**Commonwealth Disabled People’s Forum CIO.**

**Constitution of a Charitable Incorporated Organisation
 with voting members other than its Executive committee**

(‘Association’ Model Constitution)

## Date of constitution: .......27.01.2025.........................

1. **Name**

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

“Commonwealth Disabled People’s Forum CIO”

1. **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.

1. **Preamble**

In light of the adoption UN Convention on the Rights of Persons with Disabilities (UNCRPD) by the General assembly in December 2006, the recognition by Commonwealth Heads of Government, in their statement in Kampala in November 2007 and subsequent statements of the need to adopt, ratify and implement the UNCRDP throughout the Commonwealth, to achieve the Sustainable Development Goals (“SDGs”) by 2030 and challenge the continuing inequalities and exclusion disabled people face throughout the Commonwealth, we resolve to establish a Commonwealth Disabled Peoples’ Forum.

1. **Objects**

The objects of the CIO is

“To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) throughout the world and particularly the rights and freedoms of disabled people (persons with disabilities) across the Commonwealth countries and UK overseas territories as specified in the United Nations Convention on the rights of Persons with Disabilities (UNCRPD).

by all or any of the following means:

* Monitoring abuses of human rights UNCPRD and the SDG’s across commonwealth countries;
* Obtaining redress for the victims of human rights abuse and the full implementation of the rights contained within the UNCRPD
* Relieving need among the victims of human rights abuse;
* Research into human rights issues in particular disabled people and their rights
* Providing technical advice to government and others on human rights matters and capacity building to governments and others on disability rights matters;;
* Contributing to the sound administration of human and disability rights law;
* Commenting on proposed human rights and disability rights legislation;
* Raising awareness of human rights and disabled people’s issues;
* Promoting public support for human and disabled people’s rights;
* Promoting respect for human and disabled people’s rights among individuals and corporations and promoting respect and educating the public, governments, and disabled people and their organizations about human rights, focusing on the paradigm shift to disability rights as human rights and where they intersect with other forms of social oppression;
* Promoting equality and diversity for the public benefit, in particular through a general recognition that disabled people’s rights are human rights;
* Eliminating disability discrimination.
* International advocacy of human and disabled people’s rights;
* Eliminating infringements of human and disability rights.”

In furtherance of that object but not otherwise, the trustees shall have power to engage in political activity provided that the trustees are satisfied that the proposed activities will further the purposes of the charity to an extent justified by the resources committed and the activity is not the dominant means by which the charity carries out its objects.”

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

1. **In furtherance of the objects the CIO may**
2. establish a Forum for all Disabled Peoples Organizations (“DPOs”) in the Commonwealth, open to organizations representing people with all forms and types of impairments and controlled by disabled people.
3. promote equality for disabled people, meaning the process through which the general systems of society are made accessible to all by the removal of social, economic, civil, political, cultural, environmental and attitudinal barriers, such as the physical and cultural environment, housing, transport, information technology, health, social services, education, employment, family life, independent living, political systems, sports and recreation activities.
4. advocate and provide support for the signing, ratification and monitoring full implementation of the Convention on the Rights of Persons with Disabilities by all Commonwealth countries.
5. develop capacity building, awareness, empowerment among the general public, government authorities, professionals and disabled people and their organizations of their potential and rights.
6. influence governments of the Commonwealth and regional mechanisms to fully involve the CPDF and DPOs in formulation of policies, programmes, monitoring of implementation of the UNCRPD and SDGs or all other decisions and programmes which affect disabled people.
7. serve as a home of expertise and reference for the Commonwealth Governments, DPOs and other disability stakeholders in Commonwealth countries through technical assistance, guidance and documentation on disability matters.
8. strengthen and empower disabled women and girls’ human rights in Commonwealth countries, to end violence against women and girls and address sexual health and reproductive rights of disabled women and girls with reference to CEDAW, CRPD Article 6 and the Beijing Platform for Action (1995). strengthen and empower disabled women and girls’ human rights in Commonwealth countries, to end violence against women and girls and address sexual health and reproductive rights of disabled women and girls with reference to CEDAW, CRPD Article 6 and the Beijing Platform for Action (1995).
9. recognise the impact on disabled people within the history of the Commonwealth and the impact of colonisation, dispossession, current and historical colonial acts of oppression, injustice and inequality and ensure that measures are in place to address these issues so that reconciliation can take place.
10. promote sustainable programmes and activities for disabled Women, disabled Youth, disabled LGBTQA+ and disabled Indigenous People to develop their empowerment and independent living.
11. build and strengthen relations with local, national, regional and international donors, potential donors, NGOs and other institutions or individuals who subscribe to the aims and the objectives of the CDPF.
12. mobilize resources through fundraising, subscriptions, donations, receipt of grants, endowments and income generation projects.
13. solicit support from governments and other agencies and the general public through negotiations, persuasions, appeals and other ways.
14. invest the moneys of the CDPF, not immediately required for its purposes, in such manner as may be approved by the Executive committee.
15. undertake and execute any trusts which may lawfully be undertaken by the CDPF to further its objectives.
16. print and publish any virtual materials, website, social media, pamphlets, articles, newspapers, periodicals, books, film, leaflets that the CDPF may think desirable for the promotion of its objectives in accessible formats.
17. support and subscribe to any organisation, institution, society, club or cause which may be for the benefit of the CDPF or its employees or for the advancement of its objects.
18. do any other such lawful things as are incidental or conducive to the attainment of the above objects or any of them.
19. **Further Powers of the CIO**

