

CONSTITUTION OF TAMIL ASSOCIATION OF BRENT CHARITABLE INCORPORATED ORGANISATION

1. NAME

- 1.1. The name of the Charitable Incorporated Organisation is Tamil Association of Brent (and in this document is called the Charity or CIO).

2. NATIONAL LOCATION & PRINCIPAL OFFICE

- 2.1. The CIO's registered office is to be situated in England and Wales.

3. CIO's OBJECTS

- 3.1. For the public benefit in the London Borough of Brent & its neighbouring boroughs and in particular for the benefit of those members of the public who are Tamils or of Tamil origin by:-
- 3.2. Advancing education in Tamil language, literature, music culture, history traditions and other subjects;
- 3.3. Relieving poverty, sickness and distress through the provision of advice, information and other assistance;
- 3.4. Providing and assisting in the provision of facilities for the education, recreation and leisure-time occupation of children and young people so as to assist them in growing to full maturity as individuals and as members of society; and
- 3.5. Providing and assisting in the provision of facilities for the recreation and other leisure-time occupation of the said inhabitants in the interests of social welfare and so that their conditions of life may be improved.
- 3.6. To further charitable purposes, in particular for the relief of poverty, sickness and distress, elsewhere in the United Kingdom and overseas.
- 3.7. 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 (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]

4. POWERS

- 4.1. The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO's powers include power to:
 - 4.1.1. 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;
 - 4.1.2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.3. 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;
 - 4.1.4. employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

- 4.1.5. 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;
- 4.1.6. To provide a meeting place for genuine promoters of Tamil language and culture.
- 4.1.7. To participate and co-operate with other charitable organisations and associations having objects similar to those of the CIO.
- 4.1.8. To administer and maintain a suitable library and also publish literature related to Tamil language and Culture.
- 4.1.9. To obtain, collect and receive money and raise funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not) Provided that the CIO shall not undertake any substantial trading activities in raising funds for the Objects of the CIO other than such trading activities as may be permitted by law or by the Charity Commissioners;
- 4.1.10. Establish, manage and promote educational classes.
- 4.1.11. Lobby parliamentarians, Central government and local government representatives to include Tamil language and culture in the National curriculum.
- 4.1.12. Organise lectures, demonstrations, workshops to promote health initiatives.
- 4.1.13. Provide day centre, meals on wheels and home visits for the old and infirm in the local community
- 4.1.14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the CIO;
- 4.1.15. To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 4.1.16. To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these Objects or similar charitable purposes and to exchange information and advise with them;
- 4.1.17. To pay out of the funds of the CIO the costs, charges and expenses of and incidental to the formation and registration of the CIO;
- 4.1.18. To do all other such lawful things as are necessary desirable or reasonable for the achievement of the Objects.
- 4.1.19. Open and operate accounts with UK registered banks and building societies and where appropriate invest excess funds in Government bonds or in the National Savings Bank.

5. APPLICATION OF INCOME AND PROPERTY

- 5.1. The income and property of the CIO must be applied solely towards the promotion of the objects.
 - 5.1.1. 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.
 - 5.1.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.2. None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - 5.2.1. a benefit from the CIO as a beneficiary of the CIO;
 - 5.2.2. reasonable and proper remuneration for any goods or services supplied to the CIO.
- 5.3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. BENEFITS PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

6.1. General provisions

6.1.1. No charity trustee or connected person may:

- 6.1.1.1. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.1.2. sell goods, services, or any interest in land to the CIO;
- 6.1.1.3. be employed by, or receive any remuneration from, the CIO;
- 6.1.1.4. receive any other financial benefit from the CIO;

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

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

- 6.2.1. A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 6.2.2. 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.
- 6.2.3. Subject to sub-clause (3) 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.
- 6.2.4. 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).
- 6.2.5. 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.
- 6.2.6. 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.

