

Children and Youth International

Constitution/Charter



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Background

Rio+20's was established on 30th September 2010 in Belgium as the legal entity of the *United Nations Commission for Sustainable Development Major Group for Children and Youth* (UNCS D MGCY).

After the outcome of the Rio+20 Earth Summit in June 2012, the UNCS D MGCY was restructured to become the *United Nations Major Group for Children and Youth* (UN MGCY) while Rio+20's remained its legal entity. Further in May 2014 at its annual general meeting Rio+20's it was renamed as *Children and Youth International* (CYI) and continued to be the legal entity of the UN MGCY.

On 19th June 2015, the registration of CYI was moved to the United Kingdom and associated amendments were approved in the constitution. Most recently, the constitution underwent minor amendments in December 2017 during the internal reform process of the UN MGCY, in order to better align its work on the 2030 Agenda and associated frameworks across the pillars and organs of the UN.

Timeline

- Established: 30 September 2010
- Constitution amended:
 - 10 May 2014, 10 November 2014,
 - 19 June 2015
 - 14th of August 2017
- Updated
 - 1st July 2020 - To reflect changes introduced in the UN MGCY *Processes and Procedures*

Part 1 - Framework

1. Adoption and Interpretation

- a. The organisation and its property will be administered and managed in accordance with the provisions in Parts 1 (Clauses 1 – 8) and Part 2 (Clauses 8 onwards) of this constitution.
- b. Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008
- c. Throughout this constitution, “charity” is defined under the law of England and Wales and the law of Scotland. “Charitable benefit” shall be interpreted according to both the law of England and Wales.

2. Name

- a. The association’s name is Children and Youth International, hereafter referred to as the “charity”.

3. Objectives

- a. The charity’s objects (‘the objects’) are:
 - i. To serve as the legal and final entity of the United Nations Major Group for Children and Youth
 - ii. To oversee the secretariat of the UN MGCY, that includes the *Organising Partners*, the *Policy Officers* and the *Administrative Team*,
 - iii. Convene the *grievance redressal* mechanism of the UN MGCY
 - iv. Assist the UN MGCY and its secretariat in key functions
 - v. Co-leads the election process of the UN MGCY secretariat, along with the UN MGCY Coordination Team.
 - vi. Provide the organisational umbrella for young individuals aged 30 and below to engage in the work of the UN MGCY across the pillars and organs of the UN.
 - vii. Any other activity that might be included in the UN MGCY Processes and Procedures in order to advance the work of UN MGCY.

4. Mission

- a. The mission, in furtherance of the above objects but not otherwise are:
 - i. to promote sustainable development for the benefit of the public by the promotion of the concerns of future generations,
 - ii. to support young people and children and youth organisations in the UN Major Group for Children and Youth through fundraising, legal support, knowledge sharing and accreditation to United Nations processes.
- b. The organisation operates regardless of any political party, trade union and is not tied to a particular philosophical or religious belief.

5. Application of income and property

- a. The income and property of the charity shall be applied solely towards the promotion of the objects.
 - i. A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - ii. A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity’s

expense in accordance with, and subject to the conditions in relevant the Charities Acts.

- b. None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
 - i. a benefit from the charity in the capacity of a beneficiary of the charity;
 - ii. reasonable and proper remuneration for any goods or services supplied to the charity.

6. Benefits and payments to charity trustees and connected persons

- a. General provisions:
- b. No charity trustee or connected person may:
 - i. buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
 - ii. sell goods, services or any interest in land to the charity;
 - iii. be employed by, or receive any remuneration from the charity;
 - iv. receive any other financial benefit from the charity;
 - v. unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- c. Scope and powers permitting trustees' or connected persons' benefits
 - i. A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
 - ii. 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 charity where that is permitted in accordance with, and subject to the conditions in section 185 of the Charities Act 2011.
 - iii. Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with the services provided to the charity by the charity trustee or connected person.
 - iv. A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - v. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. 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.
 - vi. A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- d. Payment for supply of goods only – controls
- e. The charity 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:
 - i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
 - ii. 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.