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’s powers include 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, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
	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. 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 clauses 8, 9, 10 (Benefits and payments to Board and Executive committee and connected persons) and provided it complies with the conditions of those clauses;
	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;
1. **Application of income and property**
	1. The income and property of the CIO must be applied solely towards the promotion of the objects.
	2. A charity trustee/ Member of the Executive committee 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.
	3. A charity trustee/ Member of the Executive committee 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.
	4. 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/Member of the Executive committee receiving:
2. a benefit from the CIO as a beneficiary of the CIO;
3. reasonable and proper remuneration for any goods or services supplied to the CIO.
	1. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 7

### **Benefits and payments to Executive committee and connected persons**

### 8.1 General provisions

### No charity trustee or connected person may:

1. buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
2. sell goods, services, or any interest in land to the CIO;
3. be employed by, or receive any remuneration from, the CIO;
4. receive any other financial benefit from the CIO;

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

8.2 A charity trustee/Member of the Executive committee 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.

8.3 A charity trustee/Member of the Executive committee 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.

8.4 Subject to sub-clause 7.3 of this clause a charity trustee/Member of the Executive committee 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.

8.5 A charity trustee/Member of the Executive committee 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).

8.6 A charity trustee/Member of the Executive committee 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.

8.7 A charity trustee/Member of the Executive committee 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.

1. **Payment for supply of goods only – controls**
	1. The CIO and its Executive committee may only rely upon the authority provided by sub-clause iii of this clause if each of the following conditions is satisfied:

### 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").

### 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.

### The other Executive committee members 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 Executive committee must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

### 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.

### The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Executive committee members is present at the meeting.

### The reason for their decision is recorded by the Executive committee in the minute book.

### A majority of the Executive committee then in office are not in receipt of remuneration or payments authorised by clause 7.

### In sub-clauses ii and iii of this clause: "the CIO" includes any company in which the CIO: holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more directors to the board of the company;

### “connected person” includes any person within the definition set out in clause 41 (Interpretation);

1. **Conflicts of interest and conflicts of loyalty**

8.1 A charity trustee must:

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
2. absent himself or herself from any discussions of the Executive committee 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).
3. Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Executive committee on the matter.
4. **Liability of members to contribute to the assets of the CIO if it is wound up**

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

**12a. Membership of the CIO**

The Forum shall seek the widest representation of groups of disabled persons of national populations as well as regards to sex gender and sexual orientation, religion, race, language, geography and impairment, etc.

The Executive committee may nominate one national DPO from each of the Commonwealth countries to be known as Country Focal Point to represent the interests of the CDPF in that country and for purposes of this Article every member of the Executive committee shall be a Country Representative of his or her country.

The functions of a Country Focal Point may include, among other things:

1. Recruitment of qualifying DPOs as members of the Forum.
2. Providing information to DPOs about the Forum and promote the interests of the Forum in that country.
3. Ensuring that member DPOs discharge their responsibilities to the Forum,
4. Monitoring on behalf of the Forum the implementation of the Convention on the rights of people with disabilities and submit reports appropriately.
5. Submitting annual reports to the Board on the state of disabled persons in the country especially with regard to new innovative policies, legislation in the area of promoting inclusion and protection of rights, among others.
6. Undertaking any other tasks as may be assigned by the Board or the Chairman from time to time

12a I Within CDPF there shall be

1. DPO full members

Full membership of the CDPF shall be open to national Disabled Peoples Organisations (DPOs) in any country of the Commonwealth qualified under the provisions of this article. "DPOs" means that a majority of the members as well as the governing body shall be disabled people and in the case of those with intellectual disabilities or others mentioned in 5a also their families and they shall represent a wide range of impairments (cross impairments) and local DPOs in line with the stipulations of 5a. ‘A national DPO is one with membership in at least one half of the country and representing a wide range of impairments.’