6.3. Payment for supply of goods only – controls

- 6.3.1. The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:
 - 6.3.1.1. 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”).
 - 6.3.1.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 6.3.1.3. 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.
 - 6.3.1.4. 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.
 - 6.3.1.5. 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.
 - 6.3.1.6. The reason for their decision is recorded by the charity trustees in the minute book.
 - 6.3.1.7. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4. (4) In sub-clauses (6.2) and (6.3) of this clause:

- 6.4.1. “the CIO” includes any company in which the CIO:
 - 6.4.1.1. holds more than 50% of the shares; or
 - 6.4.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 6.4.1.3. has the right to appoint one or more directors to the board of the company;
- 6.4.2. “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

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

- 8.1. 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. MEMBERS

- 9.1. The total number of members of the CIO at any time shall not be less than **thirty**.
- 9.2. Membership shall be open to all persons aged eighteen and over, who support the advancement of the Objects of the CIO and who
 - 9.2.1. are dedicated to actively furthering the Objects of the CIO and
 - 9.2.2. whose application for membership is approved by the Board of the Trustees and
 - 9.2.3. who shall have paid such subscription as may from time to time be decided by the Trustees on the approval of the members.
- 9.3. The Membership year will run from April 1st to 31st March next year. Membership fees will become due on April 1st of each year.
- 9.4. Unless a person ceases to be a member in accordance with clause 9.5 below the Trustees may in their absolute discretion permit any member of the CIO to retire, provided that after such retirement the number of members is not less than Thirty.
- 9.5. A person shall cease to be a member if;
 - 9.5.1. he/she resigns voluntarily by giving notice to the Secretary of the CIO in writing; or
 - 9.5.2. his/her subscription is in arrears for more than 3 months from the date that it fell due; or

- 9.5.3. he/she becomes unsound in mind; or
 - 9.5.4. a vote of no confidence is passed on him by the members; or
 - 9.5.5. his/her name is struck off from the register of members by a decision of the Trustees on the grounds that his/her activities do not conform with the Objects of the CIO. Such a decision shall be subject to endorsement by the members at the next Annual General Meeting.
- 9.6. Any person who ceases to be a member shall not be admitted on the premises being used by the charity, or permitted to take part in any activities of the CIO or hold any office.
- 9.7. Any person who ceases to be a member on the grounds stated in clause 9.5.5 above may be reinstated by a decision of the Trustees upon written request lodged by him/her with the Secretary to the Board of Trustees provided that he/she reaffirms his/her faith in the Objects of the CIO and gives a solemn undertaking to carry out the obligations of membership under this governing instrument in good faith and provided that all arrears of subscription have been paid to the CIO.
- 9.8. A register of members shall be maintained by the secretary to the Board of Trustees.

10. USE OF ELECTRONIC COMMUNICATIONS

10.1. Electronic Communications to the CIO

- 10.1.1. 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.

10.2. Electronic Communications by the CIO

- 10.2.1. 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.
- 10.2.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –
 - 10.2.2.1. provide the members with the notice referred to in clause 12.2 (Notice of general meetings);
 - 10.2.2.2. give charity trustees notice of their meetings in accordance with clause 12 and
 - 10.2.2.3. submit any proposal to the members or charity trustees for decision by written resolution or postal vote or email voting in accordance with the CIO's powers under clause 14 (Votes of Members) and clause 15 (Postal or Email Voting).
- 10.2.3. The charity trustees must:
 - 10.2.3.1. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - 10.2.3.2. 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.

11. GENERAL MEETINGS

- 11.1. The CIO shall hold an Annual General Meeting (AGM) in each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one AGM of the CIO and that of the next. The AGM shall be held at such times and places as the Trustees shall appoint.
- 11.2. General meetings may be called by a minimum of four Trustees or may be called by a written request addressed to the Secretary of the CIO from not less than **twenty five members** of the CIO. On receipt of such written request the Trustees shall forthwith and in case no later than 28 days after the receipt

of the request proceed to convene a SGM. Only business specified by the Board or requested by the members who called the meeting shall be discussed at the SGM.

