

**CONSTITUTION**

**OF**

**THE FRIENDS OF DINOSAUR ISLE CHARITABLE  
INCORPORATED ORGANISATION**



# CONSTITUTION OF THE FRIENDS OF DINOSAUR ISLE CHARITABLE INCORPORATED ORGANISATION

**This CIO is in the form of an association whereby members other than the charity trustees have voting rights.**

## 1. Name

The organisation will upon registration be a Charitable Incorporated Organisation (CIO).  
The name of the Charitable Incorporated Organisation is:

**THE FRIENDS OF DINOSAUR ISLE CIO.** (Hereinafter referred to as FODI CIO)

## 2. National location of principal office

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

## 3. Objects

The objects of the Friends of Dinosaur Isle CIO are:

- 3.1 To advance the education and enlightenment of the public in palaeontology and geology.
- 3.2 To assist Dinosaur Isle Museum in developing and displaying its collections for the benefit of the public.
- 3.3 To promote the study of the Isle of Wight's palaeontological collections and facilitate contact between all interested persons.

More generally this will be through:

- 3.4 Raising funds and inviting and receiving contributions to support Dinosaur Isle Museum's projects. (FODI CIO shall not engage in any substantial permanent trading activities in raising funds for its charitable objects and shall conform to any relevant requirements of the law).
- 3.5 Hold lectures, discussions, displays and demonstrations, workshops and seminars.
- 3.6 Organise and assist in helping to promote special events, activities, field trips and visits.

- 3.7 Give practical help and assistance on a voluntary basis under the direction of museum staff.
- 3.8 Engage in, support and co-ordinate research, publishing, education, advertising and other work towards the objects.
- 3.9 Appoint delegates and representatives and subscribe to any other bodies with which FODI CIO may be concerned.

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

## 4. Powers

The Friends of Dinosaur Isle CIO has the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the charity trustees' powers include power to:

- 4.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. FODI CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
- 4.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 4.3 Sell, lease or otherwise dispose of all or any part of the property belonging to FODI CIO. In exercising this power, FODI CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- 4.4 Employ and remunerate such staff as are necessary for carrying out the work of FODI CIO. FODI CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses.
- 4.5 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of FODI CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees are permitted to do by the Trustee Act 2000.

## 5. Application of Income and Property

- 5.1 The income and property of the Friends of Dinosaur Isle CIO must be applied solely towards the promotion of the objects.

- (a) A charity trustee is entitled to be reimbursed from the property of FODI CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of FODI CIO.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with and subject to the conditions in, section 189 of the Charities Act 2011.
  - (c) A charity trustee or member who has contributed in an outstanding way may be exempt from paying membership subscriptions and registration fees.
- 5.2 None of the income or property of FODI CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of FODI CIO. This does not prevent a member who is not also a charity trustee receiving:
    - (a) A benefit from FODI CIO as a beneficiary of FODI CIO.
    - (b) Reasonable and proper remuneration for any goods or services provided to FODI CIO.
  - 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

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

- 6.1 General provisions  
No charity trustee or connected person may:
  - (a) Buy or receive any goods or services from FODI CIO on terms preferential to those applicable to members of the public;
  - (b) Sell goods, services, or any interest in land to FODI CIO.
  - (c) Be employed by, or receive any remuneration from FODI CIO.
  - (d) Receive any other financial benefit from FODI CIO.
- 6.2 Scope and powers permitting trustees' or connected persons' benefits.
  - (a) A charity trustee or connected person may receive a benefit from FODI CIO provided that a majority of the trustees do not benefit in this way.
  - (b) A charity trustee or connected person may enter into a contract for the supply of services or of goods that are supplied in connection with the provision of services, to FODI CIO where that is permitted in accordance with, and subject to the conditions in section 185 to 188 of the Charities Act 2011.

- (c) Subject to sub-clause (6.3) of this clause a charity trustee or connected person may provide FODI CIO with goods that are not supplied in connection with services provided to FODI CIO by the charity trustee or connected person.
  - (d) A charity trustee or connected person may receive interest on money lent to FODI CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - (e) A charity trustee or connected person may receive rent for premises let by the A charity trustee or connected person to FODI CIO. The amount of the rent and other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (f) A charity trustee or connected person may take part in the normal trading and fund raising activities of FODI CIO on the same terms as members of the public.
- 6.3 Payment for supply of goods only – controls.  
FODI CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.2(c) of this clause if each of the following conditions is satisfied:
    - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between FODI CIO and the charity trustee of connected person supplying the goods (“the supplier”)
    - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
    - (c) The other charity trustees are satisfied that it is in the best interests of FODI CIO to contract with the supplier rather than someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
    - (d) The supplier is absent from any part of the meeting at which there is discussion of the proposal to enter into a contract arrangement with him or her or it with regard to the supply of goods to FODI CIO.
    - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
    - (f) The reason for their decision is recorded in the minute book.
    - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- 6.4 In sub-clauses 6.2 and 6.3 of this clause:

- (a) "FODI CIO" includes that in which FODI CIO:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company.
- (b) "connected person" includes any person within the definition set out in clause 30 Interpretation.