DPO Full members shall

* exercise voting powers- 3 votes,
* send delegates to CDPF organs, and
* nominate persons to CDPF offices.
1. DPO Associate members,

DPO associate membership is open to country regional organisations which may be

* non national, or national, organisations for a single impairment group, which are run by a majority of disabled people on governing body and undertake activities described in clause 5 (a)- (q) above, and
* have a majority of their membership who are disabled people and
* in the case of those with intellectual disabilities or others mentioned in 5a) also their families They will be able to attend meetings, speak, and have 1 vote send delegates to CDPF organs.
1. Corporate members,

Corporate membership may be granted to international uni-impairment organizations which support CDPF objectives and which are

* organizations where a majority of members as well as the governing bodies are persons with disabilities in accordance with definitions in article 1.
* Representatives of corporate members have speaking rights at the CDPF General Assembly.
* The Executive committee may limit number of persons representing corporate members who can attend the General Assembly and accordingly prescribe their speaking rights, provided corporate members have no voting rights, nor the right to be nominated or to nominate persons to office. Corporate members may be invited to contribute to any working groups or sub committees established by the Executive committee.
1. Non governmental Associate members

Non governmental Associate members may be granted membership if they are international Non Governmental Organisations who will fund, support and will promote the objectives of the CDPF. Their disabled representatives may

* attend general assemblies with speaking rights but
* have no voting rights,
* nor the right to be nominated or to nominate persons to office.
1. Individual members

Individual membership may be granted by the General Assembly on recommendation by the Executive committee to prominent disabled individuals who may not necessarily be in any DPOs, but who support CDPF objectives and would wish to be associated with it.

An individual member has

* no voting rights, nor the right to be nominated or to nominate persons to office, but has speaking rights.
1. Allied organizations

May be organisations including family members and/or relatives of persons with disabilities, which are pivotal in facilitating, promoting and securing the interests and supporting the autonomy and active participation of their relatives with intellectual disabilities, dementia and/or children with disabilities, when these groups of persons with disabilities want to be supported by their families as united networks or organizations.

Allied organizations

* may be included in consultation, decision-making and monitoring processes.
* The role of parents, relatives and caregivers in such organizations should be to assist and empower persons with disabilities to have a voice and take full control of their own lives.
* Allied organisations should actively work to promote and use supported decision-making processes to ensure and respect the right of persons with disabilities to be consulted and to express their own views; in line with General Comment No 7 are counted as DPOs. paragraph 12 (a).
* “These organisations are understood to be organisations "that are led, directed and governed by persons with disabilities.  A clear majority of their membership should be recruited among persons with disabilities themselves." (CRPD General Comment 7, paragraph 10).
* No more than 10% of any voting body of the CDPF will be comprised of such organisations. Any representation at CRPD events should be self-funded.

Membership of the CIO is open to anyone who is interested in furthering its purposes, 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 clause 12.3

**12b Admission of new members**

13.1Membership applications and applications for re-admission as a member of CDPF shall be decided by the Executive Committee and formally ratified by General Assembly on recommendation of the Executive committee.

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**12.c Admission procedure**

* 1. The Executive committee may require applications for membership to be made in any reasonable way that they decide; the Executive committee shall, if they approve an application for membership,
1. notify the applicant of their decision within 21 days;
2. may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
3. 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
4. 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.
	1. **Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

* 1. **Duty of members**

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

* 1. **Termination of membership**

Membership of the CIO comes to an end if:

1. the member dies,
2. the member sends a notice of resignation to the Executive committee; or
3. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
4. the Executive committee 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.
5. Before the Executive committee take any decision to remove someone from membership of the CIO they must:
6. inform the member of the reasons why it is proposed to remove him, her or it from membership;
7. give the member at least 21 clear days notice in which to make representations to the Executive committee as to why he, she or it should not be removed from membership; at a duly constituted meeting of the Executive committee, to consider whether or not the member should be removed from membership;
8. The Executive committee shall consider at that meeting any representations which the member makes as to why the member should not be removed; and allow the member, or the member’s representative, to make those representations in person at that meeting, if the member so chooses.
9. **Membership fees**

The General Assembly shall have powers to levy membership and other fees on recommendations of the Executive committee. A member unable to pay prescribed membership fees can seek partial or complete exemption from the Executive committee. The General Assembly will determine fees.

* 1. New members elected after the beginning of the year shall be required to pay a full year's subscription, the next subscription falling due on the following lst January, except that for those elected after 30th September a further subscription shall not be due until the beginning of the second full year of membership.
	2. Members who fail to pay their subscriptions due on 1st January each year by 30th March in the same year, shall be removed from the Membership List and will not be entitled as from 1st April in the same year to any privilege of membership,
	3. No member’s financial liability in respect of the Forum shall exceed his subscription for any year.
1. **Members’ decisions**

**General provisions**

* 1. Except for those decisions that must be taken in a particular way as indicated in clause 16, decisions of the members of the CIO may be taken either by vote at a General Assembly as provided in 15.2 of this clause or by written resolution as provided in clause 15.3. or by electronic communications following a virtual meeting. For the purposes of clause 15.2 and 15.3 “Annual General Assembly”, “meeting”, “General Assembly” and “Special General Assemblies” are deemed to effective if held in person or virtually, and votes at such meetings may be in an electronic form prescribed by the Executive committee. In all cases, the validity of votes cast at meetings, howsoever held, shall be determined by the Executive committee in accordance with the forms prescribed by them.

 **Taking ordinary decisions by vote**

14.2 Any decision of the members of the CIO may be taken by means of a resolution at a General Assembly. Such a resolution may be passed by a simple majority of votes cast at the meeting.