12. NOTICE OF GENERAL MEETINGS

- 12.1. An AGM or an SGM shall be called by giving at least twenty one Clear Days' notice but a general meeting may be called by shorter notice if it is agreed as follows:
 - 12.1.1. in the case of an AGM, by all the members entitled to attend and vote; and
 - 12.1.2. in the case of any other meeting requested by a majority in number of members having a right to attend and vote being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.
- 12.2. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.
- 12.3. The notice shall be given to all the members and to the Trustees and Auditors.
- 12.4. All such notices which are required or authorised by this constitution shall be sent by post or electronic means addressed to either the postal address or email address of all members found in the register of members maintained by the Trustees and the CIO provided:
 - 12.4.1. that such notice, when posted or emailed, shall be deemed to have been given by the time at which the letter containing it would be delivered in the ordinary course of post; and
 - 12.4.2. that no notice of any meeting or election need be given to any member if in the register above mentioned he/she has no postal address in the United Kingdom or an email address; and
- 12.5. notice sent to the postal or email address any Trustee or Member contained in the above mentioned register shall be deemed validly given notwithstanding that such notice may not have been received.
- 12.6. the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 12.7. a member present, at any meeting of the CIO, shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 12.8. A preliminary notice of an intention to hold the AGM shall be given to all members and auditors at least 42 days before the intended date of the AGM. The notice shall state the planned date for the AGM and request members to submit within a minimum of 14 days or a closing date specified in the preliminary notice
 - 12.8.1. any resolutions that they propose for consideration at the AGM. The resolutions must be signed by the proposer and seconder both of whom shall be members.
 - 12.8.2. nominations for trustee posts (if appropriate) by way of a correctly completed nomination form that would have been sent with the preliminary notice of the AGM to members.
 - 12.8.3. Any other information, data or responses specified in the preliminary notice.
- 12.9. The preliminary notice of an intention to call an AGM is not a notice of a AGM as specified in clause 12.1 and 12.2 above. A formal notice of a planned AGM shall be issued after the closing date for responses specified in the preliminary notice.
- 12.10. The Board will review responses (received by the specified closing date) to the preliminary notice of an AGM for compliance with this constitution and include all compliant responses for discussion and approval at the AGM. Non compliant resolutions shall be returned to the proposer with reasons for non compliance, no later than 7 days after the closing date for submission of resolutions. In such an event the proposer will be given one opportunity to submit a revised resolution within 7 days or a specified date.
- 12.11. Copies of resolutions accepted for discussion and approval at the AGM shall be posted to each member with the notice of the AGM. Copies of non compliant resolutions shall also be included with reasons for their non compliance.
- 12.12. The Treasurer of the Board shall present audited accounts for adoption. The accounts shall have been audited by a qualified accountant appointed at the preceding AGM.

- 12.13. Nomination for vacant posts shall close 7 clear days before the date of election and should be received by the Secretary to the Board by that date. All nominations shall be signed by both the proposer and the seconder and by the person nominated signifying his willingness to accept the post if elected.
- 12.14. No more than one member of a family unit defined as a person's parent, spouse and unmarried children shall be eligible for election to the Board.
- 12.15. If more than one nomination from a family is received only the first one received by the secretary to the Board will be treated as valid.
- 12.16. All valid nominations for vacant posts should be posted to members giving both the name of the proposer and seconder.

13. PROCEEDINGS AT GENERAL MEETINGS

- 13.1. No business shall be transacted at any meeting unless a quorum is present. Ten members or one-tenth of the total number of members of the CIO whichever number is the greater physically present at the meeting shall constitute a quorum.
- 13.2. The chairperson, if any, of the Trustees or in his/her absence some other Trustee nominated by the Trustees shall preside as chairperson of the meeting, but if neither the chairperson or such other Trustees within fifteen minutes after the time appointed for holding the meeting or the quorum being present (whichever is later) are willing to act, the Trustees shall elect one of their number to be chairperson and, if there is only one Trustee and willing to act, he/she shall be chairperson.
- 13.3. If no Trustee is willing to act as chairperson, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting or the quorum being present (whichever is later), the members present and entitled to vote shall choose one of their number to be chairperson.
- 13.4. A Trustee shall be entitled to attend and speak at any general meeting.
- 13.5. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 13.6. Minutes of all General meetings shall be recorded by the secretary of the Board and shall be available for inspection at an appointed time, provided that four weeks notice is given.

