



# Minutes of Tattenhall & District Parish Council Meeting Barbour Institute, 3<sup>rd</sup> June 2019

## PRESENT

### Councillors

Chairman – I. Keeping

P. Black	G. Blackhurst	S. Chapman	L. Gibson	D. Haynes
J. Kershaw	N. Matthews	C. Parry	E. Saddler-Williams	
A. Scarratt	N. Sharp			

### Non-Parish Councillors

Public – 3

CW&C Councillor Mike Jones

PCSO Jon Hurst & PC Ged Gigg

## APOLOGIES

Cllr. Jones – family commitment.

Cllr. White – family commitment.

Cllr. Wilson – family commitment.

## DECLARATION OF INTERESTS

No interests were declared.

## PUBLIC PARTICIPATION

### Memorial

The Council was asked to correct the initials for RT Jenkins on the memorial where he is listed as Jenkins T.J.

It was noted that the history group were currently looking into the history of the those listed on the memorial as having lost their lives in WW2, the names would be circulate to Councillors to see if they had any information about them.

### Bolesworth Estate

Matthew Morris for the Bolesworth Estate would provide as much support as possible to address the open space issues in Tattenhall. He stated local farmers are continuing to have problems with dogs on farm land, fouling and worrying livestock.

He noted that this would be the last Tattenhall and District Parish Council meeting he would be attending and thanked the Council for listening to him, he noted there had been ups and downs but that these had always been handled professionally.

The Chairman thanked Matthew for all his support for the Parish Council and also the Community as a whole.

### Millennium Mile Leaflet

A member of the History Group reported that she had a copy of the original millennium mile guide which was in need of updating should anyone wish to undertake the task.

### Police Report

PCSO Hurst reported it had been a fairly quiet month with 17 crimes reported of which 2 were in Tattenhall. He had asked the Community Safety Wardens to give attention to dog fouling issues in the area. He reported that he now only has 47 Operation Shield kits to deliver so that will hopefully be completed by mid-June. Now half term is over he will be giving attention to parking outside the school at picking up and dropping off times.

## MINUTES

**RESOLVED 19/179** - that the Chairman signs, as a correct record the circulated minutes of the Annual (First) Parish Council meeting on the 13<sup>th</sup> May 2019.



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### CLERK'S REPORT

Councillors noted the Clerk's report, pages 149 and 150 of the Minutes.

### MEMORIAL

The Clerk reported she had contacted Fiona Hore, CW&C planning, who had asked that details of the works should be submitted to her and she would obtain the necessary approvals to undertake the works.

**RESOLVED 19/180** - that the Council undertake the necessary works to correct the initials to Jenkins R.T.

### BEST KEPT VILLAGE (BKV) & SQUIRREL TRAIL

#### 1) Squirrel Trail

It was noted there are now 51 Squirrels registered as part of the Trail, Councillor Black had created a guide for the trail which Gifford Lea had suggested they would fund. The Trail Guide will be available for sale at the launch and will be available at the Ice Cream Farm, Post Office and Spar. The launch is on Sunday the 9<sup>th</sup> June on The Park Play area the ice cream farm are supplying ice creams and the school PTA are going to provide teas and coffees, a volunteer was going to bake Squirrel biscuits and Councillors were also asked to provide cakes if they were able to, for sale.

#### 2) Best Kept Village

It was reported that the judges are expected anytime now to inspect the village. A large amount of work has been done and there has been 4 litter picks to date. Areas which need the most attention are the youth shelter and High Street.

CW&C have undertaken weed killing of the High Street following pressure from residents and councillors. Benches have been painted and cleaned and the interpretation boards have been renovated. Planters have also been filled.

It was reported some work had been done to clear the front of the Bear and Ragged Staff and more work is planned.

The Clerk reported she was in the process of trying to find out when the shelter would be painted as it had been stated it would be done at the beginning of May.

It was noted there had been an attempt to clean the Church Gates however they need to be professionally cleaned.

**RESOLVED 19/181** - that the Council agree up to £250 for the painting of the container at the Flacca.

It was agreed that the Clerk should contact Flacca Court to inform them of the plans.

