

Constitution of
Goxhill Memorial Hall and Recreation Ground
a Charitable Incorporated Organisation
whose only voting members are its Trustees

Date of Constitution Adoption or last Amendment: 22 / 02 /2021

1. Name

The name of the Charitable Incorporated Organisation ('the CIO') is:
Goxhill Memorial Hall and Recreation Ground

2. National Location of Principal Office

The principal office of the CIO is in England.

3. Objects

The Objects of the CIO are:

To promote for the benefit of the inhabitants of the Parish of Goxhill without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and other leisure time occupations with the objects of improving the conditions of life of the said inhabitants through the maintenance and administration of a village hall and recreation ground in, and for the use and benefit of the inhabitants of, the Parish of Goxhill (the area of benefit).

4. Powers

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

- a) 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;
- b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) 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;
- d) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 6 (*Benefits and Payments to Trustees and Connected Persons*) and provided it complies with the conditions of those clauses;
- e) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of Income and Property

- 1) The income and property of the CIO must be applied solely towards the promotion of the Objects.

- 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, provided that:
 - a) a 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 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;
- 3) nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and Payments to Trustees and Connected Persons

1) *General Provisions*

No 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 this constitution or is authorised by the Court or the Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

2) *Scope and Powers Permitting Benefits to Trustees or Connected Persons*

- a) A Trustee or connected person may receive a benefit from the CIO in the capacity of a beneficiary of the CIO but strictly on the same terms as other beneficiaries.
- b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the 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 below, a Trustee or connected person may provide the CIO with goods that are not supplied in connection with the provision of services to the CIO by the Trustee or connected person.
- d) A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must not exceed the Bank of England base rate.
- e) A 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 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 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) Controls over Payment for Goods only

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

- a) The amount or maximum amount of payment for the goods is set out in a written agreement between the CIO and the Trustee or connected person supplying the goods ('the Supplier').
- b) The amount or maximum amount of payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other Trustees are satisfied that it is in the best interests of the CIO to contract with the Supplier rather than someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantages and disadvantages of contracting with a Trustee or connected person.
- d) The Supplier (or 'relevant Trustee' if the Supplier is a connected person) must be absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement for the supply of goods to the CIO.
- e) The relevant Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- f) The Trustees record in the minutes the reason(s) for their decision.
- g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorized by this clause 6.

4) Definitions

In sub-clauses 2 and 3 above:

- 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 within the definition set out in clause 28 (*Interpretation of Terms*)

7. Conflicts of Interest and Conflicts of Loyalty

A Trustee must:

- 1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the 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 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 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 Trustees on the matter.

8. Membership and Liability

1) *Membership*

- a) The only members of the CIO shall be those persons who are appointed as Trustees of the CIO, and all persons appointed as Trustees shall be admitted as members.
- b) Membership cannot be transferred to anyone else.
- c) A member shall cease to be a member of the CIO immediately that he or she ceases to be a Trustee of the CIO for any reason.

2) *Liability of Members to Contribute to Assets of 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. Trustees

1) *Functions and Duties of Trustees*

The 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 Trustee:

- a) to exercise his or her powers and to perform his or her functions in his or her capacity as a Trustee in the way he or she decides in good faith would be most likely to further the Objects and purposes of the CIO; and
- b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or claims to have.

2) *Eligibility for Trusteeship*

- a) Every Trustee must be a natural person.
- b) No individual may be appointed a Trustee of the CIO if he or she is:
 - under the age of 18 years; or
 - an undischarged bankrupt or a person who has made any composition or arrangement with creditors; or
 - a person who has an unspent conviction involving dishonesty or deception; or
 - a person who is otherwise disqualified by law from serving as a Trustee or would automatically cease to hold office under the provisions of sub-clause 12(1)e.
- c) No one is entitled to act as a Trustee of the CIO, whether on appointment or on any re-appointment, until he or she has expressly acknowledged acceptance of the office of Trustee in whatever way the Trustees have decided.

3) *Number of Trustees*

- a) There must be at least 3 Trustees. If the number falls below this minimum, the remaining Trustee(s) may act only to call a meeting of the Trustees or appoint new Trustees or winding up the CIO, but for no other purpose.
- b) The maximum number of appointed Trustees is 10 and the maximum number of nominated Trustees is 5. No Trustee appointment may be made in excess of these provisions.

