

**CONSTITUTION OF A CHARITABLE INCORPORATED
ORGANISATION WITH VOTING MEMBERS OTHER THAN
ITS CHARITY TRUSTEES**



Date of constitution:

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1. Name

The name of the Charitable Incorporated Organisation (the “CIO”) is HEATH HANDS.

2. National location of principal office

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

3. Objects

The objects of the CIO are

- (1) to help, engaging volunteers, to conserve, protect and enhance Hampstead Heath, the Kenwood Estate, Highgate Wood, Keats House and such other areas as the charity trustees may determine from time to time (the “Relevant Open Spaces”);
- (2) to advance education in conserving, protecting and enhancing the environment of the Relevant Open Spaces for the benefit of the members of the CIO and for the benefit of the public at large, and
- (3) to help the bodies responsible for the Relevant Open Spaces to provide facilities in the interests of social welfare for recreation and leisure time occupation by the members of the CIO and the public at large with the object of improving their conditions of life.

4. Powers

The CIO has power to do anything to further its objects or which is conducive or incidental to doing so. In particular, the charity trustees’ powers include, without limitation, the power to:

- (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);
- (2) buy, to take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, to 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 to 123 of the Charities Act 2011);
- (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 that clause);

- (5) deposit or invest funds, employ a professional fund-manager, and to 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;
- (6) create a volunteer corps for the Relevant Open Spaces to support sensitive, sustainable management techniques;
- (7) work with the City of London Corporation, English Heritage and any other organisations designated from time to time by the charity trustees to recruit, train and equip volunteers;
- (8) create and support an infrastructure for people to work together at the Relevant Open Spaces for their own enjoyment and education;
- (9) provide an educational resource for students (from the age of 16) and a training facility for job seekers and others who wish to work in open spaces;
- (10) raise funds and invite and receive contributions provided that in raising funds the CIO shall not undertake any substantial permanent trading activities;
- (11) 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;
- (12) establish or support charitable trusts, associations or institutions formed for all or any of the objects; and
- (13) appoint and constitute such advisory committees as the charity trustees may think fit.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects. Notwithstanding the above:
 - (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; and
 - (b) a charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO; and

- (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause 5 shall prevent a charity trustee or connected person from receiving any benefit or payment which is authorised by clause 6 (Benefits and payments to charity trustees and connected persons).

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause 6, or authorised by the court or the prior written consent of the Charity Commission (the “Commission”) has been obtained. In this clause 6, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

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

- (a) A charity trustee or connected person may receive a benefit from the CIO under this sub-clause (2) provided that a majority of the charity trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause 6, 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 not be 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 charity 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.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by paragraph (c) of sub-clause (2) of this clause 6 if each of the following conditions (a) to (g) is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (the “supplier”).
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) the charity trustees decide 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 minutes.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by this clause 6.

(4) In sub-clauses (2) and (3) of this clause 6:

- (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; and

(b) “connected person” includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

(1) A charity trustee must:

(a) declare the nature and extent of any interest, direct or indirect, which he or she, or his or her organisation, 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

(b) unless the Chair determines otherwise, 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, or any interest of his or her organisation (including but not limited to any financial interest).

(2) Any charity trustee who has declared an interest under paragraph (a) of sub-clause (1) of this clause 7 must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

(3) Any declared interests of charity trustees must be recorded in the minutes of the meeting.

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 have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to:

(i) individuals over the age of 16 years who are interested in furthering the work of the CIO and who have committed to an annual tariff of voluntary work of six sessions or 18 hours or other commitment as laid down from time to time by the charity trustees;

(ii) any body corporate or unincorporated association which is interested in furthering the CIO’s work and has pledged financial or in kind support to the value laid down from time to time by the charity trustees (any such body being called in this constitution a “member organisation”)

and who, by applying for membership, has indicated his, her, or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause 9.

(b) Admission procedure

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 an applicant is not eligible for membership pursuant to paragraph (a) of sub-clause (1) of this clause 9 or they believe that it is in the best interests of the CIO for them to do so;
- (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 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.

(2) Transfer of membership

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

(3) Duty of members

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

(4) 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;
 - (ii) the member sends notice of resignation to the charity trustees;
 - (iii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or

- (iv) the charity trustees unanimously 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 any 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 representations 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.

(5) Membership fees

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

10. Members' decisions

(1) General Provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (6) of this clause 10, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause 10 or by written resolution as provided in sub-clause (3) of this clause 10.