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

A charity trustee must:

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

## **8. Liability of members to contribute to the assets of the Friends of Dinosaur Isle CIO if it is wound up.**

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

## **9. Membership of the Friends of Dinosaur Isle CIO**

- 9.1 Admission of new members
  - (a) Eligibility

Membership of FODI CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause 9.3 of this clause.

A member may be an individual or a corporate body representing an organisation which is not incorporated.
  - (b) Admission procedure

The charity trustees:

    - May require applications for membership to be made in any reasonable way they decide.
    - Shall if they approve an application for membership notify the applicant within 21 days.

- May refuse an application for membership if they believe that it is in the best interests of FODI CIO for them to do so.
- Shall, if they decide to refuse an application for membership give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the applicant for membership shall be final.

- 9.2 Transfer of Membership

Membership of FODI CIO cannot be transferred to anyone else.

- 9.3 Duty of members

It is the duty of each member of FODI CIO to exercise his or her powers as a member of FODI CIO in the way he or she decides in good faith would be most likely to further the purposes of FODI CIO.

- 9.4 Termination of membership

(a) Membership of FODI CIO comes to an end if:

- The member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- The member sends a notice of resignation to the charity trustees; or
- Any sum of money owed by the member to FODI CIO is not paid in full within six months of it falling due; or
- The charity trustees decide that it is in the best interests of FODI CIO that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of FODI CIO they must:

- Inform the member of the reasons why it is proposed to remove him, her or it from the membership.
- Give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from the membership.
- Consider at that meeting any representations which that member makes as to why the member should not be removed; and
- Allow the member or the member's representative to make those representations in person at that meeting, if the member chooses.

- 9.5 Membership fees

FODI CIO may require members to pay reasonable membership fees to FODI CIO

There are five categories of membership and membership fees may vary between the different categories. Changes in membership fees can only be brought about by passing a resolution at a general meeting.

(a) **Individual** – open to anyone who has attained the age of 18 years.

- (b) **Family** – open to any family of one or two parents and any number of children under the age of 18 years living at the same address. Where any of the provisions of this constitution refers to a member, in relation to family membership the reference means each such parent.
  - (c) **Junior** – open to anyone under the age of 18 years. Those under the age of 16 years are not eligible to stand for charity trustee posts.
  - (d) **Institutional** – open to any formally-constituted association, society, school or college. Where any of the provisions of the constitution refers to a member, in relation to institutional membership the reference means a person or persons nominated by an institutional member to act on their behalf.
  - (e) **Corporate** – The committee may admit to corporate membership any company or business. Where any of the provisions of this constitution refers to a member, in relation to corporate membership the reference means a person nominated by a corporate member to act on its behalf.
- 9.6 Informal or Associate (non-voting) membership
    - (a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees) and the conditions of admission to, and termination of membership of any such class of members.
    - (b) Other references in this constitution to ‘members’ and ‘membership’ do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## 10.Members Decisions Provisions

- General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 10.3 of this clause, decisions of the members of FODI CIO may be taken by vote at a general meeting as provided in sub-clause 10.2 of this clause

- 10.2 Taking ordinary decisions by vote

Subject to sub-clause 10.3 of this clause, any decision of the members of FODI CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

- 10.3 Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15.2



- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve FODI CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of FODI CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## 11. General meetings of members

- 11.1 Types of general meeting

There will be an annual general meeting (AGM) for members of FODI CIO. The first AGM will take place within 18 months of the registration of the CIO and thereafter at intervals not exceeding 15 months. AGMs will normally be held in the last quarter of each year. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustee's annual report and must elect trustees as required under clause 13.

Other general meetings (extraordinary general meetings) of the members of FODI CIO may be held at any time.

All general meetings must be held in accordance with the following provisions:

- 11.2 Calling general meetings

- (a) The charity trustees :

- Must call the annual general meeting of the members of FODI CIO in accordance with sub-clause 11.1 of this clause and identify it as such in the notice of the meeting, and
    - May call any other general meeting of the members at any time.

