Established 1997 A Charitable Incorporated Organisation Registered charity no. 1156602

First Person Plural

dissociative identity disorders association

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Nominations, Elections and Trustee Induction Pack June 2021

includes 33 pages of FPP Constituion

NOMINATIONS AND ELECTIONS TO THE FPP (CIO) BOARD OF TRUSTEES

1. Board of Trustees of the Charitable Incorporated Organisation after the date of AGM in 2019

Name	Officer	Membership Category
Melanie Goodwin	Chairperson	Full (Last Elected 2019)
Kathryn Livingston	Treasurer	Full (Last Elected 2017)
Carole Broad		Full (Last Elected 2018)
Kim Sparkes		Full (Last Elected 2017)
Sarah Kelly		Associate (Last Elected 2019)

In accordance with the CIO's constitution a proportion of elected full member trustees will resign from office at this sixth AGM. Full member trustees resigning will be selected on basis of longest current term served. The Associate elected member is only required to resign at every third AGM so there is no vacancy this year. For pragmatic reasons and as no election/ AGM took place in 2020 due to pandemic restriction calculations of years served will exclude 2020. There is provision for a maximum of 5 elected full member positions on the Board, so in addition to the two vacancies created by resigning trustees there is one other elected full member vacancy on the Board to fill. At this AGM all resigning trustees may self-nominate for re-election to the new Board of Trustees.

2. Positions available on the Board of Trustees at this AGM (2021)

At this year's AGM three elected positions on the Board are available.

These are:-

- up to **three** positions which can **only be filled by full members**

3. Nominations

All current UK full and associate members of First Person Plural are eligible for election onto the Board of Trustees and are invited to self-nominate for election.

Organisational members can put forward only one named representative as a nominee for election to the Board of Trustees. If elected that named representative becomes a trustee of First Person Plural, i.e. it is not the organisation but the individual who becomes a trustee. For this reason organisational member nominations should only be made with the full knowledge and consent of the nominee (named representative).

To help members to vote all nominees are asked to submit a brief summary (no more than 300 words) of their relevant background which should include details of the strengths, skills, interests, experiences and aptitudes they can offer if elected to the First Person Plural Board of Trustees. You don't have to be experienced in committee work but you should be willing to learn, be able to work as part of a team and have a commitment to achieving FPP's objectives. You need to show that you are willing and able to take on the responsibilities of being a charity trustee. Much of the work of the Board is administrative and sometimes bureaucratic. It is sometimes hard to see what it has to do with dissociation or FPP's day to day operational work. Being a trustee is essential work and has its rewards in being with like-minded people and being at the centre of FPP's development and strategic decision making to ensure the future of the charity. Governance is the primary purpose of the Board and without governance, none of the operational work that the charity does can be achieved. Without its Board of Trustees FPP is not a charity at all.

If elected, you will be required to complete an online training course on the role of charity governance, the duties of the Trustee Board and the responsibilities of trustees. The course will take about 5 hours in total to complete, including a **zoom meeting at 7pm on Tuesday, 28th September**. Prior to that zoom meeting you must complete the online modules on your own and at your own pace **during the 30 day period starting Monday, 30th August**. Only after completion of the course will your appointment to the Board be confirmed. **Please put those dates in your diary now if you are nominating yourself for election or if you are already a trustee who is continuing their current term of office. Thank you.**

All nominations for eligible persons which are properly completed and received by the deadline below will be proposed and seconded at the AGM by members of the Board of Trustees, excluding any board member up for re-election this year.

To be valid nomination papers must be received **no later than 28th June 2021.**

3. Elections

Elections will be by ballot at the Annual General Meeting to be held on Saturday, 24th July 2021. To exercise your vote members must either attend the AGM in person (for organisational members this would be a named representative) or correctly complete and return a proxy voting form which will be circulated to all members once the nomination deadline is passed. **Proxy votes need to be received by 21st July 2021** to be valid.

Positions reserved for full members only will be filled by the (up to) three full member nominees who receive the most votes.

If the number of nominations received is equal or less than the number of elected positions available on the Board, a proposal will be made at the AGM to elect all nominees unopposed, without a formal ballot.

DUTIES, RESPONSIBILITIES, JOB DESCRIPTIONS AND SUPPORT RESOURCES FOR FPP EXECUTIVE COMMITTEE MEMBERS

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1. Introduction

First Person Plural is registered with the Charity Commission as a Charitable Incorporated Organisation. Members elected to the Board will automatically become trustees of the charity as well as having responsibilities as the managing body of the organisation. When acting in the role of trustee of First Person Plural members of the Board must act individually and collectively in the best interests of First Person Plural and not solely in their own interests. This may sometimes mean abiding by and acting in accordance with decisions properly agreed by the Board even if you voted against the decision during the meeting or discussion. For detailed information about the responsibilities of charity trustees see the Charity Commission booklet CC3 "The Essential Trustee : What You Need To Know" at https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3

The Charity Commission website https://www.gov.uk/government/organisations/charity-commission is a very useful resource for those thinking about becoming a trustee or after being elected as a trustee, so you are advised to browse it.

