Memorandum and Articles of Association

Talkback

DEVELOPING A WORLD OF POSSIBILITIES

TALKBACK-UK Ltd
Company number 04279266
Charity number 1093732

March 2026

The Companies Acts 1985 and 1989

1. Name

The name of the Charitable Organisation (the Charity) is Talkback UK Ltd.

2. Located at

Amersham Community Centre, Barn Hall Annexe, Chiltern Avenue, Amersham, Buckinghamshire, HP6 5AH.

3. Objects

The objects of the Charity are:
To provide advocacy and specific projects for people with a learning disability and/or autistic spectrum disorder and society's other most vulnerable groups, that will support and enable individuals to obtain their full rights and privileges as citizens through teaching the skills of self-advocacy.

These are achieved by:

- Providing education support and community development programmes
- Providing personal development skills programmes which cover all life skills
- Supporting people through work activities and experience and into employment
- Supporting and developing self-advocacy skills, providing opportunities for people to engage meaningfully and participate, feeding into the planning, development and delivery of services
- Training and consultation with a range of professionals and agencies, the wider community and families to educate and raise awareness, in order to increase the quality of life experience by people with a learning disability and/or autism, plus other disability groups

4. Powers

The Charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so but not otherwise. In particular, the Charity has power to:

a. Purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
b. Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity.
c. Undertake and execute any charitable trusts which may lawfully be undertaken by the Charity.
d. Borrow or raise money on such terms and on such security as may be thought fit.
e. Invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
f. To establish and support or aid in the establishment and support of any charitable Charities or institutions and to subscribe or guarantee money for charitable purposes.
g. To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:

i. In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
ii. The Charity's objects shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers.
iii. In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Charity shall be chargeable for any such property that may come into their hands and

shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

iv. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this Memorandum of the Charity and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Board of Trustees shall be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Charity.

Provided that nothing herein shall prevent any payment in good faith by the Charity:

v. of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board of Trustees) for any services rendered to the Charity;
vi. of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Charity or of its Board of Trustees;
vii. to any member of its Board of Trustees, out-of-pocket expenses;
viii. to a company of which a member of the Charity or of its Board of Trustees may be a member holding not more than one hundredth part of the capital of such company.

Also

h. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Charity shall cease to be a company to which section 30 of the Companies Act 2006 applies.
i. The liability of the members is limited.

j. Every member of the Charity undertakes to contribute such amount as may be required (no exceeding £10.00) to the assets of the Charity if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
k. Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Charity 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.

5. Application of income and property

The income and property of the Charity must be applied solely towards the promotion of the objects.

a. A Charity trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.
b. A Charity trustee may benefit from trustee indemnity insurance up to £250,000 as well as being covered by the professional cover insurance of £2,000,000 cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity.

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:

a. Buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
b. Sell goods, services, or any interest in land to the Charity;
c. Be employed by, or receive any remunerations from, the Charity;
d. Receive any other financial benefit from the Charity;

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 Commissioner") 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) Scope and Powers Permitting Trustees' or Connected Persons' Benefits

a. A Charity trustee or connected person may receive a benefit from the Charity as a beneficiary of the Charity 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, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 188 of the Charities Act 2011.
c. A Charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. 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.

(3) Payment for Supply of Goods Only - Controls

The Charity and its Board of Trustees may only rely upon the authority provided by sub-clause (2)c. of this clause if each of the following conditions is satisfied:

a. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Charity and the Charity trustee or connected person supplying the goods ("the supplier").
b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
c. The other Charity Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rathe than with someone who is not a Charity trustee or connected person. In reaching that decision the Board of Trustees must balance the advantage of contracting with a Charity trustee or connected person against the disadvantages of doing so.
d. The supplier is absent from the part of any meeting at which three is a discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the Charity.
e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting.
f. The reason for their decision is recorded by the Board of Trustees in the minute book.
g. A majority of the Board of Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In Sub-clauses (2) and (3) of this Clause

a. The Charity includes any company in which the Charity:
   i. Hold more than 50% of the shares; or
   ii. Controls more than 50% of the voting rights attached to the shares; or
   iii. Has the right to appoint one or more directors to the board of the company.
b. "Connected person" includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of Interest and Conflicts of Loyalty

A Charity trustee must:

a. Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
b. Absent themselves from any discussions of the Board of trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

Any Charity trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Board of Trustees on the matter.

Conflicts of loyalty: The unconflicted trustees can decide if the trustee affected by the conflict of loyalty can participate. The unconflicted trustees may decide that where a conflict of loyalty poses no risk or a low risk to decision making in the best interests of the charity, the affected trustee, having declared their other interest, can participate in decision making.