- iii. The other charity trustees are satisfied that it is in the best interests of the charity 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.
 - iv. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - v. 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.
 - vi. The reason for their decision is recorded by the charity trustees in the minute book.
 - vii. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.
- f. In sub-clauses (2) and (3) of this clause: (a) 'the charity' includes any company in which the charity:
- i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more trustees to the board of the company.
 - iii. 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

7. Dissolution

- a. If the members resolve to dissolve the charity, the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- b. The trustees must apply any remaining property or money:
 - i. directly for the objects;
 - ii. by transfer to any charity or charities for purposes the same as or similar to the charity;
 - iii. in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- c. The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- d. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- e. The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

8. Amendments to the constitution

- a. The charity may amend any provision contained in Part 1 of this constitution provided that:
 - i. no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - ii. no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;

- iii. no amendment may be made to clauses 5 or 6 without the prior written consent of the Commission;
 - iv. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- b. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
 - c. A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2- Membership

9. Membership

- a. There shall be the following types of membership:
 - i. Youth/Child led (have a decision making body controlled by young people under 30 years old) public interest entities that are legal entities and;
 - ii. Youth/Child focused public interest entities
 - iii. Informal (not legally registered or incorporated) public interest entities that have a decision making body controlled by people under 30 and
 - iv. Individuals aged 30 and below, unless they are part of the CYI Board or UN MGCY Secretariat.
 - v. New Membership is approved by the trustees on annual bases.
 - vi. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - vii. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- b. Membership is not transferable to anyone else.
- c. The trustees must keep a register of names and addresses of the members which could be made available in line with relevant guidelines and due process.
- d. The Trustees from time to time may levy a charge for membership.

10. Termination of membership

- a. Membership of an individual is terminated if:
 - i. The member dies or,
 - ii. The individual sends in a formal written communication specifically asking for membership to be terminated; or
 - iii. The individual is neither a Board member nor a member of the UN MGCY Secretariat and turns 31 years old and is not a Policy Officer or a Trustee of the Board; or
 - iv. The individual is found to be intentionally undermining the collective positions, priorities or vision of the UN MGCY*; or
 - v. The individual is not fulfilling the obligations as outlined in the *Processes and Procedures* of the UN MGCY or
 - vi. The individual repeatedly violates the CYI code of conduct or the UN's code of conduct in the process in which they are involved.

- b. Membership of a youth and/or child led or child/youth focused entity is terminated if:
 - i. if the entity, ceases to exist; or
 - ii. If the entity is classified as child/youth led the member entity's decision making body is no longer controlled by people under 30 years old; in this case the entity might be reclassified as a child/youth focused entity, or
 - iii. The designated focal point sends in a formal written communication specifically asking for membership to be terminated; or
 - iv. The entity (youth-focussed, child-focussed or child-led) no longer has a focal point registered or a youth-led entity has no youth registered as the focal point; or
 - v. An entity is found to be intentionally undermining the collective positions, priorities or vision of the UN MGCY¹; or
 - vi. An entity not fulfilling the obligations as outlined in the *Processes and Procedures* of the UN MGCY or²
 - vii. the member resigns by written notice to the charity unless, after the resignation, there would be less than two members; or
 - viii. any sum due from the member to the charity is not paid in full within six months of it falling due; or
- c. the member (entity or individual) is removed from membership by a resolution of the trustees that it is in the best interests of the charity that their (entity or individual) membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

Part 3 - Board/Trustee Meetings

11. Composition and Election of the Board/Trustees³

CYI's activities are executed through its board. The membership composition is based on the structure that was constituted in 2014 at the CYI General Assembly during the World Conference on Youth in Sri Lanka. The positions are held in an individual capacity and those aged 35 or below are eligible⁴. It includes:

- 5-7 Seats allocated to nominations by the existing board
- 7 Seats⁵ allocated to nominations by the coordination team⁶
- 5-7 Seats allocated to nominations through an open call in CYI membership
- Ex-officio⁷ seats for Organising Partners and the Administrator

¹ In such cases, the OPs or any other member can bring the matter to the notice of the assembly, the CYI board or any other working structure. It will be duly discussed, including through the grievance redressal mechanism if needed. It will involve allocating time to the accused individual to make their case.