2. General duties and responsibilities as a trustee

The above booklet from the Charity Commission gives a summary of the general duties and responsibilities that members of the Board have as trustees of First Person Plural

General job-description for all Board members

These duties are shared by the Board as a whole. Each individual member of the Board is expected to contribute towards the achievement of these responsibilities

- To make strategic and other major decisions about First Person Plural's objectives, policies, priorities and procedures.
- To ensure the needs and interests of members and other beneficiaries, individuals, agencies and organisations are taken into account when making decisions.
- To ensure adequate resources (especially people and money) to carry out activities, possibly acting as employer of staff in order to do so.
- To monitor the work of the organisation, especially progress towards objectives, through the operation of Strategic and Business Plans and other action plans as appropriate.
- To ensure that the work of First Person Plural is carried out to appropriate quality standards.
- To take legal responsibility for First Person Plural and in all its actions

Board members acting honestly and to the best of their ability in their duties will not be liable for decision errors made without malice, within constitutional powers and in good faith by the Board. First Person Plural holds Trustee Liability insurance.

4. Specific job description for the Chairperson *(this position can only be filled by a full member of FPP. The position is appointed by the Board from among their number.*

The Chairperson takes a leadership role in First Person Plural. The Chairperson is a figurehead and will frequently be the primary contact for external organisations and individuals wishing to liaise or forge relationships with First Person Plural. The Chairperson will usually chair general and ordinary meetings of First Person Plural and the Board but this duty may be shared with other Board members.

The Chairperson also:-

- Convenes and ensures the proper conduct of ordinary meetings of First Person Plural and special and ordinary meetings of the Board.
- Sets agendas for meetings in liaison with the Secretary and other members of the Board as appropriate
- Between Board meetings, makes any emergency decisions needed in consultation with as many other Board members as possible
- Takes an active part in the daily work of First Person Plural
- With the Secretary and Treasurer, ensures that the responsibilities of First Person Plural in relation to financial management, the Annual General Meeting and other governance arrangements are carried out.

5. Specific job description for the Secretary *(this position can be filled by either a full or associate member of FPP and is appointed by the Board from among their number.*

The Secretary's main duties are related to administration, communication and information sharing within First Person Plural and ensuring that relevant external agencies and individuals are kept informed of First Person Plural's activities**.**

The Secretary:-

- Takes the minutes at general, ordinary and special meetings of First Person Plural and the Board.
- Ensures that files of past minutes and related documents are kept.
- Takes primary responsibility, in liaison with the Chairperson and other members of the Board, for the organisation of annual general meetings.
- Ensures that members are informed about forthcoming meetings and other activities of First Person Plural as appropriate and in liaison with the Chairperson and other members of the Board
- With the Chairperson, and other members of the Board as appropriate helps to prepare agendas for meetings
- Manages the sending and receipt of correspondence on behalf of First Person Plural including ensuring that files are kept and the Board are informed, as appropriate, of the correspondence sent and received.
- Ensures that a record of membership is kept
- Ensures that other appropriate administrative records are kept e.g. contact file
- Takes an active part in the daily work of First Person Plural on an as needed basis

Some of these duties may be delegated to staff or volunteers or shared with other Board members but ensuring the duties are carried out remains the Secretary's responsibility.

6. Specific job description for the Treasurer *(this position can be filled by either a full or associate member of FPP and is appointed by the Board from among their number.*

The Treasurer has responsibility for First Person Plural's financial records. The Treasurer's main duty is ensuring such records are kept and that the Board has access to appropriate state of finances information on which to base its decisions.

The Treasurer:-

- Produces accounts
- Reports on financial matters to the Board and to the membership at any general meeting
- Ensures that statutory requirements are met for the keeping of financial records and the reporting on financial matters to appropriate external authorities.
- Ensures that systems are in place and operated effectively for the day to day management of cash and other financial resources and that good records are kept of all transactions
- With the Chairperson and Secretary liaises with accountants and other financial advisers as appropriate.

Some of these duties may be delegated to staff or volunteers or shared with other Board members but remain the primary responsibility of the Treasurer. It is not the Treasurer's responsibility to decide how money is raised and spent. Such decisions are the responsibility of the whole Board.

7. Sub-Committees and Working Groups

First Person Plural governance and management currently operates through a structure of regular Board meetings and occasional members meetings. This is supported through conference calls, group email and regular membership mailings. Sub-committees and working groups to oversee particular activities or projects may be formed on an ad hoc basis. Members of the Board may be asked to participate in one or more ad hoc sub-committees or working groups. These are usually time-limited.

8. Time Commitment

The time commitment required of Board members cannot be given precisely but the following is a guide. Board members are required to:-

- Attend up to five 75 minute telephone/video conference call meetings of the Board per year. These are currently held on a weekday evening (usually Tues or Thurs), from 7pm to 8.15pm
- Attend up to two x 3-4 hour face to face Board meetings per year. These are currently held on a Saturday, at FPP's office building in Wolverhampton.
- Attend the Members Open Meeting whenever possible. These may be half day or full day and take place at various venues and are usually combined with the AGM
- Attend the Annual General Meeting
- Attend any (very rare) emergency meetings of the Board. If required such a meeting would most likely be by telephone/video conference call.
- Participate in meetings of any sub-committees to which you commit
- Before all meetings read papers and prepare for the agenda-ed discussions. This commitment would usually be between 1 and 3 hours of preparation every 8 weeks.

