

Constitution of Walkabout Flintshire

A Charitable Incorporated Organisation (Association Structure) With Voting Members Other Than Its Trustees

Date of Adoption (last amended):

Monday 30th November 2015.

Name

- 1. The name of the Charitable Incorporated Organisation ("the CIO") is:
Walkabout Flintshire.**

National Location of Principal Office

- 2. The principal office of the CIO is in Wales.**

Objects

- 3. The objects ("the Objects") of the CIO are:**

the provision of facilities for and the organising of free-of-charge open-air recreational activities and in particular walking with the object of improving the conditions of life for the persons for whom the facilities are intended, namely the public at large, and in the interests of social welfare including health.

Powers

- 4. 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 the power to:**
 - (a) borrow money and to charge the whole or any part of its as security for repayment of the money borrowed. The CIO must comply as appropriate with sections 124-126 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, provided that in exercising this power the CIO must comply as appropriate with sections 117 and 122 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 clauses 6 to 11 and provided that 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.

Application of Income and Property

- 5. The income and property of the CIO shall be applied solely towards the promotion of its Objects, and none of such income or property 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 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;
 - (c) nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clauses 6 to 11.

Benefits and Payments to Trustees and Connected Persons

General Provisions

- 6. 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 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.

Scope and Powers Permitting Trustees' or Connected Persons' Benefits

7. A 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).
8. 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.
9. 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.
10. A Trustee may receive a benefit from the CIO in the capacity of a beneficiary of the CIO and on the same terms as other beneficiaries.
11. 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.

Conflicts of Interest and Conflicts of Loyalty

12. A 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 CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
 - (b) 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).
13. 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.

Liability of Members to Contribute to Assets of CIO if it is Wound Up

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

Membership

Admission of New Members

15. The Trustees may, at their discretion, admit to membership anyone interested in furthering the Objects of the CIO and a member may be an individual or an organisation.
16. An organisation which is a member shall be represented at general meetings of the CIO by such person or persons as it thinks fit, subject to any regulations as may from time to time be in force, and provided also that each member organisation shall have only one vote on any question to be decided at a general meeting of the CIO.

Transfer of Membership and Members' Register

17. Membership of the CIO cannot be transferred to anyone else and the Trustees shall keep a register of the members.

Termination of Membership

18. Membership of the CIO comes to an end if the member:
 - (a) resigns in writing to the CIO;
 - (b) fails to pay any subscription six months after the date it became due;
 - (c) is expelled by the Trustees for conduct prejudicial to the CIO, provided that a member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or
 - (d) the member dies, or in the case of an organisation that organisation ceases to exist.

Membership Fees

19. The CIO may require members to pay reasonable membership fees to the CIO.

Board of Trustees

Composition of the Board

20. The CIO shall have a Board of Trustees comprising not less than 3 persons and not more than 12 persons and there must at all times be a minimum of three Trustees in office.

First Trustees

21. The first Trustees of the CIO are as follows:

Dave Mackie, Peter Kime, Neville Howell, Sandy Macleod, Carole Worger, Gill Harrison, Arwel Roberts, Liz Bolton, Dave Waller, Joyce Howell and Stan Jones.

At the first annual general meeting (“AGM”) all the first Trustees shall retire from office but may offer themselves for re-election.

Election of Trustees

22. The Trustees shall be elected annually by the members at the AGM of the CIO and retiring members shall be eligible for re-election without further nomination.
23. Newly elected Trustees shall take office at the conclusion of the AGM following their election and shall serve until the conclusion of the AGM at which they are due to retire.
24. The election of Trustees shall be conducted in accord with such procedures as may be decided by the Trustees from time to time.
25. All the Trustees shall be members of the CIO or the duly appointed representatives of organisations which are members.

Officers

26. The Trustees may, by and from their number, and from time to time appoint such officers (chair, secretary, treasurer, etc.) as they see fit.

Casual Vacancies

27. The Trustees may also and at any time co-opt any person to the Board of Trustees provided that the total number of Trustees shall not exceed 12 (c.f: clause 20) and not more than one third of the members of the Trustees shall be co-opted members and, provided also, that any person so co-opted shall immediately be admitted to membership. All persons so co-opted shall retire at the AGM following their co-option but shall be eligible to stand for election or to be reappointed.

