

CONSTITUTION
The Religious Society of Friends (Quakers) in
Wales and the Marches
Charitable Incorporated Organisation
Version 23
09 February 2023

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CONSTITUTION

**The Religious Society of Friends (Quakers) in Wales and the
Marches [TBC]**

**Charitable Incorporated Organisation
with members other than its Trustees**

**Cymdeithas Grefyddol y Cyfeillion (Crynwyr) - Cymru a'r
Gororau [TBC]**

Charity Commission Reference [TBA]

[The notes enclosed by [] and in italics are for advice and reference only and do not form part of the constitution but are a commentary on the constitution which might be used to help Friends understand the purpose of each clause. See also clauses 31&32]

[Most of the draft constitution is taken from the template agreed by Britain Yearly Meeting with the Charity Commission and from a Charity Commission template for CIOs with members other than its Trustees adjusted for our specific purposes. Those general, legally required provisions, are not subject to negotiation.]

Charity Commission template notes

These explanatory notes are for advice and reference only and do not form part of the text of the constitution.

Inserting the date of the constitution is good practice, and helps to ensure everyone is working from the same document. The date to enter here is the date the constitution, or any amendment to it, has been registered by the Commission, as this is when it comes into effect. Leave this undated until the constitution has been registered.

Date of constitution (last amended): [TBC]

1. Name of the CIO

The name of the Charitable Incorporated Organisation (“the CIO”) is the Religious Society of Friends (Quakers) in Wales and the Marches known as Friends in Wales and the Marches and referred to in this document as the CIO. *[and in WELSH]*

[The exact name of the charity will depend upon a number of things and will need to be decided at a later stage]

INTRODUCTION

The Religious Society of Friends (Quakers) is an international family of Churches. The **Religious Society of Friends (Quakers) in Britain (BYM)** or more commonly **Quakers in Britain** referred to in this document as the **Religious Society** is the church in Britain which is a membership organisation supported by the charity known as **Britain Yearly Meeting of the Religious Society of Friends (Quakers)** which meets annually as **Britain Yearly Meeting** or more commonly **Yearly Meeting**. The standing representative body which, for historical reasons, is called **Meeting for Sufferings** is entrusted with the general care of matters affecting BYM. The church and the charity are supported by a staff team, based at Friends House in London, of which the **Recording Clerk** is the senior member. In Wales and Scotland some of this work is delegated to a General Meeting which in Wales is known as **Crynwyr Cymru – Quakers in Wales (CCQW)**.

Quakers do not make decisions by majority or even consensus but by a process of discernment described as the **Quaker Business Method** which is explained in detail in the **Book of Discipline** currently known as Quaker Faith and Practice and available online at <https://qfp.quaker.org.uk>.

Area Quaker Meetings are the main local meetings for church affairs and they are the level of the Religious Society at which individual membership is held. Individual members are known as **Friends**. Historically each Area Meeting had a board of Trustees.

The CIO constituted by this document is the Religious Society of Friends in Wales & the Marches (referred to in this document as Friends in Wales & the Marches, or the CIO) and is the merger of the charities of four Area Meetings and Crynwyr Cymru – Quakers in Wales (CCQW).

2. National location of the principal office of the CIO

The principal office of the CIO is in [England][Wales] at [TBC.....]

3. Object of the CIO

The object of the CIO is the furtherance of the general religious and charitable purposes of the Religious Society of Friends (Quakers) in Britain.

To that end, the CIO's income and property are used solely to further its object by work such as:

1. strengthening the life and witness of Quakers in the constituent meetings of the CIO;
2. spreading the message of Quakers and interpreting and developing the thought and practice of the Religious Society;
3. undertaking Quaker service for the relief of suffering at home and abroad;
4. funding Quaker concerns in the constituent meetings of the CIO;
5. providing for the pastoral care of individual Members and Attenders including assistance to those in need and for education;

2. Principal office

The constitution must state whether the CIO's principal office is in England or Wales.

3. Objects

The CIO must have exclusively charitable objects which you must set out in the constitution.