- Between meetings read and respond to Board email/postal communications. This commitment can be unpredictable and irregular as First Person Plural may need to make decisions and undertake tasks to fit in with external agencies' time scales. It generally averages at less than 1 hour per week. Most weeks there is no commitment while other weeks can require intense communications to resolve particular urgent or complex issues.
- Take on some tasks or act as representative on behalf of First Person Plural at some external events and meetings.
- Spend time, as & when you can, acquiring or updating specific skills and knowledge that would help FPP in its work and keeping up to date with the requirements and issues affecting the wider environment in which FPP operates so as to inform the decisions and proposals you make as a committee member and trustee. For example - general charity sector, specialist abuse and violence voluntary sector, specialist mental health voluntary sector, other organisations working specifically in the area of dissociation and dissociative disorders, national & local government policies and initiatives e.g. on health / mental health, funding sources etc. etc.

The time commitment for honorary officers can be greater. Occasional additional meetings of the honorary officer group may be needed to co-ordinate activity and to guide strategic planning.

Any Board member may additionally be asked to volunteer to help with the routine day to day tasks involved in ensuring FPP meets its objectives and other obligations.

Support Resources

Being a Trustee of First Person Plural is voluntary work. Trustees cannot be paid for the time given. Legitimate travel and subsistence expenses are currently met however this is dependent on funding. Some of the current Board who are able to do so re-donate their expenses back to First Person Plural. Re-donation of expenses is entirely voluntary.

It is understood that Board members may have periods when they are not able to be as active in the work of First Person Plural as they might otherwise be. This may be because of personal responsibilities, stress, distress or illness or because of conflicting commitments or for other reasons. It is expected that members of the Board will work together in a supportive way so that individual's needs for time out or a temporary reduction in their commitment to First Person Plural can be accommodated.

It is the individual's responsibility to advise the Board of such needs as they arise. In particular, Board members who are unable to complete a task they have taken on or for which they are routinely responsible must let their colleagues on the Board know without delay so that alternative arrangements can be made.

An induction pack is provided for Board members. All new and existing trustees will also be required to complete an online trustee induction training course

When funding is available opportunities may arise to meet the individual training needs of Board members in carrying out their roles. This might also include costs of attending relevant conferences and other events to represent First Person Plural. All such training and representation activities may only be undertaken with the consent of the First Person Plural Board.

Self-servicing (e.g. writing/wordprocessing reports/documents, sending & receiving e-mails) is usual for Board members. Administrative costs legitimately incurred in the performance of your role on the Board can only be reimbursed if previously agreed with the Chairperson or Board <u>and</u> on the production of receipts.

First Person Plural currently has a part-time paid Business Manager for sixteen hours per week, but it is not part of her role to routinely service individual trustees for administration tasks. Future plans include the appointment of a second part time member of paid staff whose role will be fundraising, communications and marketing. There is a one room office based in central Wolverhampton which Kathryn, who is FPP's voluntary co-ordinator, attends on an irregular basis – usually 2-3 short days per week. Trustees may use the facilities in the office but you must first negotiate a date and time with Kathryn – who holds the keys to access the office.

9. Useful skills, experience, knowledge & attitudes

The following are in no particular order and is not an exhaustive list. You don't need to have them all but the more you have the better equipped you are to take on the role of trustee. You should have a willingness to learn new skills as appropriate. The first three items are essential. You may like to use this list to help you identify any relevant skills etc you have which could be included on your nomination form.

Must have....

- Commitment to First Person Plural's mission, values and objectives
- Willingness and capacity to take on the responsibilities of being a charity trustee
- Ability to be self-responsible (with or without a supporter) e.g. ability to travel to meetings and participate in the business of First Person Plural without becoming unduly distressed, triggered without being able to ground yourself or 'switching' to uncooperative, inappropriately behaved or unsafe alters/parts.

Other................

- Ability to work in a team, getting along with a variety of people
- Experience of working on committees.
- Meeting skills
- Ability to form and voice own opinions and views
- Ability to respect others views and perspectives even when they disagree with your own.
- Ability to participate in discussions
- Tact and diplomacy
- Report and other document writing skills
- Communication skills
- Understanding and knowledge of dissociation in any and all it's forms (not only D.I.D.)
- Experience of volunteering and/or of working in the voluntary sector
- Leadership skills
- Understanding of financial matters and ability to explain accounts
- Minute taking skills

DUTIES OF A TRUSTEE

The duties of a Trustee are:

1.1 To ensure that First Person Plural complies with its Constitution, charity law, and any other relevant legislation or regulations

1.2 To ensure that the organisation pursues its objects as defined in its Constitution

1.3 To ensure the organisation applies its resources exclusively in pursuance of its objects

1.4 To contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets

1.5 To safeguard the good name and ethos of the organisation

1.6 To ensure the effective and efficient administration of the organisation

1.7 To ensure the financial stability of the organisation

1.8 To appoint the staff and volunteers and monitor performance

1.9 To promote the organisation and its mission to a wider audience

1.10 In addition to the above statutory duties, each Trustee should use any specific skills, knowledge, or experience they have to help the Board reach sound decisions. This may involve leading discussions, focusing on key issues, providing advice and guidance on new initiatives, evaluation, or other issues in which the Trustee has special expertise

1.11 Members of the Board also become involved, as they are able, in the day to day duties required to deliver First Person Plural's services and activities. This day to day involvement is not a Trustee duty but the size of First Person Plural means that Trustees are also the charity's primary volunteer workforce.