8. Liability of Members to Contribute to the Assets of the Charity if it is Wound Up

If the Charity is wound up, the members of the Charity have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities other than stated in clause 4j.

9. Board of Trustees

(1) Functions and Duties of the Board of Trustees

The Board of Trustees shall manage the affairs of the Charity and may for that purpose exercise all the powers of the Charity. It is the duty of each Charity trustee:

a. To exercise their powers and to perform their functions in their capacity as a trustee of the Charity in the way they decide in good faith would be most likely to further the purposes of the Charity; and
b. To exercise, in the performance of those functions, such care and skills 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 Charity in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession.

The Board of Trustees may discharge some of their responsibilities through a Scheme of Delegation to the Chief Executive, provided that such delegation is consistent with clause 14 and does not relinquish the Board's overall accountability.

(2) Eligibility for Trusteeship

a. Every Charity trustee must be a natural person.
b. No individual may be appointed as a Charity trustee:
   i. If they are under the age of 16 years; or
   ii. If they would automatically cease to hold office under the provisions of clause 12(1)e.;
   iii. If they have been convicted of an imprisonable offence, an offence involving dishonesty or deception, any other offence considered by the Board as relevant to the role, or if they have been placed on the sex offenders register;
   iv. If they were bankrupt from acting as a company director;
   v. If they have attempted, aided, or abetted contempt of course, been designated under terrorist asset-freezing legislation, or been on the sex offenders register.
c. An existing trustee can be disqualified if:
   i. One of the six conditions listed below have been met;
   ii. The person is deemed unfit to be a trustee; and
   iii. Disqualification is in the public interest to protect the trust and confidence that people have in charities.

   The six conditions are:
   1. The person has been cautioned for a disqualifying offence against a charity;
   2. The person has been convicted outside the UK for an offence which would automatically disqualify them from acting as a trustee if the offence was committed in the UK;

3. HMRC has found the individual not to be a fit and proper person (for the purposes of paragraph 4 of Schedule 6 to the Finance Act 2010);
4. The person was a trustee or employee of a charity at a time when there was misconduct or mismanagement of a charity, and they were responsible, or had knowledge and failed to take reasonable steps to stop it, or their conduct contributed to it;
5. The person was an officer or employee of a body corporate, in similar circumstances as in condition 4;
6. Past or continuing conduct by the person is damaging or likely to be damaging to public trust and confidence in charities generally.

d. 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 Board of Trustees decide, their acceptable of the office of Charity trustee.

e. All trustees must complete a Fit and Proper Person's Declaration and be subject to a DBS (Disclosure and Barring Service) check.

(3) Number of Charity Trustees

a. There must be at least three Charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting o all the Board of Trustees to appoint a new Charity trustee or trustees.

b. The maximum number of Charity trustees is 12. The Board of Trustees may not appoint any Charity trustee if as a result the number of Charity trustees would exceed the maximum.

10. Appointment of Charity Trustees

a. Every trustee must be appointed for a term of three years by a resolution passed as a properly convened meeting of the Board of Trustees.

b. Members may be re-appointed for two additional periods of 3 years (9 continuous years). In exceptional circumstances and if agreed by the Board, a trustee may serve for an additional period.

c. In selecting individuals for appointment as Charity trustees, the Board must have regard to the skills, knowledge and experience needed for the effective administration of the Charity.

(1) Ex-officio Charity Trustee(s)

The Charity may wish to appoint and ex-officio trustee for time to time. To that decision:

a. The ex-officio trustee shall automatically be a Charity trustee, for as long as they hold that office.
b. If in due course the ex-officio trustee becomes unwilling to act as a Charity trustee, the officer holder may:
    i. Resign under the provisions contained in clause 12 (Retirement and removal of trustees).
    ii. The office of ex-officio trustee will then remain vacant until a replacement, who is prepared to act as ex-officio trustee, is appointed.

11. Information for New Trustees

The Board of 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
b. A copy of the Charity's latest Trustees' Annual Report and statement of accounts.
c. A copy of "The Essential Trustee".

12. Retirement and Removal of Trustees

A Charity trustee ceases to hold office if they:

a. Retires by notifying the Charity 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. Is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the trustees resolve that their office be vacated;
c. Dies;
d. In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Charity trustee and may remain so for more than three months;
e. Is disqualified from acting as a Charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that

provision) as the amended sections 178-180 and the new sections 181, 182, 183 and 184 of the Charities (Protection and Social Investment) Act 2016.