**Taking ordinary decisions by written resolution without a General Assembly**

14.3Subject to sub-clause (i) of this clause, a resolution in writing, or in a form prescribed by the Board and Executive committee pursuant to 14.1 above, and 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 Assembly shall be effective, provided that:

1. a copy of the proposed resolution has been sent, by any means, including by electronic communications, to all the members eligible to vote; and
2. a simple majority of members has signified its agreement to the resolution in a document or documents (including electronically transmitted 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.
3. The resolution in writing pursuant to clause 15.3 above may comprise several copies to which one or more members has signified their agreement.
4. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph 15.3 above.

14.4 Not less than 20% of the members of the CIO may request the Executive committee to make a proposal for decision by the members.

* 1. The Executive committee must within 21 days of receiving such a request comply with it if:
1. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
2. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
3. Effect can lawfully be given to the proposal if it is so agreed.

Sub-clauses i-iii of this clause apply to a proposal made at the request of members.

1. **Decisions that must be taken in a particular way**
	1. Any decision to remove a trustee must be taken in accordance with clause 27.2
	2. Any decision to amend this constitution must be taken in accordance with clause 17.11of this constitution (Amendment of Constitution).
	3. Any decision to wind up or dissolve the CIO must be taken in accordance with clause 40 of this constitution (Voluntary winding up or dissolution). 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.

**General Assemblies of members**

1. **Types of General Assembly**
	1. There must be an annual General Meeting (AGM) of the members of the CIO to be known as the Annual General Assembly, which must comply with clause 14.1 above. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees’ annual report, and must elect trustees as required under clauses 20 to 25
	2. Other General Assemblies (including special General Assemblies) of the members of the CIO may be held at any time.
	3. A Meeting for all members of the Forum (the Annual General Assembly) shall be held at an early date in the New Year.
	4. The Annual General Assembly shall elect Officers, Executive committee and the Examiner, consider the Report of the Executive committee, the Annual Statement of Accounts and any notices of Motion and deal with any other relevant business.
	5. The notice convening the Annual General Assembly, together with the Annual Report and Annual Statement of Accounts shall be circulated in accordance with clause 15.3 to each member at least 21 days before the date of the Meeting.
	6. Any member wishing to propose changes in major aspects of the Forum's policy including or involving changes in the Constitution (having regard to the provisions of clauses 16 and 39) may do so by submitting a resolution as set out in 13.8
	7. A quorum at an Annual General Assembly shall be 30 members or one-third of the membership, whichever is less.
	8. Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Assembly or a Special General Assembly. A resolution for the alteration of the Constitution must be received by the General Secretary of the Forum at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the General Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to clause 2 and 3 (Objects and Powers), clause 36 (Dissolution) or this clause and no alteration shall be made which would have the effect of causing the Forum to cease to be a charity at law.
	9. Voting on elections or resolutions shall be determined by a simple majority, with the Chairman having a second or casting vote in the event of a tie. Such votes are subject to the provisions of clause 14.1 above concerning validity of votes ; except that clause 14.1 does not apply to votes concerning
2. alterations to this Constitution shall require a two-thirds majority of members present and
3. a resolution to dissolve the Forum may only be carried by a two-thirds majority of the total membership thereof.
	1. Any two or more members may nominate any other eligible member as an Officer or Member of the Executive. Nominations must be received by the General Secretary, in writing, at or before the beginning of the Annual General Assembly and must contain the signatures of the nominees signifying their willingness to serve if elected
	2. All General Assemblies must be held in accordance with the following provisions. The Executive:
4. must call the annual General Assembly of the members of the CIO in accordance with clause 17.8 of this clause, and
5. identify it as a special General Assembly in the notice of the meeting; and
6. may call any other General Assembly of the members at any time.

**Special General Assemblies**

The Executive committee must, within 21 days, call a General Assembly of the members of the CIO if:

1. they receive a request to do so from at least 10% of the members of the CIO; and the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
2. If, at the time of any such request, there has not been any General Assembly of the members of the CIO for more than 12 months, then sub-clause i, of this clause shall have effect as if 5% were substituted for 10%.
3. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
4. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
5. Any General Assembly called by the Executive committee at the request of the members of the CIO must be held within 28 days from the date on which it is called.
6. If the Executive committee fail to comply with this obligation to call a General Assembly at the request of its members, then the members who requested the meeting may themselves call a General Assembly.
7. A General Assembly called in this way must be held not more than 3 months after the date when the members first requested the meeting.
8. The CIO must reimburse any reasonable expenses incurred by the members calling a General Assembly by reason of the failure of the Executive committee to duly call the meeting, but the CIO shall be entitled to be indemnified by the Executive committee who were responsible for such failure.