2. PERSON SPECIFICATION

Each Trustee must have (or be willing to develop with training and support if necessary):

2.1 A commitment to the mission, values and objectives of First Person Plural

2.2 A willingness to devote the necessary time and effort

2.3 A willingness to co-operate with the procedures, practices and required behaviour which the Board operates (see sheet headed FPP's Board of Trustees)

2.4 Integrity

2.5 Strategic vision

2.6 Good, independent judgement

2.7 An ability to think creatively

2.8 A willingness to speak their mind

2.9 An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship

2.10 An ability to work effectively as a member of a team

The Board as a whole needs skills and experience in the following areas:

2.11 Setting targets, monitoring and evaluating performance and programmes

2.12 Financial management, human resource matters and similar

2.13 Understanding of complex dissociative distress, including the conditions psychiatry labels as multiple personality or dissociative identity disorder <u>and</u> dissociative disorder not otherwise specified when this involves identity confusion or identity alteration

2.14 Understanding of other long-term effects of abuse and trauma in childhood

2.15 Understanding of the wider field of general mental health services, community and social care systems to which those affected by complex dissociative distress may need to turn for help and support

2.16 Legal matters especially as they relate to complex dissociative distress, adult survivors of childhood abuse and trauma, mental health generally and the voluntary sector

2.17 Fundraising

3. <u>TIME COMMITMENT</u>

3.1 Up to 7 Board meetings each year; 5 by video/ telephone conference call; up to two in person

3.2 AGM - normally in July

3.3 Members Open meetings usually combined with AGM

3.3 Involvement in ad hoc sub-committee (s) and working parties of the Board

3.4 Occasional involvement in external working parties/groups/conferences or other meetings and events to represent First Person Plural

FPP's Board of Trustees - How it works

a) The Board's main forum for discussion and decision making is a bi-monthly meeting most of which are by video/telephone conference call, so no travel is required. There are up to two face to face meeting each year The venue for these may vary, but is usually at FPP's office in Wolverhampton.

b) We try to set dates for all meetings well in advance.

c) We do our best to conduct all necessary business during these meetings, but occasionally decisions need to be made between meetings. (see below).

d) Meetings are kept as informal as possible but because they are business meetings some structure is necessary.

e) We have an agenda and related information or discussion papers.

f) Motions are formally made, seconded and voted on for critical decisions but run-of-the-mill and less important decisions are taken without this formality.

g) Meetings are minuted.

h) At the first meeting after the AGM we will revisit the ground rules that the previous Board agreed for their meetings to ensure everyone understands and agrees to abide by them.

i) Also, at that first meeting after an AGM, all Board members are required to sign a declaration that they accept the appointment as Board member and agree to act in the trusts of First Person Plural. This means acting in the best interests of First Person Plural and its objects and not acting in anyway that betrays the trust of the membership.

j) For attendance at the face to face committee meetings we will re-imburse travel expense. Payments will be made direct into personal bank accounts unless prior agreement has been reach to pay cash/cheque on the day. Expenses payments cannot be made in advance. All claims must be supported with travel tickets/receipts or mileage calculation if travelling by car. An expenses claim form will be enclosed with each meeting's papers.

k) The agenda and other meetings papers are sent out by email about two weeks before each meeting and it is expected that before the meeting Board members will have read these papers and begun to formulate any ideas or comments on the agenda-ed items that they wish to bring to the meeting.

l) We try to avoid tabling papers at the meeting but sometimes this is unavoidable.

m) Before the papers go out any Board member may ask for an item to be placed on the agenda for discussion. However, the item must first be discussed and agreed with the Chairperson who may seek the advice of other Board members before agreeing the item.

n) If the item is agreed, the Board member making the request is responsible for preparing any discussion paper required for that agenda item and must be prepared to lead the discussion at the meeting (or have already persuaded another Board member to do so on their behalf).

o) Any papers must reach the Co-ordinator or Business Manager in time to go out with that meeting's mailing (i.e. at least 15 days before meeting).

p) Only in exceptional circumstances will papers for non-urgent discussion items be allowed to be tabled.

q) Only items requiring immediate decisions are allowed to be discussed under Any Other Business (AOB). Asking for the Board to decide if an item should be placed on the next agenda is legitimate use of AOB.