² *ibid*

³ The board will open a call within each of the nominating structures, which are expected to carry out their deliberations in a transparent manner (process communicated to the board) as per their existing modalities.

⁴ If they became individual members of CYI when they were aged 30 and below

⁵ These individuals cannot be representatives on the UN MGCY coordination team at the time of start or during their term. In the event of an overlap of calendars a case by case arrangement may be worked out

⁶ One from each substantive cluster- 1) Resilience and Humanitarian Action, 2) Peace and Security, 3) Sustainable Development- Environmental Dimension, 4) Economic Dimension, 5) Social Dimension, 6) Human Rights ; and one collective from the (7) regional caucuses- Asia Pacific, Africa, Western Asia, Europe and North America, Latin America and Caribbean

⁷ Outgoing individuals have the non mandatory option to stay on the board for a term as non ex-officio members

If the number of nominations in any category exceeds the number of available spots, then the candidates are finalised through an election (including the red flagging process) within the scope of the composition of the nominating structure. All efforts will be made to reflect gender parity and regional balance.

- a. If the number of nominations in any category exceeds the number of available spots, then the candidates are finalised through an election (including the red flagging process) within the scope of the membership of the nominating structure. All efforts will be made to reflect gender and regional parity.
- b. In order to ensure institutional continuity, the outgoing and incoming members of the board, (other than the ex-officio positions) are staggered at half and half within each category. An individual can serve up to two non *ex officio* terms (consecutive or otherwise) as a board member.
- c. Ideally the term year (including handover period) of the board extends between sessions of the ECOSOC Youth Forum with the handover aligned with that of the secretariat.

12. Quorum for Board/Trustee Meeting

- a. No business shall be transacted at any general meeting unless a quorum is present.
- b. A quorum is:
 - i. Half of the members in each category entitled to vote upon the business to be conducted at the meeting; or
 - ii. Half of the total membership at the time, whichever is the lesser.
- c. If:
 - i. a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii. during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- d. The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- e. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- a. General meetings shall be chaired by the chair of the board of trustees or another internally identified individual.
- b. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- c. If there is only one trustee present and willing to act, he or she shall chair the meeting.
- d. If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of the members to chair the meeting.

14. Adjournments

- a. The members present at a meeting may resolve that the meeting shall be adjourned.
- b. The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- c. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- d. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting

15. Votes

- a. Each trustee/board members other than the ex officio members will have one vote each.
- b. In any votes cast if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- c. Board members/trustees that cannot attend a meeting, they may not appoint anyone to act on his or her behalf at meetings, but may inform the other board members/trustees in writing in advance and may send in written inputs on agenda items and/or voting preferences (on matters that don't need further discussion)

Part 3 - Officers and Trustees

16. Officers and Trustees

- a. The charity and its property shall be managed and administered by a committee comprising the officers and other members elected/selected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.
- b. The charity shall have the following officers:
 - i. A chair,
 - ii. A vice chair
A legal secretary
 - iii. A secretary,
 - iv. A treasurer.
- c. If any offices remain vacant the trustees may either choose to remain vacant or appoint a new person from among their number.
- d. The trustees may appoint committees or international advisory boards, which they delegate powers to but remain all control of financial and legal matters.
- e. The Organising Partners and the Administrator/Administrative Coordinator of the United Nations Major Group of Children and Youth shall be non voting ex-officio observers of the trustee board.