**Notice of General Assemblies**

* 1. The Executive committee, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any General Assembly to all of the members, and to any charity trustee of the CIO who is not a member. Any notice given must comply with clause 14.1 above.
	2. If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 17.14 of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
	3. The notice of any General Assembly must
1. state the time and date of the meeting:
2. give the address at which the meeting is to take place;
3. 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
4. if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
5. include, with the notice for the AGM, the annual statement of accounts and trustees’ annual report, details of persons standing for election or re-election as trustee, or where allowed details of where the information may be found on the CIO’s website.
6. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
7. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.
8. Chairing of General Assemblies
9. The person nominated as chair by the Executive committee under clause 16\*\* (Chairing of meetings), shall, if present at the General Assembly and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a General Assembly shall elect a chair to preside at the meeting.
10. The Commonwealth Peoples Conference as far as possible be convened bi-annually before the Annual General Assembly (AGM) and before the Commonwealth Heads of Government meeting (if possible) to, among other things, review current developments in the disability field and prepare proposals for submission to CHOGM for consideration.
* All members of the Forum shall be entitled to send delegates to the bi-Annual Disabled Peoples Conference and shall be entitled to speak at the conference, and to share materials and good practice..
* The Executive committee may assist DPOs in the country hosting Disabled People’s Conference or any other Commonwealth country as may be decided by the Executive committee to organize the bi- Annual Commonwealth Disabled Peoples Conference.
* All members of the Forum shall be entitled to send delegates to the bi-Annual Disabled Peoples Conference and shall be entitled to speak at the conference, and to share materials and good practice..
* The Executive committee may assist DPOs in the country hosting CHOGM or any other Commonwealth country as may be decided by the Executive committee to organize the bi- Annual Commonwealth Disabled Peoples Conference.
1. **Quorum at General Assemblies**

17.1 No business may be transacted at any General Assembly of the members of the CIO unless a quorum is present when the meeting starts.

17.2 Subject to the following provisions, the quorum for General Assemblies shall be the greater of 10% or twenty five members.

17.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

17.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the CIO’s members at least seven clear days before the date on which it will resume.

17.5 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.

17.6 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.

**19 Voting at General Assemblies**

19.1 Any decision other than one falling within clause 17.12 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Each member’s right to vote and the weight of each vote shall be determined by clause 12 “Membership” above

19.2 A resolution put to the vote of a meeting shall be decided on a show of hands, or if the meeting is virtual, by electronic means, unless before or on the declaration of the result of the show of hands or electronic vote is complete) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

19.3 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

19.4 A poll may be taken: at the meeting at which it was demanded; or at some other time and place specified by the chair; in the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

19.5 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.

**Adjournment of meetings**

19.6 The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

1. **The Board, Executive committee and Officers**

**THE BOARD**

The CIOwill have a Board of at least 7 members but at any time there may be a maximum of 17 who shall be the CIO charity trustees nominated by the Executive committee and including the Officers of the CDPF, and confirmed by the members in General Assembly. All regions should be represented . The Board is able to co-opt up to 3 additional Trustees who are disabled people resident in the UK with a public profile. The Board will meet at least once a year. The Secretary is the non-voting General Secretary who may be invited to attend and may be required to report in full to the Board.

 **THE EXECUTIVE COMMITTEE**

The Executive committee may be comprised of 30 persons (but is not limited to 30 only) plus an Ex-officio General Secretary will carry out day to day management and be accountable to The Board

The Executive committee shall consist of at least

* + - * 1. Chairperson,
				2. 2 Vice Chairpersons ( at least I shall be a woman.) When the Chair is from one Region, the  2 Vice Chairs shall be from two other different Regions of the CDPF.

[Regions: Note the CDPF has 5 Regions Africa, Caribbean, Pacific, South Asia, and Australia, Britain, Canada, New Zealand countries]

(c ) General Secretary( non voting)

1. Treasurer,

(e ) Women Representative (1),

1. Youth Representatives from the CDYF (2)
2. Indigenous People’s Representative (1),
3. Communication Officer (1)
4. Intellectual Disability and under represented groups.

Others as defined in 5a (1) and representatives from each of the regions of Africa (4 to include 1 from Nigeria), the Caribbean (1), South Asia/SE Asia including Malaysia (4), Pacific (1) and the Australia, Britain, Canada, New Zealand countries (1) elected by regional General Assembly of the Forum and shall hold office for two years.

1. At its first meeting, the Executives may co-opt not more than seven other members bearing in mind gender, disability categories and other consideration. Co-opted members shall also serve for two years.
2. Finance & General Purposes (F&GP) Sub- Committee of 8 to comprise Chair,2 Vice Chairs, General Secretary, Treasurer and 3 other members of Executive committee to be elected by the Executive.
3. The CDPF Women’s Committee consisting of all women on the Executive committee with power to co-opt up to 5 Women from Member organisations.
4. Commonwealth Disabled Youth Forum
5. The Executive committee may fill casual vacancies from members who are qualified to serve on the Board**.**
6. The Executive committee has the facility to set up standing committees and Short term action committees both to report back to the Board and Executive
7. A member of the Executive committee shall cease his/her membership if he resigns, or becomes unwell, or his country ceases to be a member of the Commonwealth, or if removed by two thirds majority of members of the Board or absents himself from meetings for one year without cause, or commits a criminal offence, or is declared bankrupt or dies.