(2) Taking ordinary decisions by vote

Subject to sub-clause (6) of this clause 10, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

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

- (a) Subject to sub-clause (6) of this clause 10, 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 who have responded (so long as the number responding exceeds the quorum for a general meeting) 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, and may be sent electronically or as hard copies.
- (4) Eligibility to vote
- Eligibility to vote on a resolution is limited to members who are members of the CIO on the date of the general meeting or when the written proposal is first circulated in accordance with paragraph (a) of sub-clause (3) of this clause 10.
- (5) Members' decisions requested by members
- (a) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
 - (b) The charity trustees must, within 21 days of receiving such a request under paragraph (a) of this sub-clause (5), 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.
- (6) Decisions that must be taken in a particular way
- (a) Any decision to remove a charity trustee must be taken in accordance with sub-clause (2) of this clause 10.
 - (b) Any decision to amend this constitution must be taken in accordance with clause 28 (Amendment of constitution).
 - (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 (Voluntary winding up or dissolution).

- (d) Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

(a) Annual general meetings:

- (i) There must be an annual general meeting (AGM) of the members of the CIO.
- (ii) The AGM shall be held in the month of June of each year or as soon as practicable thereafter (although there may not be an interval of greater than 15 months).
- (iii) The first AGM must be held within 18 months of the registration of the CIO.
- (iv) At the AGM, the Chair shall give a report of the activities and progress of the CIO over the previous year. The members must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.

(b) Special General Meetings:

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 sub-clauses (2) to (8) of this clause 11.

(2) Calling general meetings

(a) The charity trustees:

- (i) must call the AGM of the members of the CIO in accordance with paragraph (a) of sub-clause (1) of this clause 11, and identify it as such in the notice of the meeting.
- (ii) may call any other general meeting 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 for the time being; 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 paragraph (b)(i) of this sub-clause (2) shall have effect as if 5% were substituted for 10%.
 - (d) 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.
 - (e) 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.
 - (f) A general meeting called under paragraph (e) of this sub-clause (2) must be held not more than 3 months after the date when the members first requested the meeting.
 - (g) 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.
- (3) 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 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 paragraph (a) of this sub-clause (3) have not been met. This paragraph (b) 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 of the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as charity trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
 - (vi) be in writing; and
 - (vii) be served by the secretary or the charity trustees on any member either personally, by email, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom.
- (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 10 days 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 an accidental omission by the CIO.
- (4) Chair
- The chair of the AGM or of any special general meeting shall normally be the Chair, but if he or she is no longer a member or is not present, before any other business is transacted, the members present shall appoint a chair of the meeting from among themselves.
- (5) Quorum at general meetings
- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
 - (b) Subject to the following provisions, the quorum for general meetings shall be 10% of the number of members for the time being or 10 members, whichever is greater. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause 11, is counted as being present in person.
 - (c) If the meeting has been called by or at the request of the members under paragraph (b) of sub-clause (2) of this clause 11 and a quorum is not present within 15 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 other than under paragraph (c) of this sub-clause (5) and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair under sub-clause (4) of this clause 11 must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by such chair or be notified to the CIO's

members within 10 days. It shall be sufficient to give 3 days' notice of the time and place of any such adjourned meeting by email to those members who have supplied email addresses.

- (e) If a quorum is not present within 15 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.
- (6) Voting at general meetings
- (a) Any decision other than one falling within sub-clause (6) of clause 10 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
 - (b) A resolution put to the vote of a meeting shall be decided on a show of hands.
 - (c) In the event of an equality of votes, the chair under sub-clause (4) of this clause 11 shall have a second, or casting vote.
 - (d) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (7) Representation of organisations and corporate members
- (a) 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.
 - (b) An organisation or corporate body that is a member of the CIO may appoint an alternate to replace its appointed representative at any meeting of the CIO if the appointed representative is unable to attend.
 - (c) Each organisation or corporate body that is a member of the CIO shall notify the name of the representative appointed by it and of any alternate to the secretary.
 - (d) If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (8) Adjournment of meetings

The chair under sub-clause (4) of this clause 11 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 have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) 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
- (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.

(2) Eligibility for charity trusteeship

- (a) Every charity trustee must be a natural person (not a corporate body).
- (b) No one may be appointed as a charity trustee:
 - (i) if he or she is under the age of 18 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of paragraph (f) of sub-clause (1) of clause 15.
- (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 by signing in the minute book of the charity trustees a declaration of his or her acceptance of the office of charity trustee.

(3) Number of charity trustees

- (a) The charity trustees shall consist of not less than 3 nor more than 15 elected, ex officio, nominated and co-opted charity trustees.
- (b) If the number of charity trustees falls below 3, the remaining charity trustee(s) may act only to call a meeting of the charity trustees to appoint a new charity trustee or trustees.