17. Powers of trustees

- a. The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - i. to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - ii. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - iii. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections of the Charities Acts;
 - iv. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections of the Charities Acts, if they intend to mortgage land;
 - v. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - vi. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - vii. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - viii. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - ix. to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - x. to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds 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;
 - xi. to do all such other lawful things as are necessary for the achievement of the objects.
- b. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- c. Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

18. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- a. is disqualified from acting as a trustee by virtue of the Charities Acts (or any statutory re-enactment or modification of that Act);
- b. ceases to be a member of the charity;
- c. in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- d. resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- e. is absent without the permission of the trustees from all their meetings held within a period of six

consecutive months and the trustees resolve that his or her office be vacated.

19. Proceedings of trustees

- a. The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- b. Any voting trustee may call a meeting of the trustees.
- c. The secretary must call a meeting of the trustees if requested to do so by a trustee.
- d. Questions arising at a meeting must be decided by a majority of votes.
- e. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- f. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- g. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- h. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- i. The person elected as the Chair shall chair meetings of the trustees.
- j. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- k. The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- l. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- m. The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more trustees.

20. Conflicts of interests and conflicts of loyalties

A charity trustee must:

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

21. Saving provisions

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

- b. 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 22 (Conflicts of interests and conflicts of loyalties).

22. Delegation

- a. The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- b. The trustees may impose conditions when delegating, including the conditions that:
 - i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- c. The trustees may revoke or alter a delegation.
- d. All acts and proceedings of any committees must be fully and promptly reported to the trustees.

23. Irregularities in proceedings

- a. Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
if, without:
 - iv. the vote of that trustee; and
 - v. that trustee being counted in the quorum,
 - vi. the decision has been made by a majority of the trustees at a quorate meeting.
- b. Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- c. No resolution or act of
 - i. the trustees;
 - ii. any committee of the trustees; or

- iii. the charity in general meeting
shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

24. Minutes

The trustees must keep minutes of all:

- a. appointments of officers and trustees made by the trustees;
- b. proceedings at meetings of the charity;
- c. meetings of the trustees and committees of trustees including:
 - i. the names of the trustees present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

25. Accounts, Annual Report, Annual Return

- a. The trustees must comply with their obligations under Charities Acts with regard to:
 - i. the keeping of accounting records for the charity;
 - ii. the preparation of annual statements of account for the charity;
 - iii. the transmission of the statements of account to the Commission;
 - iv. the preparation of an Annual Report and its transmission to the Commission;
 - v. the preparation of an Annual Return and its transmission to the Commission.
- b. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

26. Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

27. Properties

- a. The trustees must ensure the title to:
 - i. all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
 - ii. all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- b. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- c. The trustees may remove the holding trustees at any time.

28. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

29. Notices

- a. Any notice required by this constitution to be given to or by any person must be:
 - i. in writing; or
 - ii. given using electronic communications.
- b. The charity may give any notice to a member either:
 - i. personally; or
 - ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - iii. by leaving it at the address of the member; or
 - iv. by giving it using electronic communications to the member's address.
- c. A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- d. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- e. Notices sent and received:
 - i. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - ii. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - iii. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

30. Rules

- a. The trustees may from time to time make rules or bye-laws for the conduct of their business.
- b. The bye-laws may regulate the following matters but are not restricted to them:
 - i. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - iii. the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - iv. the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - v. the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly

- authenticated.)
- vi. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
 - c. The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - d. The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
 - e. The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.

31. Disputes

If a dispute arises between members of the charity 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.

32. Interpretation

In this constitution 'connected person' means:

- a. a child, parent, grandchild, grandparent, sibling brother or sister of the trustee;
- b. the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- c. a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- d. an institution which is controlled –
 - i. by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - ii. by two or more persons falling within sub-clause (4)(a), when taken together
- e. a body corporate in which –
 - i. the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- f. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