It was noted that litter is getting pulled out from the High Street it was suggested the Council may have a better bin in storage, it was agreed the Clerk would investigate this.

It was reported the second dog faeces survey was now underway as part of the Green Dog Walkers' Scheme, it was reported the areas that had been surveyed were showing significant reductions in dog faeces particularly on the permissive path leading to Jubilee Wood outside the Flacca Field.

### LEAFLETS & LEAFLETS HOLDERS

It was noted the leaflet holders were intended to be located on the TWiG interpretation panels and the new WW1 panel not on the Millennium Mile as reported at the last meeting.

**RESOLVED 19/182** - that the Council purchase 4 leaflet holders up to the value of £40.

It was noted that the History Group were happy to update the Millennium Mile Leaflet and that the Council would just need to cover the costs of the printing and folding.

**RESOLVED 19/183** - that the Council ask the History Group to go ahead with the update and the Council would get the final copy printed and folded.

It was also agreed the leaflet should be available online and possibly look at the possibility of setting up QR codes around the village.



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## PUBLIC PARTICIPATION

### Police Report

PC Ged Gigg reported there were increasing incidents of hedges being removed during bird nesting season. He emphasized there is severe underreporting of crime and encouraged all to report crimes on 101 or if the crime is taking place on 999.

## OPEN SPACE

It was noted that Tattenhall is reported in a number of CW&C reports to have a significant shortage of play and open space and that had been worsened by the fencing of the playing field.

*Cllr. Gibson noted that she has a child at the school.*

It was reported that the school does not have the resources to check the field, which is used daily, for litter and dog faeces after public access.

**RESOLVED 19/184** - that the Council formally write to Tattenhall Park Primary School to request public access to the playing field outside school hours, and that if that was not possible for access in the first instance during the summer holidays on a trial basis which would allow the field to be inspected before the school opening in September.

It was queried whether the playing field was covered by the dog control ban and as such dogs were not permitted on the playing field.

It was suggested that the Neighbourhood Plan review should consider identifying land as public open space.

The Clerk reported that CW&C had nominated Calvin Stockton to be the Council's representative on this project as such the Clerk had asked him for possible meeting dates to meet and look at where play space can be found to replace that lost to the school and also to identify land which could be allocated for dogs to be safely allowed off their leads.

It was suggested that a dog off leads area could be considered on Gorsefields and Glebe Meadow. It was noted the first action might be to look at a map of Tattenhall to identify possible land.

It was agreed that Councillors Keeping and Parry would form the working group and that a representatives from TWiG and Bolesworth Estate would also be asked to join.

## COMMUNITY ROOM

The Council noted the draft notes of the last Community Room Meeting held on the 22<sup>nd</sup> May and the Charitable Incorporated Organisation Constitution pages 151 to 167 of the Minutes Book. It was reported that it was hoped a holiday club could be set up to run over the summer holiday.

## HORTICULTURE CUP

**RESOLVED 19/185** - that the Council obtain a new cup at a cost of £75, and that the council seek nominations for a winner.

## ACCOUNTS & PAYMENTS

### i) Accounts & Payments

**RESOLVED 19/186** – that the Council approve accounts and payments as circulated on page 29 of the Cash Book noting that the payment to A. Wright would be amended to include additional reimbursements as listed below including the following:

To whom paid	Particulars	Total
L. Jones	Reimbursement – litter pick	14.95
NWD Architects	CLT Works	2956.00
MJBs	Squirrel Cutting	40.00

### ii) Additional Invoices

**RESOLVED 19/187** – that the Council approve the following invoices received after publication of the agenda:



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To whom paid	Particulars	Amount
Cheshire Community Action	Subscription	50.00
Countrywide Grounds Maint.	Play area grass cut (April & May)	689.78
Northwich Town Council	Zip wire repair (2 visits)	176.40
Nest	Pension contribution	46.97
Ann Wright	Reimbursement – Surgery Stall & Parish	38.75
Ann Wright	Salary	829.68
HMRC	Tax & NIC	122.54

**PLANNING**

i) Planning Register

Councillors noted the planning register, pages 26 to 27 including comments submitted since the last meeting and enforcement update.

