

CONSTITUTION

Date of Constitution: *Date registered to be added*

1 Name

The name of the Charitable Incorporated Organisation ("the CIO") is

CHAT Youth Counselling.

(CHAT being an acronym of Confidential, Help, Advice and Time)

2 National location of Principle Office

The CIO must have a principal office in England or Wales. The principal office of CHAT is in England.

3 Objects

CHAT exists for:- The preservation and protection of the emotional and mental health of young people, aged 9 - 25 years in Oundle, Thrapston and surrounding areas of North East of East Northamptonshire (hereinafter called the 'area of benefit')

by:

- 3.1 Offering free information, counselling and mentoring services;
- 3.2 Providing early support to individuals, as an alternative to or prior to NHS clinical intervention work, reducing the cases seeking access to NHS clinical services;
- 3.3 Providing, maintaining and developing up-to-date quality information resources for young people;
- 3.4 Working with other organisations in order to strengthen the support available to young people.

4 Powers

The CIO has power to do anything that is calculated to further its objectives or is conducive to or incidental to doing so. In particular it has power to:

- 4.1 Borrow money and charge all or any part of the property of the CIO, as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land.
- 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 part or all of any 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.
- 4.4 Employ and remunerate such staff as are necessary for carrying out the work of the CIO (and make all reasonable and necessary provision for payment of pensions for staff). The 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 that clause.

4.5 Deposit or invest funds and employ a professional fund manager and arrange for the investments 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

5.1 The income and property of the CIO must be applied solely to the promotion of the objects.

- a) A charity trustee is entitled to be reimbursed from the property of the CIO for any reasonable expenses properly incurred by him or her in 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 Charity Act 2011.

5.2 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.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving benefit or payment which is authorised in 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 the CIO on terms preferential to those applicable to members of the public;
- b) Sell goods or 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 sub-clause 2 of this clause or authorised by written consent of the Charities Commission. In this clause, "financial benefit" means benefit, direct or indirect which is either money or has monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits.

- a) A charity trustee or connected person may receive a benefit from the CIO,
- 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 6.3, 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 trustee or connected person may receive interest on money lent to the CIO at

a reason Bank of England bank rate (also known as base rate). Any such arrangement must be documented.

e) 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 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 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 fundraising activities of the CIO on the same terms as a member of the public.

6.3 Payment for the supply of goods only- controls.

The CIO and its charity trustees may only rely upon the authority provide by sub-clause 6.2c if each of the following conditions are 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 for payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee.
- 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 if trustees is present at the meeting.
- f) The reason for their decision is recorded by the charity trustees in the minute book/ log.
- g) A majority of the charity trustees then in office are not in receipt of payments or remunerations authorised by clause 6.

6.4 In sub-clause 6.2 and 6.3;

- a) “The CIO” includes any company in which the CIO:
 - i. holds more than 50% of shares
 - ii. controls more than 50% of the voting rights of attached shares
 - iii. 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 (Interpretations).

7 Conflicts of Interest and conflict 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 the CIO or in any transaction or arrangement entered into by the 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 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 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 the settling of its debts and liabilities.

9 Charity Trustees

9.1 Function and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all 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 in his or her capacity 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; and
- b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession.

9.2 Eligibility for trusteeship

- a) Every charity trustee must be a natural person.
- b) No individual may be appointed as a charity trustee of the CIO :
 - i. if he or she is under the age of 18 years old
 - ii. if he or she would automatically cease to hold office under the provisions of clause 12.1e
- c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment, until he or she has expressly acknowledged, in whatever way the trustees decides his or her acceptance of the office of charity trustee. At least one of the trustees of the CIO must be 18 years old or over.

9.3 Number of Trustees

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

- b) The maximum number of charity trustees is twelve. The charity trustee may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

9.4 First Trustees

The first charity trustees are as follows:-

Diane Boyd,
Valerie Chesser
Christine Marsters
Gwen Radcliffe
Jane Welman
Ros Southgate
Roy Sparkes

10 Appointment of charity trustees

10.1 Apart from the first charity trustees, every trustee must be appointed by a resolution passed at a properly convened meeting of the charity trustees.

10.2 In selecting individuals for appointment as appointed as a charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

10.3 Nominated Trustees

- a) Oundle Town Council and Thrapston Town Council may appoint one charity trustee each.
- b) Any appointment must be made at a meeting held in accordance to the ordinary practise of the appointing body.
- c) Each appointment must be for a term of 1 year
- d) The appointment will be effective from the later of:
 - i. the date of the vacancy; and
 - ii. the date on which the charity trustees or their secretary are informed of the appointment.
- e) The person appointed need not be a member of the appointing body
- f) A trustee appointed by the appointing body has the same duty under Clause 9 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

11 Information for new charity trustees

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

- a) a copy of the current version of this constitution; and
- b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

12 Retirement and removal of charity trustees

12.1 A charity trustee ceases to hold office if he or she:

- a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- 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 disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of the provision).

12.2 Any person retiring as a charity trustee is eligible for reappointment.

13 Taking decisions by charity trustees

13.1 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 the majority of all charity trustees, which may comprise a single document or several documents containing the text of the resolution in like form to which the majority of all charity trustees has signified their agreement. Such resolutions 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 charity trustees; and
 - ii. the majority of all the charity trustees has signed agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its office.

14 Delegation by charity trustees

14.1 The charity trustees may delegate any of the powers or functions to a committee and, if they do, they shall 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.