14. VOTES OF MEMBERS

- 14.1. Every member shall have one vote.
- 14.2. A resolution put to the vote of a meeting shall be decided on a show of hands. Every member who is present in person, or being a corporation is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. Except where otherwise required by the constitution, a resolution put to a vote of a meeting shall be decided on a simple majority by a show of hands. In case of equality of votes (other than elections) the chairperson shall have a second vote. Resolutions passed at an AGM or SGM shall come into effect as soon as the meeting is closed or after 24 hours whichever occurs first.

- 14.3. No member shall be entitled to vote at any general meeting unless all moneys and subscriptions then payable by him/her to the CIO have been paid. And he or she has been a member for the 3 months preceding the general meeting.
- 14.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to, is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
- 14.5. A declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. POSTAL OR EMAIL VOTING

- 15.1. 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.
- 15.2. 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.
- 15.3. 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:
 - 15.3.1. a notice by email, if the member has agreed to receive notices in this way under clause 10 (Use of electronic communications), 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;
 - 15.3.2. 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.
 - 15.3.3. 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 Tamil Association of Brent, at the CIO’s principal office or such other postal address as is specified in the voting procedure.
 - 15.3.4. 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.
 - 15.3.5. Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
 - 15.3.6. 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.
 - 15.3.7. 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.
 - 15.3.8. 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.

- 15.3.9. 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.
- 15.3.10. The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after 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.
- 15.3.11. 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.
- 15.3.12. 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 Services.

16. CHARITY TRUSTEES DUTIES

16.1. Functions and duties of charity trustees

- 16.1.1. 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:
 - 16.1.1.1. to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- 16.1.2. 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.

17. APPOINTMENT OF TRUSTEES

- 17.1. The number of Trustees shall be a maximum of seven (7) members.
- 17.2. The Trustees shall be elected at the AGM. Two Trustees will be elected for a term of 5 years, 3 trustees for a term of 3 years and 2 trustees for a term of 2 years. On a vacancy arising for a Trustee/s a replacement will be elected at the next AGM. The term office of the replacement Trustee shall be the remaining term of the Trustee who he or she replaced.
- 17.3. A candidate for appointment as a Trustee
 - 17.3.1. must have been a member of the CIO or the Tamil Association of Brent for not less than three years and shall have been active on at least one of the CIO's committees but the members have the power to waive these conditions in the case of an exceptional candidate.
 - 17.3.2. must be a natural person over the age of 16.
 - 17.3.3. Must complete the latest version of the Trustee Eligibility Declaration form published by the Charity Commission or meet all the eligibility criteria for trustees published by the Charity Commission.

- 17.3.4. 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.
- 17.3.5. At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- 17.4. The elections to elect a Trustee shall be held as and when necessary in an AGM or SGM by secret ballot. Any vacancies that arise between AGM's shall be filled at the next AGM by secret ballot and the candidate or the first two (2) or three (3) candidates (as appropriate) who obtain or obtain the largest number of votes in the order of number of votes cast shall be declared elected as a Trustee/s.
- 17.5. The Trustees elected in accordance with this Constitution shall take office immediately after the election provided that they take an oath of affirmation to the effect that they will fulfil in good faith the obligations assumed by them in accordance with this governing instrument and carry out such obligations in the spirit of the Objects of the CIO.
- 17.6. The Trustees shall elect from amongst their number an honorary chairman, honorary secretary and honorary treasurer. The honorary treasurer shall be the honorary treasurer for the CIO.
- 17.7. The Trustees shall maintain a code of practice defining the rights, duties and powers of any Trustees, any honorary chairman, any honorary secretary, any honorary treasurer and any other committees or delegates of the Trustees such code of practice to specify the procedures to be adopted and followed by such persons.
- 17.8. The Trustees shall be entitled to appoint one or more patrons of the CIO but such patrons shall not be entitled to vote at any meeting and cannot be included for the quorum at any meeting.
- 17.9. Provision Information to new charity trustees
- 17.9.1. The charity trustees will make available to each new charity trustee, on or before his or her first appointment:
- 17.9.1.1. a copy of this constitution and any amendments made to it; and
- 17.9.1.2. a copy of the CIO's latest trustees' annual report and statement of accounts.