r) Between committee meetings, information relevant to FPP business can be exchanged between Board members by e-mail. Newly appointed trustees will be required to share their email address with other Board members

s) Individual Board members email addresses must only be used for legitimate FPP business unless otherwise agreed by the specific Board member. The FPP email and postal addresses must only be used for legitimate First Person Plural business.

u) Occasionally, documents or information received by First Person Plural will be circulated to Board members between meetings because it needs a response which requires input from all Board members and which cannot wait until the next Board meeting. Board members are expected to respond to such requests for input whenever possible, as soon as possible and before any deadline specified.

v) Even more rarely, urgent Board decisions may need to be taken between Board meetings. Such decisions may require extended e-mail discussion and Board members are again expected to participate if they are able, as soon as they are able and before any deadline specified.

w) Urgent Board decisions made by email between meetings are as valid as those made at Board meetings providing that the spirit of the terms of Clause 18 & 20 of the constitution have been present. Any such e-mail decision will be ratified and noted in the minutes of the next Board meeting.

x) At all times during the performance of Board duties and when acting as a trustee of First Person Plural Board members are required to be self-responsible. Full member trustees are expected to engage with their trustee duties as 'responsible adult' or equivalent, notwithstanding the challenges of living with a complex dissociative identity. (see Groundrules)

y) Board members are expected to make arrangements to routinely and regularly access email, to check for and participate in Board communications. This may need to be at a public library or internet cafe, if you do not have internet access at home/work.

Ground-rules for Board of Trustees

- **Confidentiality** Nothing personal that anyone says to be repeated outside the meeting by anyone without specific permission from the individual. Sometimes sensitive items may be on the agenda and those present are expected not to talk outside the meeting about these items to anyone who is not on the steering group.

- **Respect** Letting people speak without interruption; not talking over people; not speaking for so long that others don't have the opportunity to have their say; it is ok to disagree but people should not be attacked for their opinions. Talking about personal experience of abuse or related issues is okay to illustrate a point you are making but explicit descriptions which might be triggering to others are not allowed.

- **Stay Focused** Remember the meeting has a specific purpose and keep to the agenda, subject and/or task in hand. While friendships may develop, this is a business meeting, not a self-help or support group.

- **Access needs** Let others know if you have any particular access needs e.g. speaking slowly; not turning away when speaking, speaking louder/softer

- **Self & collective responsibility** Each person is responsible for their own emotional & physical safety, for their comfort needs and for their behaviour. No-one is expected to 'take care of' any other Board member either in or outside the meeting. Being caring, is not the same as taking care of. Ask/tell if there is anything about the environment which is causing you distress or discomfort. You must remain (or quickly return to) an adult ego state during the meeting. Respectfully challenge others for any behaviour that breaks these groundrules

- **Non-discrimination** No oppression. Common racist; sexist; disablist; mentalist; ageist and homophobic remarks or behaviour to be avoided. Any other offensive or discriminatory language or behaviour to be respectfully challenged in the spirit of education, not attack. Once challenged such language or behaviour should be avoided in future.

- **Choice** No-one has to take part in anything they do not want to, but remember that your views are important and as an elected Trustee of the charity you will be expected to share responsibility for all decisions made whether or not you participated in the discussions. Don't stay quiet if you have something to contribute. People can just sit quietly and listen, but if you never contribute maybe you should consider why this is. whether there is something you can do to make it possible for you to speak up or ultimately whether you should remain a Trustee or not. It is ok to leave the meeting for a break; to take time to ground yourself or for any other reason however let someone know whether you intend coming back.

CONSTITUTION

Agreed by Board of Trustees on eighth February 2014
Registered with Charity Commission ninth April 2014
Adopted unchanged at AGM on eighteenth July 2015

1. Name

The name of the Charitable Incorporated Organisation (the CIO) is **FIRST PERSON PLURAL**

2. National location of principle office

The CIO must have a principle office in England or Wales. The principle office of the CIO is in England

3. Objects

The objects of the CIO are

(i) The relief of sickness, in particular by provision of support and information to adult survivors of trauma and abuse who experience complex dissociative distress, their friends, family and carers;

(ii) To promote a better understanding of complex dissociative distress among health and social care professionals and to improve service provisions leading to better health outcomes;

(iii) The advancement of education of the general public in order to promote a better understanding and acceptance of people who experience complex dissociative distress.

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

4. Powers

The 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 CIO's powers include power to:-

(i) borrow money and to charge the whole or any part of its property 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;

(ii) buy, take on lease, or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(iii) 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;

(iv) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ and 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;

(v) 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;

(vi) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

(vii) establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(viii) appoint and constitute such advisory committees as the Board of Trustees may think fit.

5. Application of income and property

(i) 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 or her when acting on behalf of the CIO;

b) A charity trustee may benefit from trustee indemnity cover purchased at the CIO's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.

(ii) 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.

(iii) 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 payment to charity trustees and connected persons

(i) 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, 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 **(ii)** of this clause, or authorised by the court, or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit direct or indirect, which is either money or has a monetary value

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

a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of 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 **(iii)** 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 interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate)

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 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.