- (b) The charity trustees must, within 21 days call a meeting of the members of FODI CIO if :

- They receive a request to do so from at least 10% of the members of FODI CIO and
    - The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- (c) If, at the time of any such request, there has not been any general meeting of the members of FODI CIO for more than 12 months then sub-clause 11.2(b) of this clause shall have effect as if 5% were substituted for 10%.

- (d) Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed at the meeting.

- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

- (f) Any general meeting called by the charity trustees at the request of the members of FODI CIO must be held within 28 days from the date on which it is called.
  - (g) If the charity 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 meeting.
  - (h) A general meeting called in this way must be held not more than 3 months after the date when the members requested the meeting.
  - (i) FODI CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call a meeting, but FODI CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- 11.3 Notice of general meetings
    - (a) The charity trustees or as the case may be the relevant members of FODI CIO must give at least 14 days' notice of any general meeting to all the members and to any charity trustee who is not a member.
    - (b) If it is agreed by not less than 90% of all members of FODI CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 11.3(a) of this clause have not been met. This sub-clause does not apply 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.
    - (c) The notice of any general meeting must:
      - State the time and date of the meeting
      - Give the address at which the meeting will take place.
      - 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
      - If a proposal to alter the constitution of FODI CIO is to be considered at the meeting, include the text of the proposed alteration.
      - Include with the notice for the AGM, the annual statement of accounts and trustee's annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 22 (use of electronic communication), details of where information may be found on the FODI CIO website.
    - (d) 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.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by FODI CIO.

- 11.4 Chairing of general meetings

The person nominated as the chair by the charity trustees under clause 19(2) (Chairing of meetings) shall if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that the members of FODI CIO who are present at the meeting will elect a chair to preside at the meeting.

- 11.5 Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of FODI CIO unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with sub-clause 7 of this clause is counted as being present in person.

(c) 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.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to FODI CIO members at least seven clear days before the date on which it will resume.

(e) If quorum is not present within 15 minutes of the start time of the adjourned meeting the member or members present constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present the meeting may discuss issues and make recommendations to the trustees but not make decisions. If decisions are required which must be made by a meeting of the members then the meeting must be adjourned.

- 11.6 Voting at general meetings

(a) Any decision other than one falling within clause 10.3 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership in this constitution.

(b) 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 a show of hands) a poll is duly demanded.

A poll may be demanded by the chair or by at least 10% of the members present at the meeting.

- (c) 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.
  - (d) A poll may be taken:
    - At the meeting at which it was demanded; or
    - At some other time and place specified by the chair.
  - (e) In the event of an equality of votes, whether on a show of hands or a poll, the chair of the meeting shall have a second or casting vote.
  - (f) 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.
- 11.7 Representation of organisations and corporate members  
An organisation or corporate body that is a member of FODI CIO may, in accordance with its usual decision making process, authorise a person to act as its representative at any general meeting of FODI CIO.  
The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of FODI CIO.
  - 11.8 Adjournment of meetings  
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 or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## 12. Charity trustees

- 12.1 Functions and duties of charity trustees

The charity trustees shall manage the affairs of FODI CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) To exercise his or her powers and to perform his or her functions as a trustee of FODI CIO in the way he or she decides in good faith would be most likely to further the purposes of FODI CIO.
- (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 holds himself or herself out as having; and
  - If he or she acts as a charity trustee of FODI CIO in the course of a business or a profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 12.2 Eligibility for trusteeship
    - (a) Every trustee must be a natural person i.e. an individual and not a representative of a corporate body.
    - (b) No one shall be appointed as a charitable trustee:
      - If he or she is under the age of 16 years; or
      - If he or she would automatically cease to hold office under the provisions of clause 15.1(f).
    - (c) No one is entitled to act as a charitable trustee whether on appointment or on any reappointment until he or she has expressly acknowledged in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
    - (d) At least one of the trustees must be 18 years or over. If there is no trustee aged at least 18 years the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
  - 12.3 Number of charity trustees
    - (a) There must be at least three charity trustees. If the number falls below this minimum the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.
    - (b) The maximum number of charity trustees is 12. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.
  - 12.4 First charity trustees
    - Dr Jeremy Lockwood (Chair)
    - Mr John Ash
    - Mrs Pam Ash
    - Mr Stephen Hutt
    - Mrs Patricia Lockwood
    - Mr Martin New
    - Mrs Paula New
    - Mrs Fiona Trowbridge
    - Mr Tony Trowbridge