Powers and Duties of Trustees

28. The Trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO.
29. Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
30. It is the duty of each Trustee:
 - (a) to exercise his or her powers as a Trustee in the way that he or she considers to be in the best interests of the CIO’s Objects and beneficiaries; and

- (b) to exercise 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.

Information for New Trustees

- 31. Each new Trustee must receive, on or before his or her first appointment:
 - (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.

Retirement and Removal of Trustees

- 32. The office of a Trustee shall be immediately vacated if he or she:
 - (a) resigns his or her office in writing to the CIO (but only if at least 3 Trustees shall remain in office);
 - (b) is absent without good reason from three consecutive Trustees' meetings, and the remaining Trustees decide that he or she shall vacate office by reason of such absence;
 - (c) is removed from office for conduct prejudicial to the CIO by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;
 - (d) becomes bankrupt or makes any arrangement with his or her creditors generally; or
 - (e) is otherwise disqualified by law from serving as a Trustee.
- 33. A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members called for that purpose and properly convened, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 34. A resolution to remove a Trustee in accordance with clause 33 (above) shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

Proceedings of the Board of Trustees

- 35. The Trustees may regulate their proceedings as they think fit, subject to any provisions within this constitution.

36. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
37. A Trustee *may not* appoint an alternate or anyone to act on his or her behalf at meetings of the Trustees.
38. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

Chairing of Meetings

39. Subject to clause 26 the Trustees shall appoint one of their number to chair their meetings and may at any time revoke such appointment.
40. If no-one has been appointed to chair meetings of the Trustees, or if the person so appointed is unwilling to preside or is not present ten minutes after the time appointed for the meeting, the Trustees present shall appoint one of their number to chair that meeting.

Quorum

41. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
42. The quorum shall be 3 Trustees.
43. 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.

Decision Making by Trustees

Trustees to Take Decisions Collectively

44. The general rule about decision-making by Trustees is that any decision of the Trustees must be either (a) a majority decision taken at a meeting or (b) a unanimous decision taken in accordance with clause 46.
45. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.

Unanimous Decisions

46. A decision of the Trustees may be taken without a meeting or discussion if all the Trustees indicate to each other, in writing, that they share a common view on a

matter. The date of the decision shall be the date on which the last Trustee gives his or her assent and shall be recorded in the minute book.

Sub-Committees and Advisory Panels

47. The Trustees may delegate any of their powers or functions to one or more sub-committees or advisory panels, consisting of such members of their body or persons as they think fit and the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that:
- (a) the relevant powers are to be exercised exclusively by the sub-committee or advisory panel to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the CIO except in accordance with a budget previously agreed with the Trustees; and
 - (c) the sub-committee or advisory panel shall report regularly to the Trustees.

Saving Provisions

48. Subject to clause 49, all decisions of the Trustees, or of a sub-committee of the Trustees, shall be valid even if it involved the participation of a Trustee who:
- (a) was disqualified from holding office;
 - (b) had previously retired or was obliged to leave office;
 - (c) 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.

49. Clause 48 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 sub-committee) if the resolution would otherwise have been void.

Members' Decisions

General Provisions

50. Except for those decisions that must be taken in a particular way as indicated in clauses 57 to 59, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in clause 51 or by written resolution as provided in clauses 52 to 56.

Making Ordinary Decisions at a General Meeting

51. Subject to clauses 57 to 59, any decision of the members of the CIO may be made by a simple majority of votes cast on a resolution at a general meeting.

Making Ordinary Decisions by Written Resolution

52. Subject to clauses 57 to 59, a resolution may be made in writing if agreed by a simple majority of all the members.
53. The proposed resolution shall be circulated to members in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
54. The document indicating a member's approval of a written resolution may be sent to the CIO as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
55. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.
56. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. Eligibility to vote on the resolution is limited to those who are members of the CIO on the date when the proposal is first circulated.

Decisions that Must be Taken in a Particular Way

57. Any decision to remove a Trustee at a general meeting of the members must be taken in accordance with clause 33.
58. Any decision to amend this constitution must be taken in accordance with clause 97.
59. Any decision to wind up or dissolve the CIO must be taken in accordance with clauses 98 to 101 (*Voluntary Winding Up or Dissolution*). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

General Meetings of Members

Types of General Meeting

60. There must be an AGM of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Trustees' annual report.

61. Other general meetings of the CIO may be held at any time.
62. The Trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (a) they receive a request to do so from at least 10% of the members of the CIO; and
 - (b) the request states the general nature of the business to be dealt with at the meeting. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
63. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
64. Any general meeting called by the Trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
65. If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
66. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
67. The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the Trustees who were responsible for such failure.