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 members of the public

(iii) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause **(ii)**-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 the CIO and the charity trustee or connected person supplying the goods ("the supplier").

b) The amount or maximum amount of payment for goods does not exceed what is reasonable in the circumstances for the supply of the goods in questions.

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 their decision is recorded by the charity trustees in the minute book.

g) A majority of charity trustees then in office are not in receipt of remuneration or payments authorised by clause **6**.

(iv) In sub-clauses **(ii)** and **(iii)** of this clause:-

a) "the CIO" includes any company in which the CIO:-

i. holds more than 50% of the shares;

or

ii. controls more than 50% of the voting rights attached to the shares;

or

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 **31** (Interpretation)

7) Conflicts of interest and conflicts of loyalty

A charity trustee must:

(i) 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

(ii) 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

(i) Admission of new members

a) **Eligibility**

Membership of the CIO is open to any individual aged 18 years or over who is a UK citizen or, if a non-UK citizen, is resident in the UK and any organisation or corporate body which is based in the UK who / which is interested in furthering the purposes of the CIO, 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 **(iii)** of this clause.

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

b) **Categories of Membership**

There shall be two categories of members of the CIO – Full and Associate.

i. The category of Full member shall be used solely to designate individual members of the CIO who are or have previously been diagnosed with dissociative identity disorder (DID), multiple personality disorder (MPD), DID-like dissociative disorder not otherwise specified (DDNOS), or an equivalent specified dissociative disorder and/or who self-identify as having personal lived experience of such complex dissociative distress.

ii. The category of Associate member will be used to designate:-

- Individual members of the CIO who do not meet the criteria for designation as Full member as specified in sub-clause b)-i. of this clause.

  and

- Corporate bodies or individuals representing unincorporated associations which are members of the CIO.

c) **Admission Procedures**

The charity trustees:-

i. may require applications for membership to be made in any reasonable way that they decide;

ii. may refuse an application for membership if accepting it would mean that the number of members of the CIO designated as Full members would be less than 55% of the total membership as this would negate the CIO's core principle of being led by those with personal lived experience of complex dissociative distress, or for any other reason they believe is in the best interests of the CIO;

iii. 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 if the refusal is for any other reason than maintaining the Full to Associate membership ratio specified in sub-clause c)-ii. of this clause, give the applicant the opportunity to appeal against the refusal; and

iv. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(ii) Transfer of membership

Membership of the CIO cannot be transferred to anyone else except in the case of an individual 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.

(iii) 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.

(iv) Termination of membership

a) Membership of 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. the member does not complete an annual renewal of membership within two months of being notified of the requirement and means by which he or she must renew membership; or

   iv. any sum of money owed by the member to the CIO is not paid in full within two months of being notified that it has fallen due; or

   v. the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

b) Before the charity trustees take a decision to remove someone from membership of the CIO they must:-

i. inform the member of the reasons why it is proposed to remove him, her or it from membership;

ii. give the member at least 21 clear days' notice in which to make representation to the charity trustees as to why he, she or it should not be removed from membership;

iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and

v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(v) Membership fees

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

The charity trustees may waive in full or part the membership fees required to be paid to the CIO by an individual member in financial hardship.

(vi) Informal (non-voting) membership

a) There shall be a category of membership of the CIO which is designated International member. This shall be a class of informal non-voting membership which is open to any individual, corporate body or organisation who is not a UK citizen, nor, a non-UK citizen who is resident in the UK, nor, if a corporate body or organisation, based in the UK, but who/which otherwise meets the criteria for either Full or Associate categories of membership of the CIO specified in sub-clause **(i)**-b) of this clause.

b) The charity trustees may create other classes of informal non-voting membership and determine the rights and obligations (including payment of membership fees), and the conditions for admission to, and termination of membership of all such classes of informal non-voting members, including International membership.

c) Other references in this constitution to "members" and "membership" do not apply to informal 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

(i) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause **(iv)** of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause **(ii)** of this clause or by written resolution as provided in sub-clause **(iii)** of this clause.

(ii) Taking ordinary decisions by vote

Subject to sub-clause **(iv)** 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, including votes cast by postal or email ballot and proxy votes.

(iii) Taking ordinary decisions by written resolution without a general meeting

a) Subject to sub-clause **(iv)** of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:-

i. a copy of the proposed resolution has been sent to all the members eligible to vote; and

ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

c) 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 in accordance with paragraph a) above.

d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

e) The charity trustees must within 21 days of receiving such a request comply with it if:-

   i. The proposal is not frivolous or vexatious and does not involve the publication of defamatory material;

   ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

   iii. Effect can lawfully be given to the proposal if it is so agreed.

f) Sub-clauses a) to c) of this clause apply to a proposal made at the request of members.

(iv) Decisions that must be taken in a particular way

a) Any decision to amend this constitution must be taken in accordance with clause **29** of this constitution (Amendment of constitution)

b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause **30** of this constitution (Voluntary winding up or dissolution).

c) Any decision to amalgamate or transfer the undertakings 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

(i) Types of general meetings

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 (independently examined or audited as applicable) and the trustees' annual report, and must elect trustees as required under clause **13.** (Appointment of charity trustees)

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.

