

Constitution for
'Creating Adventures' as a
Charitable Incorporated
Organisation
(Foundation Model)

1. **FOUNDATION MODEL CONSTITUTION

CREATING ADVENTURES

(Charitable Incorporated Organisation)**

2. 1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is:

Creating Adventures

3. 2. Principal office

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

The principal office of the CIO is in England at:

Creating Adventures
Orford Community Hub
Festival Avenue
Warrington
WA2 9EP

4. 3. Objects

The objects of the CIO are, for the public benefit:

1. To relieve the needs and promote the health and wellbeing of adults with autism and other complex learning disabilities by the provision of recreational, leisure and social opportunities designed to improve their quality of life;
2. To provide or assist in the provision of facilities for recreation or other leisure time occupation in the interests of social welfare for individuals who have need of such facilities by reason of youth, age, disability, financial hardship or social circumstances, with the object of improving their conditions of life.

Nothing in this constitution shall authorise any application of the property of the CIO for purposes which are not charitable in accordance with section 2 of the Charities Act 2011.

5. 4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power to:

1. Borrow money and charge property as security;

2. Acquire and dispose of property;
 3. Employ staff;
 4. Invest funds;
 5. Appoint professional advisers;
 6. Hold property in the name of nominees.
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6. 5. Application of income and property

1. The income and property of the CIO must be applied solely towards promoting its objects.
 2. A charity trustee is entitled to:
 - reimbursement of reasonable expenses;
 - trustee indemnity insurance (in accordance with section 189 of the Charities Act 2011).
 3. No income or property may be distributed to members for profit.
 4. Nothing prevents authorised payments under clause 6.
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7. 6. Benefits and payments to charity trustees and connected persons

8. (1) General provisions

No charity trustee or connected person may receive any financial benefit from the CIO unless authorised under this clause or by the Charity Commission.

9. (2) Permitted benefits

A trustee or connected person may:

- benefit as a beneficiary on equal terms;
- supply services or goods in accordance with the Charities Act 2011;
- receive reasonable interest on loans;
- receive reasonable rent for premises;
- participate in normal activities on the same terms as the public.

10. (3) Conditions

All such arrangements must:

- be reasonable and in the best interests of the CIO;

- be properly recorded;
 - exclude conflicted trustees from decision-making;
 - ensure a majority of unconflicted trustees.
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11. 7. Conflicts of interest

A charity trustee must:

1. Declare any interest in a proposed or actual transaction;
 2. Withdraw from discussion where a conflict arises;
 3. Not vote or count towards quorum.
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12. 8. Liability of members

The members of the CIO have no liability to contribute to its assets if it is wound up.

13. 9. Charity trustees

14. (1) Functions and duties

The charity trustees are responsible for managing the affairs of the CIO and must:

- act in good faith to further the objects;
- exercise reasonable care and skill.

15. (2) Eligibility

- Must be natural persons;
- Must not be disqualified under the Charities Act 2011;
- At least one trustee must be aged 18 or over.

16. (3) Number

- Minimum: 3
 - Maximum: 8
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17. 10. Appointment of charity trustees

1. The first charity trustees are those who signed the application for registration.
2. New trustees are appointed by the existing trustees.

- Trustees serve **three-year terms** and may be reappointed.
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18. 11. Information for new trustees

New trustees must receive:

- A copy of this constitution;
 - The latest annual report and accounts.
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19. 12. Retirement and removal

A trustee ceases to hold office if they:

- resign;
- are absent without permission for six months;
- die;
- become incapable;
- are disqualified under law.

A trustee may be reappointed.

20. 13. Taking of decisions by charity trustees

Trustees may make decisions:

- at meetings; or
 - by unanimous agreement in writing.
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21. 14. Delegation

Trustees may delegate functions to committees but must:

- retain oversight;
 - include at least one trustee;
 - review arrangements regularly.
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22. 15. Meetings of charity trustees

23. (1) Calling meetings & Attendance

Any trustee may call a meeting. Trustees would attend a minimum of 4 meetings per year.

24. (2) Chairing

A chair may be appointed.

25. (3) Quorum

The quorum is:

- two trustees or one-third (whichever is greater).

26. (4) Voting

Decisions are made by majority.

27. (5) Electronic meetings

Meetings may be held electronically where all participants can communicate.

28. 16. Membership of the CIO

1. The members of the CIO are its charity trustees.
 2. Membership is not transferable.
 3. A person ceases to be a member when they cease to be a trustee.
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29. 17. Decisions which must be made by the members

Because this is a **Foundation Model CIO**, members and trustees are the same people.

The following decisions must be made by the members:

- amendment of the constitution;
- merger or transfer;
- dissolution.

Decisions require:

- a 75% majority at a meeting; or
 - unanimous written agreement.
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29. 18. General meetings of members

A general meeting may be held to take decisions required of members.

- Minimum notice: 14 days
- May be held electronically
- Trustee meeting rules apply

30. 19. Saving provisions

Decisions remain valid despite defects in appointment unless conflicts rules were breached.

31. 20. Execution of documents

Documents must be signed by at least two charity trustees.

32. 21. Use of electronic communications

The CIO may use electronic communications in accordance with legal requirements.

33. 22. Registers

The CIO must maintain registers of trustees and members.

34. 23. Minutes

Trustees must keep minutes of all meetings and decisions.

35. 24. Accounting, reporting and returns

The CIO must comply with the Charities Act 2011 regarding accounting records, annual reports, and returns.

36. 25. Rules

Trustees may make bylaws consistent with this constitution.

37. 26. Disputes

Disputes should be resolved by mediation before litigation.

38. 27. Amendment of constitution

This constitution may be amended by:

- 75% majority at a meeting; or
- unanimous written resolution

Certain amendments require prior Charity Commission consent.

39. 28. Dissolution

The CIO may be dissolved by member resolution.

Any remaining assets must be applied to charitable purposes similar to those of the CIO.

40. 29. Interpretation

Terms used in this constitution have the meanings given in the Charities Act 2011 and related regulations.