**RESOLVED 19/186** – that council submit the following comments in relation to the below planning application:

**19/01583/FUL** – Two storey side extension & single storey rear extension with demolition of attached garage – 15 Tattenhall Road, Tattenhall, CH3 9QQ.

No objection.

ii) Applications received since the publication of the agenda

**RESOLVED 19/187** – that council submit the following comments in relation to the below planning applications:

**19/01688/FUL** - Mixed use for use Class B2 purposes & SUI generis building contractor's yard, residential curtilage garden extension & siting of mobile office building – Hill View Forge, Tattenhall Road, Tattenhall, CH3 9NH.

No objection.

**19/01754/FUL** – Two storey side extension – 26 Castlefields, Tattenhall, CH3 9RD.

No objection.

It was agreed Councillors Black & Keeping would be lead planning Councillors for the July meeting.

Signed .....

Dated .....

The meeting closed at 8.29pm

Ann Wright05/06/2019

**The next scheduled PARISH COUNCIL MEETING  
is on Monday 1<sup>st</sup> July 2019, 7.30pm  
Barbour Institute.**



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## Tattenhall & District Parish Council Meeting 1<sup>st</sup> April 2019 Action List

Action	Date	Comments	Completed
<u>Parking Restrictions &amp; Speed Limits</u>	25 03 19	Requested update for April Meeting	May Agenda
	03 04 19	Circulated update – some objections received	
	06 05 19	Requested update	
<u>Community Room Meeting – Meeting Tuesday 9<sup>th</sup> March</u>	19 02 19	Circulated meeting agenda. Draft Constitution Draft Advert List policies Contact DG on fall-back position.	On-going
<u>20mph Sign Location</u>	02 04 19	Emailed CG for justification & not move planters (Tarp)	No further action
<u>Millennium Mile</u>	26 04 19	Meet ESW & JK	On-Going
<u>Open Space</u>	21 03 19	Emailed SD call request Spoke Sharon Marshall	On-Going
	23 04 19	Emailed SM for update Spoke Pam Bradley – awaiting contact.	
<u>A41 School Bus Overcrowding</u>		Monitor	October Agenda
<u>Gritting Routes Request</u>	20 03 19	Emailed KC requested date of review & meeting	On-Going
	24 04 19	Emailed again	
<u>Bolesworth Rd/Rocky Lane Junction</u>	18 02 19	Contact ENG – visibility/mirror ref:2144577	On-Going
	05 03 19	Update – awaiting Inspector	
	06 05 19	Checked on-line no update	
<u>A41 Policing Request</u>	21 03 19	Letter posted to Chief Constable Darren Maitland	Completed
	01 04 19	Letter to Road Policing Support Manager	
	08 04 19	Circulated response	
<u>Speed Indicator Device - SID</u>	21 03 19	Contacted DR for list of approved sites. Volunteers	On-Going
	29 04 19	Circulated approved sites	
	29 04 19	Request Tattenhall Road Site Booking after May	
<u>Neighbourhood Plan Review</u>			On-Going
<u>Church Bank &amp; Rosemary Road</u>	07 12 19	Met SB requested kerb markers	On-Going
	08 02 19	Submitted email request or kerb markers – ref:214450	
	13 02 19	Highways message unadopted road.	
	14 02 19	Reported to MM Bolesworth	
	06 05 19	Emailed SB for update	
<u>Squirrels Trail</u>		Contact Applegates & Ice Cream Farm 1 <sup>st</sup> – 8 <sup>th</sup> June erect Squirrels	On-Going
<u>Planning</u>	02 04 19	Submitted comments	Completed
	02 04 19	Circulated 19/00980/FUL	
<u>Noticeboard</u>			
<u>Grants</u>	08 04 19	Paid ToFs grants £500	Completed
<u>Parish Meeting &amp; Village Cup</u>		Book Hall –30 <sup>th</sup> May from 7.30	May Agenda
	01 03 19	Arrange refreshments	
	02 04 19	Invited speaker – confirmed	



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### Tattenhall & District Parish Council Meeting 1<sup>st</sup> April 2019 Action List