(ii) 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 **(i)** 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, within 21 days, 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 members making the request.

c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause b)-i. 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 the 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 general meeting.

h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting

i) The 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 the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(iii) Notice of general meetings

a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 21 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause **(iii)**-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:

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, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause **23** (Use of electronic communication) details of where the information may be found on the CIO's 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 the CIO.

(iv) Chairing of general meetings

The person nominated as chair by the charity trustees under clause **20-(ii)** (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.

(v) 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 the greater of 5% or five members, provided that a simple majority of members of the CIO attending are Full members. An organisation represented by a person present at the meeting in accordance with sub-clause **(ix)** 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 20 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 20 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 the CIO's members at least fourteen clear days before the date on which it will resume.

e) If a quorum is not present within 20 minutes of the start time of the adjourned meeting, the member or members present at the meeting 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 may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(vi) Voting at general meetings

a) Every member has one vote.

b) Any decision on a previously notified resolution, other than one falling within clause **10-(iv)** (Decisions that must be taken in a particular way), shall be taken by a simple majority of the combined votes cast by a show of hands at the meeting (including proxy votes) and valid votes received prior to the meeting by post or electronic communication.

c) A decision on an ancillary or procedural resolution arising during the meeting shall be taken by a simple majority of votes cast by a show of hands at the meeting (including proxy votes).

d) In the event of an equality of votes the chair of the meeting shall have a second, or casting vote.

e) 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.

(vii) Proxy voting

a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a 'proxy notice') which:

i. states the name and address of the member appointing the proxy;

ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

iii. specifies which of the member's rights have been assigned to the proxy;

iv. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and

v. is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

d) Unless a proxy notice indicates otherwise it must be treated as:

i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

ii. appointing that person as proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

e) A member who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.

f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(viii) Postal Voting (including by electronic mail)

a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

i. a notice by email, if the member has agreed to receive notices this way under clause **23** (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

ii. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to "The Scrutineers for First Person Plural" at the CIO's principal office or such other postal address as is specified in the voting procedure.

e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

k) The scrutineers must not disclose the result of the postal/email ballot until after the votes cast by a show of hands at the meeting have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

(ix) Representation of organisations and corporate members

An organisation or corporate body that is a member of the CIO, may, in accordance with its usual decision making 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.

(x) 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 which could properly be transacted at the original meeting.

12) Charity Trustees

(i) 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:

a) to exercise his or her powers and 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; 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 it is reasonable to expect of a person acting in the course of that kind of business or profession.

(ii) Eligibility for trusteeship

a) Every charity trustee must be a natural person.
b) No-one may be appointed as a charity trustee of the CIO:

- if he or she is under the age of 18 years, or
- if he or she would automatically cease to hold office under the provisions of clause **15**-e)

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 charity trustees decide, his or her acceptance of the office of charity trustee

(iii) Number of charity trustees

a) There should be not less than 4 nor more than 5 elected charity trustees who are full members of the CIO**;**

no more than 1 elected charity trustee who is an associate member of the CIO; and

a maximum of 2 non-elected charity trustees appointed for the purpose of providing particular skills or experience needed for the effective management of the CIO. Such charity trustees may be full, associate or non-members of the CIO;

b) There must be at least 3 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.

c) The maximum numbers and categories of charity trustees that can be appointed is as provided in sub-clause **(iii)**-a) of this clause. No trustee appointment can be made in excess of these provisions, nor if by appointing a trustee the number of charity trustees who are full members of the CIO would be less than the combined number of associate and non-members of the CIO who are charity trustees.

(iv) First charity trustees

The first charity trustees of the CIO are:-

Melanie Jane Goodwin____

Kathryn Livingston____

Christine Ho____

Carol Broad____

Sandra Sunfire____

____

____

13) Appointment of charity trustees

(i) Elected charity trustees

a) At the first annual general meeting of the members of the CIO all charity trustees shall retire from office

b) At every subsequent annual general meeting of the members of the CIO, one-third of the elected charity trustees who are full members of the CIO shall retire from office. If the number of elected charity trustees who are full members of the CIO is not divisible by three then the numbers nearest to one third shall retire from office, but if there is only one elected charity trustee who is a full member of the CIO he or she shall retire from office;

c) At the third and every subsequent third annual general meeting of the members of the CIO, any elected charity trustee who is an associate member of the CIO shall retire from office.

d) The elected charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

e) The vacancies so arising may be filled by the decision of the members of the CIO via an election held at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause **(i)**-f) of this clause;

f) The charity trustees may decide at any time to appoint a new charity trustee to fill any vacancy for elected charity trustees not filled at the last annual general meeting or in place of any elected charity trustee who has retired or been removed from office in accordance with clause **15** (Retirement and removal of charity trustees), provided that the limits specified in clause **12-(iii)** on the numbers and categories of elected charity trustees would not as a result be exceeded;

g) A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his or her appointment, and shall not be counted for the purpose of determining which of the elected charity trustees is to retire by rotation at that meeting.