13. Taking of Decisions by the Board of Trustees

Any decision may be taken either:

a. At a meeting of the Board of Trustees; or
b. By resolution in writing or electronic form agreed by all of the Board of Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Board of Trustees has signified their agreement.

14. Delegation by the Board of Trustees

a. The Board of Trustees may delegate any of their powers or functions to a committee or committees or the Chief Executive and, if they do, they shall determine the terms and conditions on which the delegation is made. The Board of Trustees may at any time alter those terms and conditions or revoke the delegation.
b. The Board of Trustees shall not delegate any matter which is expressly reserved to them by law, by this governing document, or by Charity Commission regulation.
c. Delegation under this clause does not absolve the Board of Trustees of their legal duties and responsibility for the management and administration of the Charity.

(1) Delegation to Committee

This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Board of Trustees, but is subject to the following requirements:

a. A committee may consist of two or more persons, but at least one member of each committee must be a Charity trustee;
b. The acts and proceedings of any committee must be brought to the attention of the Board of Trustees as a whole as soon as is reasonably practicable; and
c. The Board of Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

(2) Delegation to the Chief Executive

The Board of Trustees may delegate to the Chief Executive such executive powers and responsibilities as are necessary for the effective day-to-day management and operational leadership of the Charity. These may include, but are not limited to:

a. Implementation of the Charity's strategy as approved by the Board;
b. Management of staff and volunteers;
c. Operational decision-making;
d. Financial commitments within limits set by the Board;
e. Safeguarding, regulatory compliance, and risk management duties as delegated and overseen by the Board;
f. Ensuring proper reporting to the Board.

Any delegation to the Chief Executive shall be documented in a written Scheme of Delegation approved by the Board and reviewed at least annually.

15. Meetings of the Board of Trustees

(1) Calling Meetings

a. Any Charity trustee may call a meeting of the Board of Trustees.
b. Subject to that, the Board of 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 50% of the total number of Charity trustees, or 3 trustees, whichever is greater, or such larger number as the Board of Trustees may decide from time to time. 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 Board of Trustees in which each participant may communicate with all the other participants.
b. Any Charity trustee participating at a meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the Charity

a. The members of the Charity shall be its Charity trustees for the time being. The only persons eligible to be members of the Charity are its Charity trustees. Membership of the Charity cannot be transferred to anyone else.
b. Any member and Charity trustee who ceases to be a Charity trustee automatically ceases to be a member of the Charity.

17. Information or Associate (Non-voting) Membership

a. The Board of 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 of members.
b. Other 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.

18. Decisions Which Must be Made by the Members of the Charity

a. Any decision to:
   i. Amend the constitution of the Charity;
   ii. Amalgamate the Charity with, or transfer its undertaking to, one or more other Charities, in accordance with the Charities Act 2011; or
   iii. Wind up or dissolve the Charity (including transferring its business to any other Charity) must be made by a resolution of the members of the Charity (rather than a resolution of the Board of Trustees).
b. Decisions of the members may be made either:
   i. By resolution at a general meeting; or
   ii. By resolution in writing, in accordance with sub-clause d. of this clause.
c. Any decision specified in sub-clause a. of this clause must be made in accordance with the provision of clause 28 (Amendment of Constitution), clause 29 (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.

d. 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 who are entitled to vote on it. Such a resolution shall be effective provided that:
   i. A copy of the proposed resolution has been sent to all the members eligible to vote; and
   ii. The required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date.

The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Chariy has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the Charity on the date when the proposal is first circulated.

19. General Meetings of Members

(1) Calling of General Meetings of Members

The Board of Trustees may designate any of their meetings as a general meeting of the members of the Charity. 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 Charity as specified in clause 18 (Decisions Which Must be Made by the Members of the Charity).

(2) Notice of General Meetings of Members

a. The minimum period of notice required to hold a general meeting of the members of the Charity is 21 days.
b. Except where a specific 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 shorted notice if it is so agreed by a majority of the members of the Charity.
c. 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.

(3) Procedure at General Meetings of Members

The provisions in clause 15 b. to d. governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

20. Saving Provisions

a. Subject to sub-clause b. of this clause, all decisions of the Board of Trustees, or of a committee of Board of Trustees, shall be valid notwithstanding the participation in any vote of a Charity trustee:
   i. Who was disqualified from holding office;
   ii. Who had previously retired or who had been obliged by the constitution to vacate office;
   iii. Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise if, without the vote of that Charity trustee and that Charity trustee being counted in the quorum, the decision has been made by a majority of the Board of Trustees at a quorate meeting.

b. Sub-clause a. of this clause does not permit a Charity trustee to keep any benefits that may be conferred upon him or her by a resolution of the Board of Trustees or of a committee of the Board of Trustees if, but for sub-clause a., the resolution would have been void, or if the Charity trustee has not complied with clause 7 (Conflicts of Interest).