		Contacted WI Village cup ready Invited nominees	
<u>Play Inspection training – Identify costs and circulate to councils</u>	10 01 19	Contacted training supplier to check costs & dates in June (after elections).	Booked May Agenda
<u>Housing Numbers</u>		Awaiting Housing Monitor	July/Sept Agenda
<u>Payments</u>	02 04 19	Payments done	Completed
<u>Play Area Inspections</u>	01 04 19 02 04 19 25 04 19 26 04 19 02 05 19	Inspection Reported zip wire fault Part ordered & Installation booked Inspection Inspection	
<u>Youth Shelter Paint</u>	02 04 19 05 05 19	Contacted church for use of WC Community Payback due to paint	
<u>Clear Culvert</u>	24 01 19	Requested quotes x5	May Agenda
<b><u>OTHER ITEMS</u></b>			
Covert Rise Path	05 04 19	Ref: 4862578 (reported at Surgery)	
Covert Rise Street Light (on)	05 04 19	Ref: 4862579 (reported at Surgery)	

#### 2019 – Objectives

- Establish FACE BOOK page – completed 21 01 19.
- Establish Weekly Surgeries – commencing 15 02 19.
- Promote Local Elections – on-going – completed 02 05 19.
- Promote understanding of Code of Conduct



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**Notes of School & Community Room Meeting  
Tattenhall Park Primary School  
22nd May 2019**

**PRESENT**

Park Primary School

Sam Evans, Yvonne Morgan (Business Manager).

Parish Council

Pat Black, Carol Weaver, Ann Wright (Clerk)

Other

Bob Blackhurst

Mr Evans chaired the meeting.

**APOLOGIES**

Tim Whitehall.

**DECLARATION OF POTENTIAL CONFLICTS OF INTEREST**

Cllr. Pat Black – Trustee of Barbour Institute.

Cllr. Carol Weaver – granddaughter in school.

**AGREE NOTES OF MEETING 19<sup>TH</sup> MARCH 2019**

The notes were agreed as a true and proper record.

**CHARITABLE INCORPORATED ORGANISATION (CIO)**

The meeting reviewed the draft CIO constitution and agreed a number of amendments.

The Group approved the amended constitution as attached.

**VOLUNTEERS ADVERT**

The advert was agreed and will be circulated by the school and parish council.

**OUTSIDE SPACE**

It was noted the outside area which had been original agreed to be offered with the Community Room was now not appropriate as school equipment is going to be installed there for use by a number of classes. It was proposed a grassed area be fenced off at the rear of the library which could be accessed from the large glass doors, the area would be maintained as part of the school's maintenance contract. A number of the working group viewed the area and agreed it was a suitable alternative.

**INTRUDER ALARM UPDATE**

It was confirmed the fire alarm should not be separated.

Conflicting advice had been received regarding the intruder alarm, it was agreed the school would look at if the current alarm can be zoned so the alarm can remain on in the rest of the school when the community room is in use.

**HOLIDAY CLUB PROVISION**

It was reported that a number of people had expressed interest in using the room and also providing a holiday club. It was agreed a cost for using the room needed to be agreed asap to allow for the summer holiday camp to go ahead even if this was a 'temporary' price for this summer.



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### **NEXT STEPS**

It was agreed that at the next meeting the Group would meet applicants for joining the CIO inc Trustees and also agree costs for the summer and review holiday club provision.  
Covered in above agenda item.

### **NEXT MEETING**

Wednesday 19<sup>th</sup> June 2019 at 6.30pm  
Applicants to attend from 7pm  
Tattenhall Park Primary School.

Ann Wright 23/05/2019





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

## Foundation Constitution for the Community 'Link' Room

Date of constitution (last amended): May 2019

### 1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is

**Community Link Room Committee**

### 2. National location of principal office

The principal office of the CIO is in England is

Community Link Room, Tattenhall Park Primary school, Chester Road, Tattenhall, CH3 9AH.

### 3. Object[s]

The object of the CIO is to:

*Manage, maintain and promote the Community Room for the benefit of the Community of the area Tattenhall and surrounding area giving priority to the young people of Tattenhall and the surrounding area.*

*Establish, or secure the establishment of, a Community Centre (hereinafter called "Community Link Room") and to maintain and manage the same (whether alone or in a co-operation with the local authority who own the premise or other person or body) in furtherance of these objects.*

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes.