(4) First charity trustees

The first charity trustees of the CIO are Daniel A. Braverman, Cindy Galvin, Rachel MacKenzie, Peter Gilmour, Saba Rokni, Alan Merkel, Ian Greenwood, Robert Spigel, David Gibbons, Robert Warnock, Karina Dostalova and Peter Tausig.

(5) Tenure

- (a) Subject to clause 15 (Retirement and removal of charity trustees), each charity trustee shall serve for a term beginning at the date of his or her appointment and ending at the end of the AGM next after the date on which they came into office, subject to the term limits set out in paragraph (b) below.
- (b) No person may be elected or appointed under sub-clauses(1), (3) or (4) of clause 13 on more than 5 successive occasions.

13. Appointment of charity trustees

(1) Elected charity trustees

- (a) At each AGM of the CIO, the members may elect from amongst themselves a chair, vice-chair, secretary and treasurer who shall also be elected charity trustees and hold office from the conclusion of that meeting.
- (b) If all of the honorary officer positions under paragraph (a) of this sub-clause (1) are filled at the AGM, not less than one and not more than two additional charity trustees shall be elected from the members at the AGM who shall hold office from the conclusion of that meeting.
- (c) If one or more of the honorary officer positions under paragraph (a) of this sub-clause (1) remains vacant at the AGM:
 - (i) the number of additional charity trustees to be elected under paragraph (b) of this sub-clause (1) shall be increased by the number of honorary officer vacancies (By way of illustration, if one honorary officer position remains vacant at the AGM, not less than two and not more than three additional charity trustees shall be elected from the members at the AGM who shall hold office from the conclusion of that meeting); and
 - (ii) the charity trustees elected under this sub-clause (1) shall at the next meeting of charity trustees elect to the vacant honorary officer position(s) from those among themselves who do not already have an honorary officer position.
- (d) If at any point any of the honorary officer positions in paragraph (a) of this sub-clause (1) becomes vacant, the charity trustees elected under this sub-clause (1) shall at the next meeting of charity trustees elect to the vacant honorary officer position(s) from those among themselves who do not already have an honorary officer position.

(2) Ex officio charity trustees

- (a) The chairman of the Hampstead Heath Management Committee of the City of London Corporation for the time being shall automatically, by virtue of holding that office be a charity trustee.
- (b) The Superintendent of Hampstead Heath for the time being shall automatically, by virtue of holding that office, be a charity trustee.
- (c) If any of the individuals mentioned in paragraphs (a) and (b) of this sub-clause (2) are unwilling to act as a charity trustee, the office holder may:
 - (i) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

(3) Nominated charity trustees

- (a) English Heritage and the charity trustees may appoint an appropriate senior manager of English Heritage with particular responsibility for the Kenwood Estate as a charity trustee.
- (b) The founding organisation, The Vale of Health Society, may appoint one charity trustee.
- (c) The Heath and Hampstead Society may appoint the chair of the Heath Sub-Committee or the chair's nominee as a charity trustee.
- (d) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.
- (e) The appointment will be effective from the later of:
 - (i) the date of the vacancy; or
 - (ii) the date on which the CIO is informed of the appointment.
- (f) The person appointed need not be a member of the appointing body.
- (g) A charity trustee appointed by the appointing body has the same duty under sub-clause (1) of clause 12 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Co-opted charity trustees

- (a) The charity trustees may appoint not more than three co-opted charity trustees, subject to the conditions in paragraph (b) of sub-clause (4) of this clause 13.
- (b) The charity trustees may not appoint a co-opted charity trustee if, as a result of the appointment, more than one-third of the charity trustees would be co-opted charity trustees.
- (c) The charity trustees shall call a special meeting of the charity trustees in accordance with sub-clause (2) of clause 18 in order to appoint a co-opted charity trustee unless the individual is co-opted at an AGM.
- (d) The appointment of a co-opted charity trustee shall take effect from the end of the AGM at which he or she is appointed or the end of the special meeting described in paragraph (c) of sub-clause (4) of this clause 13. If the appointment is made to fill a place which is not yet vacant, in that case the appointment shall run from the date when the post becomes vacant.

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

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if at least three charity trustees will remain in office when the notice of resignation is to take effect);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause 15; or

- (f) is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/ or written representations to the members of the CIO.
- (4) Upon being given notice of the proposed resolution for removal in accordance with sub-clause (3) of this clause 15, the charity trustee in question shall be deemed to be suspended from his or her position with immediate effect and shall not be entitled to participate in the management of the CIO in any way or to attend any meetings until such time as the resolution is put to the members.

16. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by 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 trustees has signified his or her agreement.

17. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) 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.

18. Meetings and proceedings of charity trustees

(1) Ordinary Meetings

The charity trustees shall hold at least 2 ordinary meetings each year.

