trustees”** means the persons having the general control and management of the administration of the CIO (the members of the CIO’s trustee board).
- **“Connected person”** includes any person or body defined as such in section 118 of the Charities Act 2011. This generally means: (a) a child, parent, grandchild, grandparent, brother or sister of a trustee; (b) the spouse or civil partner of a trustee or of any person listed in (a); (c) a person carrying on business in partnership with a trustee or with any person listed in (a) or (b); (d) any institution controlled by one or more of the above persons or by a trustee; (e) any body corporate in which one or more of the above persons or a trustee has a substantial interest.
- **“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- **“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.
- **“The Commission”** means the Charity Commission for England and Wales.

*(End of Constitution)*