4) *First Trustees*

The first Trustees are appointed as follows:

- Ann Carter for 4 years
- John Noton for 3 years
- John Guggiari for 2 years

10. Appointment of Trustees

1) *Appointed Trustees*

- a) Apart from the first Trustees, every appointed Trustee must be appointed by a resolution passed at a properly convened meeting of the Trustees.
- b) Each appointment shall be for a term not exceeding 4 years.
- c) In selecting individuals for appointment as appointed Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

2) *Nominated Trustees*

- a) The following nominating bodies may each appoint one Trustee:
 - Goxhill Parish Council
 - Goxhill Bowling Club
 - Ecclesiastical Parish of All Saints Church, Goxhill
 - Goxhill Methodist Chapel
 - Goxhill Women's Institute
- b) Any appointment must be made at a meeting held according to the ordinary practice of the nominating body.
- c) Each appointment must be for a term not exceeding 4 years.
- d) The appointment will be effective from the later of:
 - i) the date of the vacancy; and
 - ii) the date on which the Trustees are informed in writing of the appointment.
- e) The person appointed need not be a member of the nominating body.
- f) A Trustee appointed by a nominating body has the same duties under sub-clause 9(1) as the other Trustees to act in the way he or she decides in good faith would be most likely to further the Objects and purposes of the CIO.

11. Information for New Trustees

Each new Trustee will receive, 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.

The above may be provided in either electronic or paper form.

12. Retirement and Removal of Trustees

- 1) A Trustee immediately ceases to hold office if he or she:
 - a) Retires by notifying the CIO in writing (but only if at least 3 Trustees shall remain in office when the notice of resignation takes effect);
 - b) is absent without notified good reason from six consecutive Trustees' meetings, and the remaining Trustees resolve that his or her office be vacated;
 - c) dies;
 - d) has become physically or mentally incapable of acting as a Trustee, and may remain so for more than 3 months, in the written opinion, given to the CIO, of a registered medical practitioner treating that person;
 - e) is disqualified from acting as a Trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - f) is removed from office for conduct prejudicial to the CIO by majority vote of the other Trustees at a meeting; a Trustee whose removal is proposed shall have the right to represent their case before the decision is taken.
- 2) Any person retiring as a Trustee is eligible for re-appointment.
- 3) A Trustee who has served for 3 consecutive terms may not be re-appointed for a 4th consecutive term but may be re-appointed after an interval of at least one year.

13. Decision-Making by Trustees

Any decision by the Trustees may be taken either:

- 1) at a meeting of the Trustees; or
- 2) by resolution in writing or electronic form agreed by a majority of all Trustees, which may comprise either a single document or several documents containing the text of the resolution to which the majority of all of the Trustees has signified agreement. Such a resolution shall be as valid as if it had been passed at a meeting of the Trustees provided that
 - a) a copy of the proposed resolution has been sent, at the same time or as near as reasonably practicable to that, to all of the Trustees; and
 - b) the majority of all of the Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature or by a statement of their identity accompanying the document(s), or in such other manner as the Trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the Trustees may resolve.

14. Delegation by Trustees

- 1) The Trustees may delegate any of their powers or functions to a committee or committees. If they do, they shall determine the terms and conditions on which the delegation is made and record this in its meeting minutes. The Trustees may at any time alter those terms and conditions or revoke a 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 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 Trustee;
- b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
- c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of Trustees

1) *Calling meetings*

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

2) *Chairing of Meetings*

The 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 that person is unwilling to preside or is not present ten minutes after the time of the meeting, the 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 unless a quorum is present at the time the decision is taken.
- b) A quorum is one third of the total number of Trustees to the nearest whole number; should the number of Trustees fall to 10 or fewer then a quorum is 3 Trustees. A Trustee shall not be counted in the quorum present when he or she is not entitled to vote.
- c) A Trustee may not appoint an alternate or anyone to act on his or her behalf at a meeting of the Trustees.
- d) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- e) 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 Trustees in which each participant may communicate with all of the other participants.
- b) Any Trustee participating at such a meeting held by electronic means shall qualify as being present at the meeting.
- c) Meetings held by electronic means must comply with the rules for Trustee meetings including chairing and the taking of minutes.