21. Execution of Documents

a. The Charity shall execute documents either by handwritten or electronic signature.

b. The document is validly executed by signature if it is signed by the Chief Executive or, in the case of a reserved matter or where the Chief Executive is not able, by at least two of the Board of Trustees.

22. Use of Electronic Communications

The Charity will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

a. The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

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

23. Keeping of Registers

The Charity must comply with its obligations under the General Regulations in relation to keeping of, and provision of access to a (combined) register of its members and Board of Trustees.

24. Minutes

The Board of Trustees must keep minutes of all:

a. Appointment of officers made by the Board of Trustees;
b. Proceedings at general meetings of the Charity;
c. Meetings of the Board of Trustees and committees of Board of Trustees including:
    i. The names of the trustees present at the meeting;
    ii. The decisions made at the meetings; and
    iii. Where appropriate the reasons for the decisions;
d. Decisions made by the Board of Trustees otherwise than in meetings.

25. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

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

26. Rules

The Board of Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity, 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 Charity on request.

27. Disputes

If a dispute arises between the members of the Charity 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.

28. Amendment or Memorandum or Constitution

a. This memorandum and the constitution can only be amended:
    i. By resolution agreed in writing by all members of the Charity; or
    ii. By a resolution passed by a 75% majority of those voting at a general meeting of the members of the Charity called in accordance with clause 19 (General Meetings of Members).
b. Any alteration of clause 3 (Objects), clause 29 (Voluntary Winding Up or Dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by the Board of Trustees or members of the Charity or persons connected with them, requires the prior written consent of the Charity Commission.
c. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
d. A copy of every resolution amending the constitution, together with a copy of the Charity's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary Winding Up or Dissolution

a. As provided by the Dissolution Regulations, the Charity may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Charity can only be made:
    i. At a general meeting of the members of the Charity called in accordance with clause 19 (General Meetings of Members), of which not less than 14 days notice has been given to those eligible to attend and vote by a resolution passed by 75% majority of those voting, or 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

ii. By a resolution agreed in writing by all members of the Charity.

b. Subject to the payment of all the Charity's debts:
    i. Any resolution for the winding up of the Charity, or for the dissolution of the Charity without winding up, may contain a provision directing how any remaining assets of the Charity shall be applied.
    ii. If the resolution does not contain such a provision, the Board of Trustees must decide how any remaining assets of the Charity shall be applied.
    iii. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Charity.
c. The Charity must observe the requirements of the Dissolution Regulations in applying to the Commission for the Charity to be removed from the Register of Charities, and in particular:
    i. The Board of Trustees must send with their application to the Commission a copy of the resolution passed by members of the Charity, a declaration by the Board of Trustees that any debts and other liabilities of the Charity have been settled or otherwise provided for in full, and a statement by the Board of Trustees setting out the way in which any property of the Charity has been or is to be applied prior to its dissolution in accordance with this constitution.
    ii. The Board of Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the Charity, and to any Charity trustee of the Charity who was not privy to the application.
    iii. If the Charity is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation and Definitions

In this constitution, "connected person" means:

a. A child, parent, grandchild, grandparent, brother or sister of the Charity trustee;
b. The spouse or civil partner of the Charity trustee or of any person falling within sub-clause a. above.
c. A person carrying on business in partnership with the Charity trustee or with any person falling within sub-clause a. or b. above;
d. An institution which is controlled:

i. By the Charity trustee or any connected person falling within sub-clause a., b., or c., above; or
ii. By two or more persons falling within subclause d.i., when taken together.

e. A body corporate in which:
i. The Charity trustee or any connected person falling within sub-clauses a. to c. has a substantial interest; or
ii. Two or more persons falling within sub-clause e.i. who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies 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.

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

"Charity trustee" means a trustee of the Charity.

"Register of Charities" means the register of Charities of organisations that have been recognised as charitable in England and Wales.

"Remuneration" includes not only payment in money terms, but also benefits in kind.
"Services" in the context of remuneration for services, includes good that are supplied in connection with the provision of services.

"Trustees" means Board of Trustees. The Board of Trustees are the people who, under the Charity's governing document, are responsible for the general control and management of the administration of the Charity. In the Charity's governing document, they may be called trustees, managing trustees, committee members, governors, officers or directors, or they may be referred to by some other title. Some charities also have custodian or holding trustees, whose function is restricted to holding the property of the Charity, and who can only act on the lawful instructions of the Board of Trustees.