18. APPOINTMENT OF COMMITTEES

- 18.1. The Board shall request members to volunteer to become members of committees that will advise and assist the Board to manage the affairs of the CIO. The request for volunteers will be made at the AGM or SGM. Seven days after such a request the Board will from the list of volunteers appoint secretaries for committees to deal with education, culture, sports, facilities procurement, youth affairs and elder members affairs. The Board at their discretion may appoint more secretaries for other committees.
- 18.2. The appointed secretaries shall form committees using the list of members who volunteered to become committee members. Each committee shall have a minimum of five committee members and a maximum of seventeen committee members.
- 18.3. Committees shall elect their own treasurer and other office bearers to manage the affairs of the committee. Elections within the committee and decisions by the committee shall be decided by a simple majority vote.
- 18.4. In the event of there being a dispute (of any form) as to whether a volunteer is suited to be a member of a particular committee the matter shall be referred to the Board for resolution. The Board after hearing representations from the disputing parties shall rule on the matter and that ruling will be final and binding. Any party or member who is in dispute may refer the dispute to the Board and the Board shall rule on the dispute within 12 weeks of such referral.

- 18.5. Committees so formed will not have any executive authority however the Board shall make every effort to delegate sufficient authority to the committees to enable them to effectively carry out their functions. The committees shall operate within the delegations and Terms of Reference drawn up by the Board.
- 18.6. The Trustees have the right to overrule any decision or action taken by committees if they consider that the decision or action contravenes the act or statutory regulations governing charities. In such an event the Board will be required to hold discussions with the committee concerned to try and reach an agreement acceptable to all parties however the Board's decision to overrule shall remain extant until an agreement is reached.
- 18.7. The committees shall be accountable to the Board for all their actions. They shall provide quarterly reports to the board on their activities. This shall include fully detailed accounts.
- 18.8. Committees cannot make financial commitments or spend money without the approval of the Board.

19. ADDITIONAL POWERS OF TRUSTEES

- 19.1. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the constitution the Trustees shall have the following powers namely:
- 19.1.1. to expend funds of the CIO in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the CIO such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance off the Objects of the CIO;
- 19.1.2. to enter into contracts on behalf of the CIO
- 19.2. The Trustees acting as a Board shall also have powers which include:
- 19.2.1. the appointment of committees with defined powers and functions and proper reporting procedures. These committees shall assist the Trustees in promoting the activities and Objects of the CIO;
- 19.2.2. the appointment of a manager and teachers and other employees at such remuneration's and on such terms as the Trustees may consider appropriate;
- 19.2.3. the engagement and dismissal of such paid officer and servants as the Trustees may consider necessary;
- 19.2.4. the safe custody of documents and minutes of all Trustees meetings and records of all proceedings, decisions, resolutions, opinions and awards of all the official bodies of the CIO; and
- 19.2.5. the collection of subscriptions, donations and bequests for the purpose of establishing and maintaining the said CIO by the Trustees
- 19.2.6. the removal of any member who the Trustees consider unsuitable as a member of the CIO in accordance with clause 9 above.

- 19.3. **PROVIDED THAT** the acts of the Board shall always be subject to review by the general membership and shall not be inconsistent with the provisions of this governing instrument and that a Trustee shall not use his power as a Trustee for his own purposes and shall not act without the full authority of the Board and that a Trustee shall not incur any financial or legal liability debt security lien charge or other liability whatsoever in the name of or on behalf of the CIO without first obtaining

the full approval of the Board and that any act by a Trustee acting individually shall require the ratification of the Board failing which the act shall be disallowed and invalid and shall not be binding on the CIO or the Board and the individual Trustee shall be personally responsible for such act and shall indemnify and keep indemnified the CIO and the Board in respect of such act.

