THE UNIT - COMMUNITY GYM

Constitution of a Charitable Incorporated Organisation

Foundation Model

Kirkbymoorside, North Yorkshire, England
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Date of Constitution (last amended): ___________________________

Together We Are Stronger — No One Gets Left Behind

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is The Unit - Community Gym.

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:

(a) To promote community participation in healthy recreation by providing free and accessible fitness training, martial arts coaching, and physical activity programmes to people of all ages, abilities and backgrounds in Kirkbymoorside and the surrounding rural area of North Yorkshire, with particular focus on those who would otherwise lack access to such provision due to financial hardship or geographic isolation;

(b) To advance the health and wellbeing of the public in North Yorkshire through structured physical activity, fitness education and supportive community coaching, so as to relieve the effects of physical inactivity and social isolation;

(c) To prevent anti-social behaviour and promote social inclusion by engaging young people and other members of the community in purposeful physical activity, and by providing clear pathways into coaching, leadership and volunteering; and

(d) To develop and support coaching skills within the community by training and qualifying community members, including young people, as coaches and activity leaders.

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

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 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 permitted by clause 6 and subject to the conditions of that clause;

(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 under the Trustee Act 2000;

(6) Accept gifts, grants, donations and legacies of every kind and apply them towards the promotion of the objects; and

(7) Co-operate with and affiliate to any charitable body, school, police force, local authority, government department or other local agency whose activities further the charitable objects of the CIO.

5. Application of Income and Property

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(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 them when acting on behalf of the CIO.

(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.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and Payments to Charity Trustees and Connected Persons

(1) General Provisions

No charity trustee or connected person may buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public; sell goods, services, or any interest in land to the CIO; be employed by or receive any remuneration from the CIO; or receive any other financial benefit from the CIO, unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Permitted Benefits

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO, provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services and/or goods 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) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England base rate.

(d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the terms of the lease are under discussion.

(e) 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.

7. Conflicts of Interest and Conflicts of Loyalty

A charity trustee must:

(1) Declare the nature and extent of any interest, direct or indirect, which they have 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 themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting themselves in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter. All declarations of interest must be recorded in the minutes of the relevant 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 of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. 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 their powers and to perform their functions as a trustee of the CIO in the way they decide 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 they have or hold themselves out as having; and

(ii) If they act 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 Trusteeship

(a) Every charity trustee must be a natural person.

(b) No individual may be appointed as a charity trustee of the CIO if they are under the age of 16 years, or if they would automatically cease to hold office under the provisions of clause 12(1)(e).

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

(3) Number of Charity Trustees

(a) There must be at least three charity trustees at all times. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(b) The maximum number of charity trustees is twelve. The charity trustees may not appoint any charity trustee if as a result the number would exceed this maximum.

(4) First Charity Trustees

The first charity trustees of the CIO are:

Thomas Eason — Chair

Christopher Brian George Hall — Secretary

Žanis Žukovs — Treasurer

10. Appointment of Charity Trustees

(1) Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees. A trustee may be reappointed on the expiry of each term of office, subject to the provisions of clause 12.

(2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

11. Information for New Charity Trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

(a) A copy of the current version 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.

12. Retirement and Removal of Charity Trustees

(1) A charity trustee ceases to hold office if they:

(a) Retire by notifying the CIO in writing, but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings;

(b) Are absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;

(c) Die;

(d) In the written opinion, given to the CIO, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a trustee and may remain so for more than three months; or

(e) Are disqualified from acting as a charity trustee by virtue of sections 178–180 of the Charities Act 2011.

(2) Any person retiring as a charity trustee is eligible for reappointment.

13. 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 a majority of 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 which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:

(i) A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

(ii) The majority of all of the charity trustees has signified agreement to the resolution in a document or documents authenticated by their signature and delivered to the CIO at its principal office within 28 days of the circulation date.

14. 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 shall 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 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.

15. Meetings of Charity Trustees

(1) Calling Meetings

(a) Any charity trustee may call a meeting of the charity trustees.

(b) The charity trustees shall meet at least four times per year. Subject to that, the charity trustees shall decide how their meetings are to be called and what notice is required.

(2) Chairing of Meetings

The charity trustees 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 charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at Meetings

(a) 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 charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Participation in Meetings by Electronic Means

(a) 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.

(b) Any charity trustee participating at a meeting by suitable electronic means in which all participants may communicate with each other shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with all rules for meetings, including chairing and the taking of minutes.

16. Membership of the CIO

(1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

Associate (Non-Voting) Membership

The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees) and the conditions for admission to and termination of membership of any such class. References in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

17. Decisions Which Must Be Made by the Members of the CIO

(1) Any decision to:

(a) Amend the constitution of the CIO;

(b) Amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs in accordance with the Charities Act 2011; or

(c) Wind up or dissolve the CIO (including transferring its business to any other charity),

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

(2) Decisions of the members may be made either by resolution at a general meeting, or by resolution in writing in accordance with sub-clause (4) of this clause.

(3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause 27 (Amendment of constitution), clause 28 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

(4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members entitled to vote on it, provided that: a copy of the proposed resolution has been sent to all members eligible to vote; and the required majority has signified agreement within 28 days of the date of circulation.

18. General Meetings of Members

(1) The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 17.