Notice of General Meetings

68. Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of the members.
69. The notice of any general meeting must:
 - (a) state the time and date of the meeting;
 - (b) give the address at which the meeting is to take place;
 - (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (d) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.

70. The notice for the AGM must include the annual statement of accounts and Trustees' annual report, or where allowed under clause 89 (*Use of Electronic Communications*), details of where the information may be found on the CIO's website.
71. 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.
72. The proceedings of a meeting shall not be invalidated because a member that was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

Chairing of General Meetings

73. The chair of the Trustees (if any) shall preside at general meetings but if there is no chair or if he or she is not present 15 minutes after the time set for the meeting, the Trustees present shall choose one of their number to chair that meeting whose function shall be to conduct the business of the meeting in an orderly manner.

Quorum at General Meetings

74. No business shall be transacted at a general meeting unless a quorum is present. Unless otherwise decided by the CIO, a quorum shall be five members or one-third of the membership, whichever is the greater number.
75. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
76. If the meeting has been called in any other way and if:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Trustees shall direct.
77. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
78. If no quorum is present at the reconvened meeting 15 minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.

Voting at General Meetings

79. Any decision other than one falling within clauses 57 to 59 (*Decisions that Must be Taken in a Particular Way*) shall be taken by a simple majority of votes cast at the meeting. One vote may be cast by each member on any question to be decided at a general meeting.
80. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of those present and entitled to vote.
81. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
82. A poll may be taken:
 - (a) at the meeting at which it was demanded;
 - (b) at some other time and place specified by the chair; or
 - (c) through the use of postal or electronic communications.
83. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
84. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

Representation of Member Organisations

85. An organisation that is a member of the CIO may authorise any person to act as its representative at any general meeting of the CIO.
86. The representative is entitled to exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual member of the CIO.

Adjournment of Meetings

87. The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Administration and General

Execution of Documents

88. A document is validly executed by the CIO if it is signed by at least two of the Trustees.

Use of Electronic Communications

89. 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.

Keeping of Registers

90. The CIO must maintain a register of members containing:
- (a) the name of the person or organisation that is a member;
 - (b) the member's address;
 - (c) the date on which the person or organisation registered as a member; and
 - (d) the date on which the person or organisation ceased to be a member.
91. The CIO must maintain a register of Trustees containing:
- (a) the name of the Trustee, including any former names used;
 - (b) a service address for the Trustee (which need not be a home address and may be the address of the CIO);
 - (c) the date on which the person was registered as a Trustee;
 - (d) the date on which the person ceased to be a Trustee.

Minutes

92. The Trustees must keep minutes of all:
- (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the CIO;

- (c) meetings of the Trustees and sub-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;
- (d) decisions made by the Trustees otherwise than in meetings.

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

- 93. 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 Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 94. 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.

Rules

- 95. The Trustees may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bylaws must not be inconsistent with any provision of this constitution. Copies of any such rules or bylaws currently in force must be made available to any member of the CIO on request.

Disputes

- 96. 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.

Amendments and Dissolution

Amendment of Constitution

- 97. As provided by clauses 224-227 of the Charities Act 2011:
 - (a) this constitution can only be amended:
 - (i) by resolution agreed in writing by all members of the CIO; or

- (ii) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO;
- (b) any alteration of clause 3 (Objects), clauses 98 to 101 (*Voluntary Winding Up or Dissolution*), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the CIO (or persons connected with them) requires the prior written consent of the Charity Commission;
- (c) no amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid;
- (d) a copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

Voluntary Winding Up or Dissolution

- 98.** 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) by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with this Constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- 99.** 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; and
 - (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 100.** 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;

- (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 seven days to every member and employee of the CIO, and to any Trustee of the CIO who was not privy to the application.

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

Interpretation

102. In this constitution:

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

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

The "**Communications Provisions**" means the Communications Provisions in Part 9 of the General Regulations.

"**Trustee**" means a charity trustee of the CIO.

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

"**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.

This constitution was adopted by the persons whose signatures appear below:

Dave Mackie	
Peter Kime	
Sandy Macleod	
Neville Howell	
Joyce Howell	
Carole Worger	
Arwell Roberts	
Gill Harrison	
Liz Bolton	
Dave Waller	
Stan Jones	
Date:	