14.2 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 treatments:

- 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 practicable; and

- c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers. E.g. roles of officers of the CIO.

15 Meetings of charity trustees

15.1 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.

15.2 Chairing of the 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 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 the meeting.

15.3 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 nearest to one third of the total number of charity trustees, whichever is greater. 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 person who chairs the meeting shall have a second or casting vote.

16 Membership of the CIO

16.1 The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are the charity trustees. Membership of the CIO cannot be transferred to anyone else.

16.2 Any charity trustee who ceases to be a charity trustee automatically ceases to be member of the CIO.

17 Informal or associate (non-voting) membership of CIO.

The CIO will not have informal or associate members.

18 Decisions which must be made by the members of the CIO

18.1 Any decision to:

- a) amend the constitution of the CIO
- b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- c) wind up or dissolve the CIO (including transferring its business to any other charity) must be made by resolution of the members of the CIO (rather than a resolution of the charity trustees).

18.2 Decisions of the members of the CIO (in practise the trustees) may be made either:

- a) by resolution at a general meeting; or

- b) by resolution in writing, in accordance with sub-clause 18.4 below.

18.3 Any decision specified in Sub-Clause 18.1 must be made in accordance with the provision of Clause 28 Amendment of Constitution, Clause 29 Voluntary winding up or dissolution, or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting or agreed by all members in writing.

18.4 Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by simple majority of all members who are entitled to vote on it. Such a resolution shall be effective provided that:

- a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- b) the required majority of members has signified its agreement to the resolution in a document or documents which were received within a period of 28 days, beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such a manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

19 General Meeting of members of CIO

19.1 Calling of general meetings of members of CIO

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in Clause 18.

19.2 Notice of General Meeting of CIO members

- a) The minimum period of notice required to hold a General Meeting of the members (trustees) of the CIO is 14 days.
- b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- c) Proof that an envelope containing a notice was properly addressed, prepaid and posted or that an electronic form of notice was properly address 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.

19.3 Procedure at a General Meetings of members of the CIO

The provisions in Clauses 15.2-15.4 governing the chairing of meetings, procedures at meetings and participation in meetings by electronic means apply to any General Meeting of the members.

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 the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- i. who was disqualified from holding office;
- ii who had previously retired or who had been obliged by the constitution to vacate office;
- iii. who was not entitled to vote on the matter, whether by reason of a conflict of 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 all quorate meeting.

20.2 Sub-Clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for Sub-Clause 20.1, the resolution would have been void, or if the charity trustee has not complied with Clause 7 (Conflict with Interest).

21 Execution of documents

21.1 The CIO shall execute documents by signature.

21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

22 Use of electronic communications

22.1 General

The CIO will comply with the requirements of the Communications provision 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 particular form or manner.

22.2 To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO 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.

22.3 By the CIO

- a) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - i. provide the members with the notice referred to in Clauses 19.2 (Notice of general meetings)
 - ii. give charity trustees notice of their meetings in accordance with Clause 15.1 (Calling meetings); and
 - iii. submit any proposal to the members or charity trustees for decision by written

resolution in accordance with the CIO's powers under Clauses 18 (Member's decisions) and 18.4 (Decisions taken by resolution in writing).

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

23 Keeping registers

The CIO must comply with its obligations under General Regulations in relation to the keeping of, and provision of access to, a register of members (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 CIO;
- 24.3 meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meetings; and
 - the decisions made at the meetings; and
 - where appropriate the reasons for 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 account, reports and returns must be sent to the Charity Commission, regardless of income of the CIO, within 10 months of the financial year.

25.2 The charity trustees must comply with their obligations to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26 Rules

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

27 Disputes

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

28 Amendment of constitution

As provided by sections 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 the CIO; or
- b) by a resolution passed by a 75% majority of those meeting at a general meeting of the members of the CIO called in accordance with clause 19 (General meeting of Members of CIO).

28.2 Any alterations of Clause 3 (Objects), Clause 29 (Voluntary winding up or dissolution), this clause, or 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.

28.3 No amendments that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

28.4 A copy of every resolution amending the constitution together with a copy of the CIO's constitution must be sent to the Commission by the end of a period of 15 days beginning with the date of passing the resolution, and the amendment does not take effect until it has recorded in the Register of Charities.

29 Voluntary winding up or dissolution

29.1 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 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i. by a resolution passed by 75% majority of those voting, or
 - ii. by a resolution passed by decision without a vote and without any expression of dissent in response to the question put to the general meeting; or
- b) by resolution agreed in writing by all members of the CIO.

29.2 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 the remaining assets of the CIO shall be applied.
- b) if the resolution does not contain such 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.

29.3 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 trustee 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.

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

30 Interpretation

CIO Charitable Incorporated Organisation

Members of CIO means the charity trustees of the CIO

Charity Trustee means member of CIO

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.

“Connected person” means:

- a) a child, parent, grandchild, grandparent, brother sister of the charity trustee
- b) the spouse or civil partner of trustee or of any person falling within sub-clause a) above listed above
- c) person carrying out business in partnership with trustee or any person falling within sub-clause a) or b) above
- d) an institution which is controlled
 - i. by trustee or any person falling within Sub-Clause a), b) or c) above; or
 - ii. by 2 or more persons falling within Sub-Clause d) i. above.
- e) a corporate body in which:-
 - i. a charity trustee or any connected person falling within Sub-Clause 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 applies for the purpose of interpreting the terms used in this constitution.