20. DISQUALIFICATION AND REMOVAL OF TRUSTEES

20.1. A Trustee shall cease to hold office if he:

- 20.1.1. Is no longer able to meet the trustee eligibility criteria in the Trustee Eligibility Declaration form that he completed; or
- 20.1.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
- 20.1.3. resigns his office by notice to the CIO (but only if at least four (4) Trustees remain in office when the notice of resignation is to take effect); or
- 20.1.4. is absent without the permission of the Trustees from all its meetings held within a consecutive period of six months and the Board of Trustee resolves that his/her office shall be vacated; or
- 20.1.5. is declared or becomes bankrupt or if a petition for bankruptcy is presented to the court and is not discharged within fourteen days or has a Trustee in bankruptcy appointed in respect of his affairs; or
- 20.1.6. ceases to be a member of the CIO
- 20.1.7. has a vote of no confidence passed on him by the members at an AGM or SGM

20.2. In the event that all Trustees tend their resignation as a body the resignations will only come into effect after replacement Trustees are elected.

20.3. If the Trustees consider in their absolute discretion that any Trustee has acted otherwise than in the best interests of the CIO, they may remove such person from office at anytime subject to five (5) Trustees voting for the resolution. This removal from office will take precedence over anything in any agreement between him and the CIO to the contrary and will not be constrained by any such agreements. The Trustee whose removal has been proposed shall be entitled to attend and vote at the meeting at which the proposed resolution to remove such person is voted on. The removal shall come into effect immediately after the resolution to remove is passed by the Board and shall remain in effect until the next AGM.

20.4. At the AGM immediately after the removal of a Trustee in accordance with clause 20.3 the Board shall submit their reasons for removal to the members and seek their approval for the continued removal of the Trustee. This approval shall be decided by a simple majority and if the removal is not approved the removal will become null and void.

21. TRUSTEES' EXPENSES

21.1. The Trustees may be paid all reasonable travelling, hotel and other expenses properly and reasonably incurred by them in connection with their attendances at meetings of the Trustees or general meetings or otherwise in connection with the discharge of their duties, but Trustees otherwise shall be paid no remuneration; such expenses claimed shall require the prior approval or subsequent ratification of the Board.

22. TRUSTEES' APPOINTMENTS

22.1. The Trustees may appoint one or more Trustees to the unremunerated office of manager or other office or position of the CIO. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A Trustee appointed as a manager or executive shall not be subject to retirement by rotation.

23. PROCEEDINGS OF TRUSTEES

- 23.1. Subject to the provisions of the constitution, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes and in the case of an equality of votes, the chairman shall have a second or casting vote.
- 23.2. Meetings of the Board shall take place not less than six times each year and shall be held at a convenient place agreed by the Trustees.
- 23.3. The quorum for the transaction of the business of the Board of Trustees shall four Trustees subject to the provisions of clause 23.4.
- 23.4. The Trustees may act notwithstanding any vacancies in its number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 23.5. The Trustees may appoint one of their number to be the chairperson of its meetings and may at any time remove him from that office. Unless he/she is unwilling to do so, the Trustee so appointed as chairperson shall preside at every meeting of the Trustees at which he/she is present. But if there is no Trustee holding that office, or if the Trustees holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of its number to be chairperson of the meeting.
- 23.6. The Trustees may appoint one or more committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board.
- 23.7. All acts done by a meeting of the Board, or of a committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustees or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustees and had been entitled to vote.
- 23.8. A resolution in writing, signed by all the Board entitled to receive notice of a meeting of the Board or of a committee of the Board, shall be as valid and effective as if it had been passed at a meeting of Board or (as the case may be) a committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 23.9. Any bank account in which any part of the assets of the CIO is deposited shall be operated by the Board and shall indicate the name of the CIO. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees authorised by the Board, one of whom should be the Treasurer or the Chairperson
- 23.10. All decisions within the Board of Trustees shall be taken by a majority vote of the Trustees present at a duly convened meeting with the proviso that all decisions relating to matters of policy and those of a material significant nature (as defined hereunder) shall require the affirmative votes of at least five Trustees. In the event that sufficient affirmative votes for such resolutions are not given, the relevant matters will be referred to the next meeting of the Trustees. If in this second meeting at least five affirmative votes are not given for such proposals, the matters will be referred to a SGM.
- 23.11. Matters of policy and significance shall include the following:-

- 23.11.1. Any change in the number or composition of the Trustees or their authority and voting right.
- 23.11.2. The approval of the annual accounts and the audited financial statements of the CIO.
- 23.11.3. The entering into of any agreement or commitment where the value of each transaction or group of transactions exceeds £5,000 per contract or per group of contracts.
- 23.11.4. Any decisions on the winding up of the CIO.

