
STATUTORY INSTRUMENTS

2012 No. 3012

**The Charitable Incorporated
Organisations (General) Regulations 2012**

PART 3

CONSTITUTION

Matters to be provided for in constitution

13.—(1) A CIO’s constitution must state the names of the persons who are to be the first charity trustees of the CIO.

(2) In addition to the provision required by section 206(2) of the 2011 Act, a CIO’s constitution must make—

- (a) the standard charity trustee provisions; and
- (b) the standard member provisions.

(3) In this regulation—

“standard charity trustee provisions” means provision about—

- (a) how a charity trustee of the CIO retires from office;
- (b) the other circumstances in which a charity trustee of the CIO will cease to hold office and in particular, if the CIO’s constitution permits its members to remove a charity trustee from office, the circumstances in which a charity trustee may be removed from office and the procedure for doing so;
- (c) the holding of meetings of the charity trustees of the CIO and in particular—
 - (i) the procedure for calling such meetings;
 - (ii) the appointment of a chair of such meetings;
 - (iii) the quorum for such meetings;
 - (iv) if the charity trustees of the CIO are to have the right to demand a poll, the exercise of that right and the manner in which the poll is to be conducted; and
- (d) subject to compliance with section 222 of the 2011 Act and regulation 36, the extent to which a charity trustee of the CIO may, if at all, benefit personally from any arrangement or transaction entered into by the CIO.

“standard member provisions” means provision about—

- (a) how a member retires from membership of the CIO;
- (b) the other circumstances in which, and method by which, a member’s membership of the CIO may or must be terminated; and
- (c) the holding of general meetings of its members and in particular—
 - (i) the procedure for calling such meetings;
 - (ii) the appointment of a chair of such meetings;

- (iii) the representation at such meetings of any body corporate who is a member of the CIO;
- (iv) the quorum for such meetings; and
- (v) if the members of the CIO are to have the right to demand a poll, the exercise of that right and the manner in which a poll is to be conducted.

(4) If the CIO is to have a common seal, the constitution must make provision about the use of the seal.

(5) If a CIO's constitution permits its members to appoint a proxy, the constitution must make provision about—

- (a) the way in which a member makes such an appointment;
- (b) the rights of the proxy; and
- (c) the termination of such an appointment.

(6) If a CIO's constitution permits its members to vote by post, the constitution must make provision about the circumstances in which, and the way in which, such votes may be given.

(7) If a CIO's constitution permits its members to make decisions at a general meeting otherwise than by voting on resolutions, the constitution must make provision as to the alternative process by which the members may make decisions at a general meeting.

(8) If a CIO's constitution permits its members to make decisions otherwise than at a general meeting, the constitution must make provision as to the alternative process by which the members may make decisions otherwise than at a general meeting.

(9) If the members of a CIO are to have different voting rights, the constitution must state the voting rights which are to attach to each class of member.

(10) If the members of a CIO are to be treated, as a result of becoming members, as having agreed to receive communications from the CIO by electronic means, the constitution must include—

- (a) a statement to this effect; and
- (b) provision setting out, as a result of the deemed agreement, the circumstances in which its members will receive communications by electronic means from the CIO.

(11) If a CIO is to communicate with its members by means of a website, the constitution must make provision as to the circumstances in which a website may be used as a means of communication with its members.

(12) If a CIO's constitution requires more than one charity trustee to be in office for the business of the CIO to be discharged, the constitution must make provision indicating the minimum number of charity trustees that are to be in office to enable its business to be discharged.

(13) If a CIO's constitution is to permit its charity trustees to make decisions at a meeting otherwise than by voting on resolutions, the constitution must make provision as to the alternative process by which the charity trustees may make decisions at a meeting.

(14) If a CIO's constitution is to permit its charity trustees to make decisions otherwise than at a meeting, the constitution must make provision as to the alternative process by which the charity trustees may make decisions otherwise than at a meeting.