(ii) Non-elected charity trustees

a) The charity trustees may at any time appoint new charity trustees for the purpose of bringing onto the trustee board particular skills and experience necessary for the management of the CIO, provided that the limits specified in clause **12**-**(iii)** on the number and categories of charity trustees are not exceeded;

b) Such non-elected charity trustee appointments shall be for a period of 3 years;

c) The person(s) appointed need not be a member of the CIO at the time of their appointment but must become a full or associate member of the CIO as appropriate within 14 days of their appointment.

d) Non-elected charity trustees have the same duty under Clause **12-(i)** as elected 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.

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 trustees

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

a) retires by rotation or by notifying the CIO in writing; or verbally at a meeting of the charity trustees (recorded in the minutes of that meeting); 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 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 director and may remain so for more than three months,

e) 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)

16) Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment, provided that the limits on numbers and categories of charity trustees specified in clause **12-(iii)** would not be exceeded if they are reappointed, and the following conditions for reappointment are met:

a) An elected charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year has passed.

b) A non-elected charity trustee may be re-appointed at the end of their initial 3 year term of office for any number of further 3 year terms, provided that the skills and experience for which they were appointed are still required for the management of the CIO.

17) Appointment of Honorary Officers

At the start of the first meetings of charity trustees following each annual general meeting the charity trustees shall appoint from amongst themselves three honorary officers, being the chairperson, secretary and treasurer of the CIO

a) Only an elected charity trustee who is a full member of the CIO shall be appointed as honorary chairperson.

b) Any elected or non-elected charity trustee may be appointed as honorary secretary or honorary treasurer.

c) The charity trustees appointed into one of these three honorary positions shall take office immediately following appointment.

d) If an honorary officer position becomes vacant at any time before the next annual general meeting the charity trustees may take a decision to appoint one of their number to that vacancy, provided the appropriate criteria for that vacant position as specified in sub-clause a) or b) of this clause are adhered to.

e) All honorary officers shall retire from these positions at the end of the annual general meeting following their appointment, but, providing they remain a charity trustee after that annual general meeting, may be re-appointed to the same or another honorary officer position for which they are eligible under the provisions of sub-clauses a) and b) of this clause.

18) 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 unanimously agreed by all of 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 trustee(s) has signified their agreement.

19) Delegation by charity trustees

(i) 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.

(ii) 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 practicable; and

c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20) Meetings and proceedings of charity trustees

(i) Calling meetings

a) There shall be a minimum of two meetings of the charity trustees per year which shall be called by the honorary chairperson of the CIO.

b) Any charity trustee may call a meeting of the charity trustees.

c) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(ii) Chairing of meetings

The honorary chairperson of the CIO shall chair the meetings of the charity trustees. If no-one has been so appointed, or the honorary chairperson is not present within 10 minutes after the notified start time of the meeting, the charity trustees present may appoint one of their number to chair the meeting.

(iii) 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 three charity trustees or such larger number as the charity trustees may decide from time to time, provided that the number of charity trustees who are full members of the CIO present is greater than or equal to the number of other charity trustees present. 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 of the meeting shall have a second or casting vote.

(iv) 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 a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with 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 the taking of minutes.

21) Saving provisions

(i) Subject to sub-clause **(ii)** 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 holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- 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 a quorate meeting.

(ii) Sub-clause **(i)** of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause **(i)**, the resolution would have been void, or if the charity trustee has not complied with clause **7** (Conflicts of interest)

22) Execution of documents

(i) The CIO shall execute documents either by signature or by affixing its seal (if it has one)

(ii) A document is validly executed by signature if it is signed by an honorary officer and at least one other charity trustee.

(iii) If the CIO has a seal:

a) it must comply with the provisions of the General Regulations; and

b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by an honorary officer and at least one other charity trustees.

23) Use of electronic communications

(i) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

b) any requirements to provide information to the Commission in a particular form or manner

(ii) 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.

(iii) 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, subject to compliance with any legal requirements, by means of publication on the CIO's website:

i. provide the members with the notice referred to in clause **11-(iii)** (Notice of general meetings);

ii. give charity trustees notice of their meetings in accordance with clause **20-(i)** (Calling meetings);

iii. submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause **10** (Members' decisions), **10-(iii)** (Decisions taken by resolution in writing), or **11-(viii)** (Postal voting)

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.

24) Keeping of Registers

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

25) Minutes

The charity trustees must keep minutes of all:

a) appointments of officers made by the charity trustees;

b) proceedings at general meetings of the CIO;

c) meetings of charity trustees and committees of charity trustees including:

- the names of the trustees present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions;

d) decisions made by the charity trustees otherwise than in meetings.

26) Accounting records, accounts, annual reports and returns, register maintenance

(i) 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, regardless of the income of the CIO within 10 months of the financial year end.

(ii) 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.

27) 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.

28) 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.

29) Amendment of constitution

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

(i) 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.

(ii) Any alteration of clause **3** (Objects), clause **30** (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.

(iii) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(iv) 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.

30) Voluntary winding up or dissolution

(i) 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 21 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

iii. by a resolution agreed in writing by all members of the CIO.

(ii) 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.

(iii) 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 seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

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

31. Interpretation

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 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.