(2) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days. Except 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, a general meeting may be called by shorter notice if agreed by a majority of the members.

(3) The provisions of clause 15(2)–(4) governing the chairing of meetings, procedure at meetings and participation by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

19. Saving Provisions

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 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, or for whom there is a technical defect in their appointment of which the trustees were unaware at the time — provided that, 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.

20. 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 of the charity trustees.

21. Use of Electronic Communications

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; and

(b) Any requirements to provide information to the Commission in a particular form or manner.

Any member or charity trustee who provides the CIO with their email address is taken to have agreed to receive communications from the CIO in electronic form at that address, unless they have indicated to the CIO their unwillingness to receive such communications in that form.

22. 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, a combined register of its members and charity trustees. The register must be maintained and kept up to date and be available for inspection by any trustee, member or member of the public on reasonable request.

23. Minutes

The charity trustees must keep minutes of all:

(1) Appointments of officers made by the charity trustees;

(2) Proceedings at general meetings of the CIO;

(3) Meetings of the charity trustees and committees of charity trustees, including the names of the trustees present, the decisions made, and where appropriate the reasons for the decisions; and

(4) Decisions made by the charity trustees otherwise than in meetings.

Minutes should normally be prepared promptly and circulated to all charity trustees. Minutes shall be confirmed at the next meeting and signed by the chair of that meeting as a true and accurate record.

24. Accounting Records, Accounts, Annual Reports and Returns

(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 account, and to the preparation of annual reports and returns. The statements of account, 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 Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

(3) The financial year end of the CIO shall be 31 March each year, or such other date as the charity trustees may determine and notify to the Charity Commission.

25. Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

26. Disputes

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. The costs of mediation shall be borne equally between the parties unless the mediator directs otherwise.

27. Amendment of Constitution

As provided by sections 224–227 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 those voting at a general meeting of the members of the CIO called in accordance with clause 18.

(2) Any alteration of the CIO's objects, of any provision of this constitution directing the application of property on dissolution, or any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members 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 every resolution amending the constitution, together with a copy of the constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

28. Voluntary Winding Up or Dissolution

(1) 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 called in accordance with clause 18, of which not less than 14 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

(b) 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 or dissolution of the CIO may contain a provision directing how any remaining assets shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets 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. No remaining assets shall be distributed to members, trustees or connected persons.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities. The charity trustees must send with their application: a copy of the resolution passed by the members; a declaration by the charity trustees that any debts and liabilities have been settled or otherwise

provided for in full; and a statement setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution.

(4) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee who was not privy to the application.

29. Interpretation

In this constitution:

"Connected person" means: a child, parent, grandchild, grandparent, brother or sister of the charity trustee; the spouse or civil partner of the charity trustee or of any such relative; a person carrying on business in partnership with the charity trustee; an institution controlled by the charity trustee or any connected person falling within the above definitions; or a body corporate in which the charity trustee or any connected person has a substantial interest. Section 118 of the Charities Act 2011 applies for the purposes of interpreting these terms.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

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

"Communications Provisions" means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

"Charity trustee" means a charity trustee of the CIO.

"Poll" means a counted vote or ballot, usually but not necessarily in writing.

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30. Equality and Diversity

The CIO is committed to equal opportunities in all its activities and will not discriminate against any person on the grounds of age, disability, gender reassignment, marriage or civil partnership, pregnancy or maternity, race, religion or belief, sex, or sexual orientation. The charity trustees shall ensure that these principles are reflected in the recruitment of staff and volunteers, the delivery of all activities, and the admission of members.

31. Safeguarding

The CIO is committed to the safety and wellbeing of all children, young people and vulnerable adults who participate in its activities. The charity trustees shall ensure that:

(a) A formal Safeguarding and Child Protection Policy is maintained and reviewed at least annually;

(b) All trustees, coaches, volunteers and staff who work with children or vulnerable adults hold, where appropriate to their role, a current Enhanced Disclosure and Barring Service (DBS) check obtained through the CIO or an approved umbrella body;

(c) A Designated Safeguarding Lead (DSL) is appointed and their contact details are made known to all participants;

(d) All safeguarding concerns are reported promptly to the appropriate statutory authorities in accordance with local and national guidance; and

(e) All trustees and relevant volunteers complete appropriate safeguarding training and renew it as required.

32. Data Protection

The CIO will comply with all applicable data protection legislation including the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018. Personal data relating to members, volunteers, beneficiaries and employees will be collected, stored and processed only for legitimate purposes connected with the objects of the CIO and will not be shared with third parties without a lawful basis. All individuals have the right to access their personal data held by the CIO on request.

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33. Declaration and Adoption

We, the undersigned, being the first charity trustees of The Unit - Community Gym, confirm that:

(a) We have read and understood this constitution in full;

(b) We are each eligible to act as a charity trustee and are not disqualified under sections 178–180 of the Charities Act 2011;

(c) We agree to act as charity trustees of The Unit - Community Gym and to carry out our duties and responsibilities in accordance with this constitution and charity law; and

(d) We agree to apply the property and income of the CIO solely to promote its charitable objects as set out in clause 3.

Thomas Eason — Chair

Signature *Date*

Christopher Brian George Hall — Secretary

Signature *Date*

Žanis Žukovs — Treasurer

Signature *Date*

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