**OFFICERS AND SECRETARIAT**

* 1. The Officers of the Forum who shall be elected at Annual General General Assemblies shall be the Patrons, who need not be a member of the Forum and may not vote, and the Chair, Two Vice-Chairs, General Secretary, Treasurer, Membership Secretary, Publicity Officer, Administrative Officer, Women, Indigenous People’s and Youth Officer, and Under-represented Groups Officer who shall be members of the Forum holding any class of membership. All Officers of the Forum shall be deemed to be members of the Executive committee and are also members of the Board
	2. There are three Assistant Secretary officers which exist to ease the burden on the general secretary:
* Assistant Secretary with a focus on Membership,
* Assistant Secretary with a focus on the Organisation,
* Assistant Secretary with a focus on Liaison /Representation to the Commonwealth Secretariat.(3)
	1. Subject to agreement by Board, All Officer roles with the agreement can be job shared but holders of these posts will only have 1 vote between the job share.

20.5 In the remaining clauses of this Constitution references to member(s) shall be deemed to include the Patron

20.6 The Executive committee may at any time appoint a person to give regular assistance to any Officer or for any special purpose, giving that person an appropriate title; such persons are not to be regarded as Officers for the purposes of this Constitution.

**Functions and duties of Board and Executive committee**

20.7 The Charity Trustees shall be the Board and may include Officers. They shall manage the affairs of the CIO and may, for that purpose exercise all the powers of the CIO.

20.8 It is the duty of each Officer and Member of the Executive committee to exercise his or her powers and to perform his or her functions as a Member of the Executive committee 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

1. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
2. any special knowledge or experience that he or she has or holds himself or herself out as having; and
3. if he or she acts as a Member of the Executive committee 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.
4. The Executive committee may exercise all such powers as delegated and directed by the **Board** including any acts which may be exercised or done by the CDPF, except those things required to be done by the CDPF in a General Assembly. No regulations made by the Forum in a General Assembly shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
5. All acts done by the authority of the Board, the Executive committee or any sub committee thereof and of the individual members of the Executive, in good faith and with the authority express or implied of the CDPF, shall be deemed to be the acts of the CDPF and every member of the Board, the Executive committee or any sub committee shall be indemnified by the CDPF for any costs, losses and expenses incurred for the furtherance of the objects and purposes of the CDPF.
6. Upon petition signed by one half of the Executive committee the Chairperson may convene a special meeting of the Executive committee giving seven days notice and notice of any special business to be conducted.

**21 Eligibility for trusteeship/becoming a Member of the Executive**

17.1 Every Member of the Executive committee must be a natural person.

17.2 No one may be appointed as a Member of the Executive:

1. if he or she is under the age of 16 years; or
2. if he or she would automatically cease to hold office under the provisions of clause 16
3. No one is entitled to act as a Member of the Executive committee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Executive committee decide, his or her acceptance of the office of Member of the Executive.

**22 Number of Board and Executive committee**

22.1 There shall be a maximum of 17 Board members who shall be DPO members.

22.2 The Executive committee shall be elected at Annual General Assemblies to hold office for 5 years and then retire, but not be eligible for re-election for one year thereafter.

22.3 There must be at least 3 Board members. If the number falls below this minimum, the remaining Board may act only to call a meeting of the Board and Executive committee, or to appoint a new Member of the Board. The Board may, if advised, appoint a temporary Board member to fill a casual vacancy.

1. **First Executive committee**

The first Board and the first Executive committee of the CIO are listed with their term of office in Appendix 2 attached to this constitution.

1. **Appointment of Officers and Executive**

24.1The Patron shall be elected for a 5 year term, after which time he shall retire, but be eligible for re-election for a further term of 5 years, at the conclusion of which he shall not be eligible for re-election until his immediate successor has vacated office.

* 1. The Chairman and Vice-Chairman shall be elected for a term of 5 years after which they shall retire and then be ineligible for re-election for 2 year.
	2. The remaining officers shall each be elected for 2 year, after which time they shall retire but be eligible for re-election.
	3. At every annual General Assembly of the members of the CIO, one half of the Board and Executive committee shall retire from office. If the number of the Board is divisible by 2 then the number nearest to one half shall retire from office, but if there is only one charity trustee, he or she shall retire;
	4. The Board and Executive committee to retire by rotation shall be those who have been longest in office (as listed in Appendix 1) since their last appointment or reappointment. If any trustees/Executive committee were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
	5. The vacancies so arising may be filled by the decision of the members at the annual General Assembly; any vacancies not filled at the annual General Assembly may be filled as provided in sub-clause 24.7 of this clause;
	6. The members or the Executive committee may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of Executive), or as an additional charity trustee, provided that the limit specified in clause 20 on the number of Executive committee would not as a result be exceeded;

A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 24.4 and 24.5 of this clause. A person so appointed by the Executive committee shall retire at the conclusion of the next annual General Assembly after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Executive committee is to retire by rotation at that meeting.