16. 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 Trustees).

2) Such members' decisions may be made either:

a) by resolution at a general meeting; or

b) by resolution in writing, in accordance with sub-clause 4 below.

3) Any decision specified in sub-clause 1 above must be made in accordance with the provisions of clause 26 (*Amendment of Constitution*) or clause 27 (*Voluntary Winding Up or Dissolution*) or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations, as applicable. Those provisions require the resolution to be agreed by a 75% or greater 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 CIO's principal office within 28 days beginning with the circulation date;

c) the document(s) indicating a member's agreement must be authenticated by their signature, by an accompanying statement of their identity, or in such other manner as the CIO has specified; the document(s) may be sent to the CIO as hard copy or in electronic form.

5) Eligibility to vote on a written resolution is limited to members of the CIO who are members on the date when the proposal is first circulated.

6) A member's agreement to a written resolution, once signified, may not be revoked.

7) A written resolution lapses if the necessary number of approvals has not been received within 28 days, beginning with the circulation date.

17. General Meetings of Members

1) *Calling of General Meetings of Members*

The 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 16 (*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 sub-clauses 2 to 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.

18. Saving Provisions

- 1) Subject to sub-clause 2 below, all decisions of the Trustees, or of a committee of Trustees, shall be valid even if it involved the participation of a Trustee who:
- was disqualified from holding office; or
 - had previously retired or was obliged to leave office; or
 - was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.

- 2) Sub-clause 1 above does not permit a Trustee to keep any benefit that may be conferred on him or her by a decision of the Trustees or a committee of Trustees if the resolution would otherwise have been void.

19. Execution of Documents

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

20. Use of Electronic Communications

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 them otherwise than in hard copy form;
- b) any requirements to provide information to the Commission in a particular form or manner.

21. Registers

The CIO must comply with its obligations under the General Regulations to keep and provide access to a register of its members and Trustees.

22. Minutes

The Trustees must keep minutes of all:

- 1) appointments of officers made by the Trustees;
- 2) proceedings at general meetings of the CIO;
- 3) meetings of the Trustees and committees of Trustees including:

- i) names of the Trustees present at the meeting;
 - ii) the decisions made at the meeting; and
 - iii) where appropriate, the reasons for the decisions;
- 4) decisions made by the Trustees otherwise than in meetings.

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

- 1) The 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 Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 2) The 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.

24. Rules or Byelaws

The 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 byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

25. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

26. Amendment of Constitution

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

- 1) This constitution can only be amended:
 - a) by resolution agreed in writing by all members of the CIO; or
 - 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 17 (*General Meetings of Members*).
- 2) The prior written consent of the Commission is required for any alteration:
 - a) to clause 3 (*Objects*) or to clause 27 (*Voluntary Winding Up or Dissolution*) or to this clause 26 (*Amendment of Constitution*); or
 - b) that would provide authorization for any benefit to be obtained by Trustees or members of the CIO or persons connected with them.
- 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 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, 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 17 (*General Meetings of Members*), for which not less than 14 days' notice has been given to those eligible to attend and vote by a resolution passed by a 75% majority of those voting.
 - 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 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 Trustees must send with their application to the Commission:
 - i) a copy of the resolution passed by the members of the CIO; and
 - ii) a declaration by the 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 Trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution.
 - b) the Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any Trustee of the CIO who was not privy to the application.
- 4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

28. Interpretation of Terms

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

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

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

‘Communications Provisions’ means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

‘Commission’ means the Charity Commission for England and Wales.

Subject to section 177 of the Charities Act 2011, **‘Trustee’** means a charity trustee of the CIO.

‘in writing’ shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

‘connected person’ means:

- a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
- c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
- d) an institution which is controlled:
 - i) by the 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 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.

Issue Status of this Constitution

Date	Description	Approved by
17 Feb 2021	Adoption of original constitution.	Signatures of First Trustees per 9(4)
22 Feb 2021	Amendment to clause 3 Objects required by Charity Commission.	Email confirmation of First Trustees per 9(4)