24. AMENDMENTS TO THIS CONSTITUTION

- 24.1. As provided by clauses 224-227 of the Charities Act 2011:
 - 24.1.1. This constitution can only be amended:
 - 24.1.1.1. by resolution agreed in writing by all members of the CIO; or
 - 24.1.1.2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
 - 24.1.2. Any alteration of clause 3 (Objects), clause [31] (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.
 - 24.1.3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
 - 24.1.4. A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

25. EXECUTION OF DOCUMENTS

- 25.1. The CIO shall execute documents by signature.
- 25.2. A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 25.3. The CIO will not have a SEAL.

26. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS

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

27. INDEMNITY

Subject to the provisions of the Act every Trustee or other officer or auditor of the CIO shall be indemnified out of the assets of the CIO against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or, in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the CIO.

28. DISPUTES

- 28.1. 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. RULES

- 29.1. 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.
- 29.2. The charity trustees may from time to time make such rules or bye-laws *as it* may deem necessary or expedient or convenient for the proper conduct and management of the CIO and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:
- 29.2.1. the admission and classification of members of the CIO (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and subscriptions to be paid by members;
 - 29.2.2. the conduct of member of the CIO in relation to one another and to the CIO's servants;
 - 29.2.3. the setting aside of the whole or any part or parts of the CIO's premises at any particular time or times or for any particular purpose or purposes;
 - 29.2.4. the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by the constitution;
 - 29.2.5. generally, all such matters as are commonly the subject matter of CIO rules.
- 29.3. The Charity trustees in general shall have power to alter, add to or repeal the rules or bye laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of members of the CIO all such rules or bye laws, which shall be binding on all members of the CIO. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Constitution.

30. OFFICIAL LANGUAGE

- 30.1. The language of all proceedings at official meetings shall be Tamil and English. Official communications of the CIO shall be in Tamil or English as appropriate. All deliberations, discussions at committee meetings shall be held in Tamil with a limited use of English. Records of deliberations of committees shall be maintained in English and if preferred Tamil.
- 30.2. All records of proceedings and accounts of the Board shall be maintained in English. These records may also be maintained in Tamil but in cases of conflict the English version shall prevail.

31. VOLUNTARY WINDING UP OR DISSOLUTION

- 31.1. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- 31.1.1. at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - 31.1.1.1. by a resolution passed by a 75% majority of those voting, or
 - 31.1.1.2. 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
 - 31.1.2. by a resolution agreed in writing by all members of the CIO.
 - 31.2. Subject to the payment of all the CIO's debts:
 - 31.2.1. 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.
 - 31.2.2. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - 31.2.3. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
 - 31.3. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
 - 31.3.1. the charity trustees must send with their application to the Commission:
 - 31.3.1.1. a copy of the resolution passed by the members of the CIO;
 - 31.3.1.2. 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
 - 31.3.1.3. 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;
 - 31.3.2. 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.
 - 31.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

32. INTERPRETATION

- 32.1. In this constitution:
 - 32.1.1. "connected person" means:
 - 32.1.1.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
 - 32.1.1.2. the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
 - 32.1.1.3. a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;
 - 32.1.1.4. an institution which is controlled –
 - 32.1.1.4.1. by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - 32.1.1.4.2. by two or more persons falling within sub-clause (d)(i), when taken together
 - 32.1.2. a body corporate in which –
 - 32.1.2.1. the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - 32.1.2.2. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
- 32.2. Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.
- 32.3. "General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.
- 32.4. "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 32.5. The "Communications Provisions" means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.
- 32.6. "charity trustee" means a trustee of the Tamil Association of Brent (CIO).
- 32.7. A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.
- 32.8. The Board means the Trustees of the CIO