* 1. The Executive committee may co-opt a further more 4 persons, either members or non-members to assist them for any purpose.
1. **Elected Executive**
	1. Any two or more members may nominate any other eligible member as an Officer or Member of the Executive. Nominations must be received by the General Secretary, in writing, at or before the beginning of the Annual General Assembly and must contain the signatures of the nominees signifying their willingness to serve if elected
	2. At every annual General Assembly of the members of the CIO, one-third of the elected Executive committee shall retire from office. If the number of elected Executive committee is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
	3. Executive committee to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
	4. The vacancies so arising may be filled by the decision of the members at the annual General Assembly; any vacancies not filled at the annual General Assembly may be filled as provided in sub-clause 21.5 of this clause;
	5. The members or the Executive committee may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 23 (Retirement and removal of Executive), or as an additional charity trustee, provided that the limit specified in clause 20 on the number of Executive committee would not as a result be exceeded;
	6. A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 25.2 and 25.3 of this clause. A person so appointed by the Executive committee shall retire at the conclusion of the annual General Assembly next following the date of his appointment, and shall not be counted for the purpose of determining which of the Executive committee is to retire by rotation at that meeting.
2. **Information for new Executive**
	1. The Board and Executive committee will make available to each new charity trustee, on or before his or her first appointment:
3. a copy of this constitution and any amendments made to it; and
4. a copy of the CIO’s latest trustees’ annual report and statement of accounts.
5. **Retirement and removal of Board**
	1. A Member of the Board ceases to hold office if he or she
	2. cease his/her membership if he resigns, or becomes unwell, or
	3. his country ceases to be a member of the Commonwealth, or
	4. if removed by two thirds majority of members of the Board or absents himself from meetings for one year without cause, or commits a criminal offence, or is declared bankrupt or dies, or retires by notifying the CIO in writing (but only if enough Board members will remain in office when the notice of resignation takes effect to form a quorum for meetings); or
	5. is absent without the permission of the Board from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
	6. dies;
	7. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
	8. is removed by the members of the CIO in accordance with sub-clause ii of this clause; or
	9. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
	10. A charity trustee / Member of the Board shall be removed from office if a resolution to remove that trustee is proposed at a General Assembly of the members called for that purpose and properly convened in accordance with clauses 14 and 15, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
	11. 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.
6. **Reappointment of Board**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

1. **Taking of decisions by Board**
	1. Any decision may be taken either:
2. at a meeting of the Board; or
3. by resolution in writing or electronic form agreed by all of the Board, 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 Executive committee has signified their agreement.
4. **Delegation by Board to Executive and sub-committee**

30.1 The Board may delegate any of their powers or functions the Executive committee and thereafter to a committee or sub committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Board and Executive committee may at any time alter those terms and conditions, or revoke the delegation.

* 1. A Finance Sub Committee will be convened by the Treasurer to codify procedures and check they are operating.
	2. The Executive committee 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 Executive committee may at any time alter those terms and conditions, or revoke the delegation.
	3. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Executive, but is subject to the following requirements –
		+ 1. a committee (or sub committee,) may consist of two or more persons, but at least one member of each committee must be a Member of the Board;
			2. the acts and proceedings of any committee must be brought to the attention of the Board and Executive committee as a whole as soon as is reasonably practicable; and
			3. the Board and Executive committee shall from time to time review the arrangements which they have made for the delegation of their powers.

31. M**eetings and proceedings of Executive committee**

31.1 Meetings of the Executive committeeCommittee shall be convened by the chairperson at least four times a year, and written notice dully signed by the Secretary shall be sent to all members of the Board and Executive committee giving fourteen days notice. At all meetings of the Executive committee the quorum shall be 10 of the membership of the Executive committee Other meetings may take place using alternative communication in accordance with clause 14.1.

31.2 The Executive committee shall exercise all such powers as may be exercised or done by the CDPF except those things required to be done by the CDPF in a General Assembly. No regulations made by the Forum in a General Assembly shall invalidate any prior act of the Board or Executive committee which would have been valid if such regulation had not been made.

31.3 All acts done by the authority of the Board, the Executive committee or any sub committee thereof and of the individual members of the Executive, shall be in good faith and with the authority express or implied of the CDPF, shall be deemed to be the acts of the CDPF and every member of the Executive committee shall be indemnified by the CDPF for any costs, losses and expenses incurred for the furtherance of the objects and purposes of the CDPF.

* 1. Upon petition signed by one half of the Executive committee the Chairperson shall convene a special meeting of the Executive committee giving seven days notice and special business to be conducted.

**Calling meetings**

* 1. Any Member of the Executive committee may call a meeting of the Executive committee. Subject to that, the Executive committee shall decide how their meetings are to be called, and what notice is required.

### **Chairing of meetings**

* 1. The Executive committee may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Executive committee present may appoint one of their number to chair that meeting.

### Procedure at meetings

* + - 1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Executive, or the number nearest to one third of the total number of Executive, whichever is greater, or such larger number as the Executive committee may decide from time to time. A Member of the Executive committee 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.
			2. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
			3. In the case of an equality of votes, the chair shall have a second or casting vote.