### 13.Appointment of charity trustees

- 13.1 At every annual general meeting of the members of FODI CIO, one third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one third shall retire from office, but if there is only one charity trustee he or she shall retire.
- 13.2 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those that retire (unless they otherwise agree among themselves) shall be determined by lot.
- 13.3 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as in sub-clause 13.4 of this clause.
- 13.4 The members of the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or who has been removed in accordance with clause 15 (Retirement and removal of charity trustees) or as an additional charity trustee, provided that the limit specified in the clause 12.3 on the number of charity trustees would not as a result be exceeded.
- 13.5 A person so appointed by the members of FODI CIO shall retire in accordance with sub-clauses 13.1 and 13.2 of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at the meeting.
- 13.6 The charity trustees may elect certain of their members as honorary officers. Election to these offices is decided upon by the charity trustees in the manner detailed in clause 17 and may be awarded to any of the charitable trustees. These offices are;
  - Chair
  - Vice Chair
  - Secretary
  - Treasurer
  - Membership Secretary
  - Events Secretary
- 13.7 When a charity trustee who holds an honorary post retires by rotation and is re-appointed as a charity trustee they do not automatically continue to hold the honorary office. This must be decided upon by the charity trustees in the manner detailed in clause 17 and may be awarded to any of the charitable trustees.

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

The charity trustees will make available to each new charity trustee on or before his or her first appointment:

- (a) A copy of this constitution and any amendments made to it; and
- (b) A copy of FODI CIO's latest trustees' annual report and statement of accounts.

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

- 15.1 A charity trustee ceases to hold office if he or she:
  - (a) Retires by notifying FODI CIO in writing (but only if enough charity trustees remain in office to form a quorum for meetings).
  - (b) Is absent without permission of the charity trustees from four consecutive meetings and the charity trustees resolve that his or her post is vacant
  - (c) Dies
  - (d) In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months.
  - (e) Is removed by the members of FODI CIO in accordance with sub-clause 15.2 of this clause.
  - (f) Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- 15.2 A charity trustee shall be removed from office if a resolution to remove the trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11 and the resolution is passed by a two thirds majority of the votes cast at the meeting.
- 15.3 A resolution to remove a charity trustee in accordance with this clause 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 the removal from office, and has been given a reasonable opportunity or making oral and/or written representations to members of FODI CIO.

## **16.Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to FODI CIO is eligible for reappointment.

## 17. Taking of decisions by charity trustees

Any decision may be taken either:

- At a meeting of the charity trustees; or
- By resolution in writing or electronic form agreed by **all** the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

-

## 18. Delegation by charity trustees

- 18.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and if they do they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - (a) A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee.
  - (b) The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practical.
  - (c) The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## 19. Meetings and proceedings of charity trustees

- 19.1 Calling meetings
  - (a) Any charity trustee may call a meeting of the charity trustees
  - (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- 19.2 Chairing of Meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke that appointment. If no-one has been so appointed or if the person



appointed is unwilling to preside or is not present within 10 minutes of the time of the meeting, the charity trustees present may appoint one of their members to chair that meeting.

- 19.3 Procedure at meetings
  - (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees or the number nearest to one third of the total number of charity trustees whichever is the greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
  - (b) Questions arising at a meeting shall be decided by the majority of those able to vote.
  - (c) In the case of an equality of votes the chair shall have a second or casting vote.
- 19.4 Participation in meetings by electronic means
  - (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all other participants.
  - (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate will all the other participants shall qualify as being present at the meeting.
  - (c) Meetings held by electronic means must comply with rules for meetings, including chairing and taking of minutes.

## 20. Saving provisions

- 20.1 Subject to sub-clause 20.2 of this clause, all decisions of the charity trustees or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - Who was disqualified from office
  - Who had previously retired or had been obliged by the constitution to vacate office.
  - Who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;

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

- 20.1 Sub-clause 20.1 of this clause does not permit a charity trustee to keep any benefit that may be conferred on him or her by a resolution of the charity trustees or of a

committee of charity trustees if, but for clause 20.1 the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## 21. Execution of documents

- 21.1 FODI CIO shall execute documents by signature.
- 21.2 A document is validly executed by signature if it is signed by at least two charity trustees.