(2) Special Meetings

A special meeting of the charity trustees may be called at any time by the chair or by any two charity trustees upon not less than 4 days' notice being given to the other charity trustees of the matters to be discussed.

(3) Chairing of meetings

The chair of a meeting of the charity trustees shall normally be the Chair, but if he or she is not present or the position of Chair is vacant, before any other business is transacted, the charity trustees present shall appoint a chair of the meeting from among the elected and co-opted charity trustees.

(4) Quorum at meetings

- (a) No decision shall be taken at a meeting of the charity trustees unless a quorum is present at the time when the decision is taken.

(b) The quorum is:

- (i) three charity trustees, or the number nearest to one third of the total number of charity trustees for the time being, whichever is greater, or such larger number as the charity trustees may decide from time to time;
- (ii) at least one of the charity trustees present and counting towards the quorum must be one of the four honorary officers appointed under paragraphs (a) or (c) of sub-clause (1) of clause 13; and
- (iii) the number of ex-officio and nominated charity trustees must not exceed the number of elected and co-opted trustees present and counting towards the quorum at the meeting.

- (c) 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.

(5) Casting vote

In the case of an equality of votes, the chair under sub-clause (3) of this clause 18 shall have a second or casting vote.

(6) Participation in meetings by electronic means

- (d) 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.
- (e) 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.
- (f) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

19. Observers

- (1) The charity trustees may at any time authorise a person who is not otherwise authorised to attend a meeting of the CIO to participate in such meeting as an observer.
- (2) An observer may not vote or count towards the quorum of a meeting of the CIO, but may take part in the discussion and receive all information provided to the other attendees of the meeting.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause 20, 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.

- (2) Sub-clause (1) of this clause 20 does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

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

- (2) A document is validly executed by signature if it is signed by at least two charity trustees that are elected or appointed under sub-clauses (1) or (4) of clause 13, provided that at least one of the signatories must be one of the four honorary officers appointed under paragraphs (a) or (c) of sub-clause (1) of clause 13.
- (3) 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 two charity trustees.

22. Use of electronic communications

- (1) 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.

23. 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.

24. 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 the charity trustees and committees of charity trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions;
- (d) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance and risk register

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

26. 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 upon request.

27. Disputes

- (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 agree to enter into mediation to settle such a dispute before resorting to litigation.
- (2) To initiate the mediation a party must give notice in writing to the other party or parties to the dispute referring the dispute to mediation by a mediator agreed upon by the parties to the dispute. A copy of the referral should be sent to the Chair. If the position of Chair is vacant for the time being, then the referral should be made to the vice-chair, or if vacant, to the secretary, or if vacant, to the treasurer.
- (3) Where the parties to the dispute fail to agree on a mediator within 30 calendar days of notice being given in accordance with sub-clause (2) of this clause 27, the Chair, or such other honorary officer as applicable, shall appoint a mediator.
- (4) No party to the dispute may commence any court proceedings in relation to any dispute about the validity or propriety of anything done by the members under this constitution until it has attempted to settle the dispute by mediation and either the mediation has terminated or the other party has failed to participate in the mediation, provided that the right to issue proceedings is not prejudiced by a delay.

28. Amendment of constitution

As provided by sections 224 to 227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause 28, 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 Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of members), of which not less than 21 clear 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.
- (2) Subject to the payment of all the CIO's debts:
 - (a) any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) if the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

- (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“Chair” means the chair elected under paragraphs(a), (c) or (d) of sub-clause (1) of clause 13.

“charity trustee” means a charity trustee of the CIO.

“clear days” mean a period of complete days excluding the day on which notice of such period is given and the day on which the event determining the end of that period takes place.

“Communications Provisions” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a charity trustee;
- (b) the spouse or civil partner of a charity trustee or of any person falling within sub-clause (a) of this clause 30;

- (c) a person carrying on business in partnership with a charity trustee or with any person falling within sub-clause (a) or (b) of this clause 30;
- (d) an institution which is controlled:
 - (i) by a charity trustee or any connected person falling within sub-clauses (a), (b) or (c) of this clause 30; or
 - (ii) by two or more persons falling within paragraph (i) of this sub-clause (d), when taken together, or
- (e) a body corporate in which:
 - (i) a charity trustee or any connected person falling within sub-clauses (a), (b) or (c) of this clause 30 has a substantial interest (as defined by section 352 of the Charities Act 2011); or
 - (ii) two or more persons falling within paragraph (i) of this sub-clause (e) who, when taken together, have a substantial interest (as defined by section 352 of the Charities Act 2011).

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

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Relevant Open Spaces” has the meaning given to it in Clause 3.

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