### **Participation in meetings by electronic means**

* 1. Subject to the provisions of clause 14.1, 15.2 and 15.3 a meeting may be held by suitable electronic means agreed by the Executive committee in which each participant may communicate with all the other participants.
	2. Any Member of the Executive committee participating at a meeting by suitable electronic means agreed by the Executive committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
	3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

### **Saving provisions**

31.7 Subject to sub-clause (iii) of this clause, all decisions of the Executive, or of a committee of Executive, shall be valid notwithstanding the participation in any vote of a Member of the Executive:

1. who was disqualified from holding office;
2. who had previously retired or who had been obliged by the constitution to vacate office;
3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
4. if, without the vote of that Member of the Executive committee that Member of the Executive committee being counted in the quorum, the decision has been made by a majority of the Executive committee at a quorate meeting. Sub-clause iii of this clause does not permit a Member of the Executive committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive committee or of a committee of Executive committee if, but for clause iii, the resolution would have been void, or if the Member of the Executive committee has not complied with clause 8 (Conflicts of interest).
5. **Execution of documents**
	1. The CIO shall execute documents by signature
	2. A document is validly executed by signature if it is signed by at least two of the Executive.
6. **Use of electronic communications**
	1. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
		* 1. 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;
			2. any requirements to provide information to the Commission in a particular form or manner.
7. **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 Executive.

1. **Minutes**
	1. The Executive and Board committee must keep minutes of all:
2. appointments of officers made by the Executive;
3. proceedings at General Assemblies of the CIO;
4. meetings of the Executive committee and committees of Executive committee including: the names of the trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions; decisions made by the Executive committee otherwise than in meetings.
5. **Accounting records, accounts, annual reports and returns, register maintenance**
	1. The Board & Executive committee must comply with the requirements of the Charities Act 2011 The Council shall have 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 Executive committee 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.
6. **Rules**

37.1 The Board & Executive committee 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.

1. **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 to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
2. **Amendment of constitution**
	1. As provided by clauses 224-227 of the Charities Act 2011:This constitution can only be amended:
		1. by resolution agreed in writing by all members of the CIO; or
		2. by a resolution passed by a 75% majority of votes cast at a General Assembly of the members of the CIO.
	2. Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Executive committee or members of the CIO or persons connected with them, requires the prior written consent of the Charity 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 the date on which the resolution is passed.
3. **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:
4. at a General Assembly 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:
5. by a resolution passed by a 75% majority of those voting, or
6. 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 Assembly; or
7. by a resolution agreed in writing by all members of the CIO.
	1. Subject to the payment of all the CIO’s debts:
8. 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.
9. If the resolution does not contain such a provision, the Executive committee must decide how any remaining assets of the CIO shall be applied.
10. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
	1. 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:

the Executive committee must send with their application to the Commission:

1. a copy of the resolution passed by the members of the CIO; a declaration by the Executive committee that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and a statement by the Executive committee 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;
2. the Executive committee must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any Member of the Executive committee of the CIO who was not privy to the application.
3. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
4. **Interpretation**

In this constitution:

“**AGM”** means annual general meeting of the CIO which is also known as the Annual General Assembly **“AGA”**

**“CPC”** means the Commonwealth Peoples Conference as described in clause 17.16 (x) which may be held on the same day as an AGM.

### **“connected person” means:**

### a child, parent, grandchild, grandparent, brother or sister of the Member of the Executive;

### the spouse or civil partner of the Member of the Executive committee or of any person falling within sub-clause (a) above;

### (c ) a person carrying on business in partnership with the Member of the Executive committee or with any person falling within sub-clause (a) or (b) above;

### an institution which is controlled –

### by the Member of the Executive committee or any connected person falling within sub-clause (a), (b), or (c) above; or

### by two or more persons falling within sub-clauses (a) (b) and (c) , when taken together

### a body corporate in which –

### the Member of the Executive committee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

###  two or more persons falling within sub-clauses (a) – (d) who, when taken together, have a substantial interest.

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

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

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

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

“**Member of the Executive**” means a Member of the Executive committee of the CIO.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

**Appendix 1**

**General**

**Use of electronic communications**

**(1)** **To the CIO**

Any member or Member of the Executive committee 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.

**(2)** **By the CIO**

(a) Any member or Member of the Executive committee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The Executive committee may, subject to compliance with any legal requirements, by means of publication on its website –

(i) provide the members with the notice referred to in clause \*\* (Notice of General General Assemblies);

(ii) give Executive committee notice of their meetings in accordance with clause \*\* (Calling meetings); and

(iii) submit any proposal to the members or Executive committeefor decision by written resolution in accordance with the CIO’s powers under clause \*\* (Members’ decisions), \*\*\* (Decisions taken by resolution in writing),

(c) The Executive committee must:

(i) take reasonable steps to ensure that members and Executive committee are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to any member or Member of the Executive committee who has not consented to receive communications in electronic form.

**Appendix 2**

The First Executive/charity trustees will be:

|  |  |  |
| --- | --- | --- |
| Name | Signature | Term in yrs |
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