## 22. Use of electronic communications

- 22.1 FODI 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 of a hard copy of any document of 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.
- 22.2 Use of electronic communications to FODI CIO  
Any member or charity trustee of FODI CIO may communicate electronically with FODI CIO to an address specified by FODI CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to FODI CIO.
- 22.3 Use of electronic communications by FODI CIO
  - (a) Any member of charity trustee of FODI CIO, by providing their email address or similar, is taken to have agreed to receive communications from FODI CIO in electronic form at that address, unless the member has indicated to FODI CIO his or her unwillingness to receive communications in that form.
  - (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website;
    - Provide members with the notice referred to in clause 11.3 (Notice of General Meetings)
    - Give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings).
  - (c) The charity trustees must:
    - Take reasonable steps to ensure that members and charitable trustees are promptly notified of the publication of any such notice or proposal.
    - Send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive correspondence in electronic form.

## **23.Keeping of registers**

FODI CIO must comply with its obligations under General Regulations in relation to keeping of and provision of access to, registers of its members and charity trustees.

## **24.Minutes**

The charity trustees must keep minutes of all:

- 24.1 appointments of officers made by the charity trustees
- 24.2 proceedings at general meetings of FODI CIO
- 24.3 meetings of the charity trustees and committees of charity trustees including:
  - The names of charity trustees present at the meeting
  - The decisions made at the meeting; and
  - Where appropriate reasons for making the decisions.
- 24.4 decisions made by the charity trustees otherwise than in meetings.

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

- 25.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the charities commission, regardless of the income of FODI CIO, within 10 months of the financial year end.
- 25.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of FODI CIO entered on the Central Register of Charities.

## **26.Rules**

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of FODI CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws must be made available to any member of FODI CIO on request.

## **27.Disputes**

If a dispute arises between members of FODI 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 in the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## 28. Amendment of constitution.

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

- 28.1 This constitution can only be amended :
  - (a) By resolution agreed in writing by all members of FODI CIO; or
  - (b) By a resolution passed with a 75% majority of votes cast at a general meeting of the members of FODI CIO.
- 28.2 Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of FODI CIO or persons connected with them, requires the prior written consent of the Charities Commission.
- 28.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 will be valid.
- A copy of any resolution altering the constitution, together with a copy of FODI CIO's constitution as amended must be sent to the Commission within 15 days from the date on which the resolution was passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## 29. Voluntary winding up or dissolution

- 29.1 As provided by the Dissolution Regulations, FODI CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve FODI CIO can only be made;
  - (a) At a general meeting of the members of FODI CIO called in accordance with clause 11 (Meetings of members) of which not less than 14 days' notice has been given to those eligible to attend and vote.
    - By a resolution passed by 75% majority of those voting, or
    - By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) By a resolution made in writing by all members of FODI CIO.
- 29.2 Subject to the payment of all FODI CIO debts:
  - (a) Any resolution for the winding up of FODI CIO or for the dissolution of FODI CIO without winding up, should contain, after discussion with Dinosaur Isle Museum management, a provision directing how the remaining assets of FODI CIO should be applied.

- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of FODI 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 FODI CIO.
- 29.3 FODI CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for FODI CIO to be removed from the Register of Charities; and in particular:
  - (a) The charity trustees must send with their application to the Commission:
    - A copy of the resolution passed by the members of FODI CIO
    - A declaration by the charity trustees that any debts and other liabilities of FODI CIO have been settled or otherwise provided for in full: and
    - A statement by the charity trustees setting out the way in which any property of FODI CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
  - (b) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of FODI CIO, and to any charity trustee of FODI CIO who was not privy to the application.
- 29.4 If FODI CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

*It is essential for trustees to be aware that if FODI CIO is unable to meet its financial obligations in full when it is wound up, the provisions in sub-clauses 29.1,29.2,29.3 do not apply, and the relevant provisions of the Dissolution Regulations must be followed. Failure to do so is not only an offence, but it could lead to personal liability for the trustees.*

## 30.Interpretation

In this constitution:

**Connected person** means:

- (a) A child, parent, grandchild, grandparent, brother or sister of the charity trustee.
- (b) Spouse or civil partner of the charitable trustee or of any person falling within sub-clause 30a.
- (c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause 30a or 30b
- (d) An institution which is controlled (i) by the charity trustee or any connected person falling within sub-clause 30a,30b,30c; or (ii) by two or more persons falling within sub-clause 30d(i) when taken together.
- (e) A corporate body in which (i) the charity trustee or any connected person falling within sub-clauses 30a,30b,30c has a substantial interest; or (ii) two or more persons falling within sub-clause 30e(i) who, when taken together have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purpose 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 10 Chapter 4 of the General Regulations

**Charity Trustee** means a charity trustee of FODI CIO

**Poll** means a counted vote or ballot usually (but not necessarily) in writing,