### 4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so, as granted by The Charities Act 2011 ('2011 Act')<sup>1</sup>: In particular, the CIO has power to:

- (1) 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;
- (2) 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

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<sup>1</sup> It should be noted the building belongs to Cheshire West & Chester Council (CW&C) and as such no money may be borrowed against the property or the property disposed of other than in adherence to CW&C policies.



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manner and subject to  
do by the Trustee Act 2000.

the same conditions as the trustees of a trust are permitted to

### 5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
  - (a) 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.
  - (b) 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.
- (2) 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.
- (3) 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:

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

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, which is either money or has a monetary value.

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



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- (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 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, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause 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.
- (d) 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).
- (e) 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.
- (f) 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) Payment for supply of goods only – controls

The CIO 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 the CIO 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 in question.
- (c) 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.
- (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



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regard to the supply of goods to the CIO.

- (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 the CIO or in any transaction or arrangement entered into by the CIO 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 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

#### (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:

- (a) 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
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the



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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.

## **(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 he or she is under the age of 16 years; or
  - if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].
- (c) 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.
- [(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 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.]

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

- (a) 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.

## **(4) First charity trustees**

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

- ..... [for [4] years]
- ..... [for [3] years]
- ..... [for [2] years]



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### 10. Appointment of charity trustees

- (3) Apart from the first charity trustees, every trustee must be appointed for a term three years by a resolution passed at a properly convened meeting of the charity trustees.
- (4) 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 make available to each new charity trustee, on or before his or her first appointment:

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

### 12. Retirement and removal of charity trustees

- (5) A charity trustee ceases to hold office if he or she:
  - (a) 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);
  - (b) 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;
  - (c) dies;
  - (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (e) is 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).
- (6) Any person retiring as a charity trustee is eligible for reappointment.

### 13. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or



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- by resolution in writing or electronic form agreed by a majority of 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 which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

### 14. Delegation by charity trustees

- (7) 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.
- (8) 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:
  - (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 charity trustees as a whole as soon as is reasonably practicable; and
  - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

### 15. Meetings of charity trustees

#### (1) Calling meetings

- (d) Any charity trustee may call a meeting of the charity trustees.
- (e) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

#### (2) Chairing of meetings



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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.

### (3) Procedure at meetings

- (f) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two 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.
  - (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 person who chairs 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 agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) 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.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## 16. Membership of the CIO

- (9) 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.
- (10) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

## 17. Informal or associate (non-voting) membership

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





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- (2) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

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

- (1) Any decision to:

- (a) amend the constitution of the CIO;
- (b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- (c) wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

- (2) Decisions of the members may be made either:

- (a) by resolution at a general meeting; or
- (b) by resolution in writing, in accordance with sub-clause (4) of this clause.

- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (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 those members voting at a general meeting, or agreed by all members in writing.

- (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the 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.



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## 19. General meetings of members

### (1) Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause [18] (Decisions which must be made by the members of the CIO).

### (2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- (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.

### (3) Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

## 20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.



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- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

### 21. Execution of documents

- (1) The CIO shall execute documents either by signature
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

### 22. Use of electronic communications

#### (1) General]

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

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

### 23. 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.

### 24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
  - the names of the trustees present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;



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(4) decisions made by the charity trustees otherwise than in meetings.



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### 25. Accounting records, accounts, annual reports and returns, register maintenance

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

### 26. 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.

### 27. 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.

### 28. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all trustees of the CIO;
  - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).
- (2) Any alteration of clause 3 (Objects), clause [29] (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.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (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 15 days beginning with the date of passing of the resolution, and the amendment does not



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take effect until it has been recorded in the Register of Charities.

## 9. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
  - (a) at a general meeting of the members of the CIO called in accordance with clause 19 (General 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
  - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
  - (a) 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.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
  - (a) the charity trustees must send with their application to the 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



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CIO 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 days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

### 30. Interpretation

In this constitution:

**“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) the 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.

Section 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.



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**“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.





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