

THE · BEATRIX · POTTER · SOCIETY

Constitution for the CIO

1. Name

The name of the Charitable Incorporated Organisation ('the CIO') is The Beatrix Potter Society.

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The Society shall seek to educate the public in and promote research into the life and works of Beatrix Potter by charitable ways and for the public benefit, and the Society shall publish the results of research.

4. Powers

The CIO has power to do anything that is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- (1) afford a means of communication for the exchange of ideas worldwide between scholars, institutions and members of the general public who have a mutual interest in the life and works of Beatrix Potter;
- (2) hold meetings where knowledge and opinion about the life and works of Beatrix Potter can be shared and discussed;
- (3) arrange visits to places of interest connected with the life and works of Beatrix Potter;
- (4) sponsor and support special charitable projects related to the life and works of Beatrix Potter;
- (5) produce or assist in the production of publications promoting the Society's objects, using print, online and / or other formats;
- (6) when funds permit, to purchase at auction or on other occasions items by or related to Beatrix Potter, so that they can be kept in places where the public may go to view them;
- (7) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (8) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of The Charities Act 2011;
- (9) remunerate such people as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent it is permitted in clause 6;

- (10) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
- (a) A charity trustee is entitled to be reimbursed from the property of the CIO, or may pay out of such property, reasonable expenses properly incurred by him/her when acting on behalf of the CIO.
- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
- (a) a benefit from the CIO as a beneficiary of the CIO;
- (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may

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

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ('the Commission') has been obtained. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

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

- (a) A charity trustee or connected person may receive a benefit from the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) below of this clause, a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only - controls

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

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ('the supplier').
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for the decision is recorded by the charity trustees in the minutes.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by section 6.

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

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

9. Membership of the CIO

(1) Admission of new members

Membership of the 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 (3) of this clause.

A member may be an individual, a corporate body, or [an individual or corporate body representing] an organisation which is not incorporated.

(2) Transfer of membership

Membership in the CIO cannot be transferred to anyone else [except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer].

(3) Duty of members

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

(4) Termination of membership

Membership in the CIO comes to an end if:

- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) membership renewal fees are not received by the CIO by the due date established annually by the trustees.

(5) Membership fees

The CIO requires members to pay reasonable membership fees to the CIO.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of the 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.

(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 [26] of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [27] of this constitution (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.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (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, and must elect trustees as required under clause [13].

Other general meetings of the members of the CIO may be held at any time.

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

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) 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. Any such request may include particulars of a resolution that is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - (iii) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 100 days from the date on which it is called.

(3) Notice of general meetings

- (a) The charity trustees must give at least 14 clear days' notice of any general meeting to all of the members.
- (b) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) 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
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, details of persons standing for election or re-election as trustees, and notice that the annual statement of accounts and trustees' annual report will be presented at the same meeting, or where allowed under clause [20] (Use of electronic communication), details of where the information may be found on the CIO's website.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause [18](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 the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be fifteen 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 at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions.

(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 of paid-up members of the CIO cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless a poll of the members present is demanded by the chair or by at least 10% of the members present at the meeting. The result of the poll must be announced at the same meeting. 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.
- (c) 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.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision process, authorise a person to act as its representative at any general meeting of the 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 the CIO.

(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 and/or place. No business may be transacted at an adjourned meeting except business that could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee if he or she is under the age of 16 years.

(3) Number of charity trustees

There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee/trustees may act only to call a meeting of the charity trustees, or to appoint a new charity trustee.

There is no maximum number of charity trustees that may be appointed to the CIO.

(4) First charity trustees

The first charity trustees of the CIO are (in alphabetical order): Angela Black, Kathleen Cole, Helen Duder, Rowena Godfrey, Miranda Gore Browne and Susan Smith.

13. Appointment of charity trustees

(1) Elected charity trustees

(a) A trustee will be elected for a three-year term, with a maximum of two consecutive terms (six years) being held by any individual. A charity trustee who has served for two consecutive terms may not be elected as a trustee for a third consecutive term, but may be re-elected after an interval of at least one year.

(b) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.

(c) Vacancies 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 provided in sub-clause (d) of this clause.

(d) The members or 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 been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that any limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;

- (e) A person so appointed by the charity trustees shall need to stand for election at the next annual general meeting following the date of appointment.
- (f) Immediately following the close of business at each annual general meeting, the trustees will meet to determine among themselves who will serve in the positions needed to operate the CIO. At a minimum, a chair, secretary, and treasurer must be identified. Other trustee positions will be established and filled as the trustees deem necessary.

(2) Ex officios

The CIO trustees may, at any time, appoint ex-officios to represent organisations such as the National Trust, the Victoria and Albert Museum, and others pertinent to the fulfilment of the objects of the CIO. Willingness to accept such appointment must be received in writing. The ex-officio trustees will not have voting powers.

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 the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustee

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing;
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the CIO, 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;
- (e) is removed by the members of the CIO in accordance with sub-clause (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).

(2) Removal from office

A charity 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 in accordance with clause [11], and the resolution is passed by a majority of votes cast at the meeting.

- (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 removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees. Such a resolution shall be effective provided that
 - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (ii) the majority of all of the charity trustees have signified agreement to the resolution and the decision is noted in the Minutes of the next trustees' meeting.

17. Delegation by charity trustees

- (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.
- (2) A committee may consist of two or more persons, but each committee must include a charity trustee or report directly to a trustee on a routine basis.
 - (a) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (b) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18. Meetings and proceedings of charity trustees

(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.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. A quorum is one-half of the total number of charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have the option of making a second or casting vote. However, if the chair does not wish to enact the option, the matter under consideration shall be tabled and taken back to the trustees for further discussion and modification, until a quorum vote is attained.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees, in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at such a meeting shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including the chairing and the taking of minutes.

19. Execution of documents

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

20. Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the Charity Commission's 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.

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, by means of publication on its website:

- (i) provide the members with the notice of general meetings;
- (ii) give charity trustees notice of their meetings;
- (iii) submit any proposal to the members or charity trustees for decision by written resolution.

(c) The charity trustees must:

- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
- (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

21. Keeping of Registers

The CIO must comply with its obligations under the Charity Commission's General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

22. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (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;
- (4) decisions made by the charity trustees otherwise than in meetings.

23. Accounting records, accounts, annual reports and returns, register maintenance

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

24. 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 the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

25. Disputes

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

26. Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause [27] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of 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.

27. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 30 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the 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 30 days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

28. Interpretation of terms

In this constitution:

'connected person' means:

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

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

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

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

The **'Communications Provisions'** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

'charity trustee' means a charity trustee of the CIO.

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