Guidance on appropriate wording for objects is available on the Charity Commission website. The key elements to include are:

- the purpose or purposes for which the CIO is being established;
- the people who can benefit; and if appropriate
- any geographic limits defining the area of benefit. If you include an area of benefit, it is common to define it by reference to a local government area: this has the advantage of clarity and simplicity, but can create problems if the

6. maintaining and developing Quaker meeting houses as places for public worship and from which to carry our witness into the world;
7. administering and maintaining the organisation of the constituent meetings and contributing to the support of Britain Yearly Meeting.
8. facilitating contact between Quakers of all ages, and providing opportunities for training and mutual support for those with special responsibilities, in conjunction with constituent meetings and other Quaker bodies;
9. working with other churches and ecumenical and interfaith groups in Wales and the Marches;
10. representing the views of the Religious Society to the Senedd and the wider community, and other public and voluntary organisations in Wales and the Marches and beyond especially those concerned with social witness, peace and interfaith relations;
11. responding to issues which relate to living in a bilingual society, including outreach in Wales and commissioning, translating and publishing Quaker material in the Welsh language;
12. representing Wales to Britain Yearly Meeting and liaising with Yearly Meeting committees and departments where appropriate.

area is subsequently altered or abolished. If this happens in future, contact the Commission for advice on amending the objects.

[9-12) are taken from Quaker Faith and Practice 5.04 & 5.05 and currently refer to the responsibilities delegated by Britain Yearly Meeting to Meeting of Friends in Wales which will be one of the constituent meetings of the CIO]

4. Powers of the CIO

4. Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO shall have the following powers:

to raise funds from contributions; from legacies; from grants and other sources; from investments and the use of assets; and from the sale of goods or services provided in furtherance of the CIO's object;

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

to buy, lease or acquire property, and to sell, grant a lease or dispose of property, subject to the terms below;

if the trustees so wish, they shall cause the title of all real property and investments held by or in trust for the CIO to be held in the name of Friends Trusts Limited as custodian trustee.

if the trustees decide to use a separate nominee to hold investments, they must apply to the Charity Commission for an Order discharging Friends Trusts Limited from its custodian trusteeship and vesting all land in Friends Trusts Limited as the nominee while granting it the same level of protection as it would enjoy under the provisions of Section 4(2) of the Public Trustee Act 1906, as if it were acting as custodian trustee.

to borrow money and to give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011 as amended from time to time);

to set aside income as a reserve;

to make investments in accordance with legal constraints and the ethical testimonies of the Religious Society;

to co-operate with other charities or to enter into partnerships;

to establish or support trusts or institutions formed for charitable purposes within the CIO's object;

to employ staff;

to pay pension contributions;

to obtain and pay for goods and services;

to reimburse reasonable expenses, including those of the trustees, incurred when acting on behalf of the CIO.

to open and operate bank accounts and to authorise any of the CIO's constituent meetings or committees to open a bank account and to appoint signatories; such action to be recorded by minute of the constituent meeting or committee and reported without delay to the trustees. The bank account or accounts shall be held in the name of the CIO or in the name of any of the meetings or committees contained within the CIO and not in the name of any individual.

it is the responsibility of trustees to insure all property including buildings and contents which shall be reviewed regularly. It is also the trustees' responsibility to maintain in force all appropriate

The CIO has power to do anything which is calculated to further its object[s] 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 clause 6 (Benefits and payments to charity trustees 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.

5. Application of income and property of the CIO

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

(a) A trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a trustee receiving:

(a) a benefit from the CIO as a beneficiary of the CIO;

(b) reasonable and proper remuneration for any goods or services supplied to the CIO.

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

6. Benefits and payments to trustees of the CIO and connected persons

5. Application of income and property

We recommend that you include this clause. 5(1) reflects the statutory provisions in the Charities Act 2011 about a CIO charity trustee's entitlement to reasonable expenses and that they may benefit from trustee indemnity insurance. We recommend that you include it in the constitution, to inform people involved with the charity.

5(2) reflects charity law requirements that the income and property of a CIO must be applied solely to further its objects and not to benefit the members or charity trustees (except as permitted by the governing document (see clause 6) or other express power). The trustees have a duty to ensure that the funds are correctly applied in accordance with this principle.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the CIO;
 - (c) be employed by, or receive any remuneration from, the CIO;
 - (d) 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) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A 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 bank rate (also known as the base rate). The CIO should document the amount of, and the terms of, the trustee’s or connected person’s loan.
- (e) A 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 trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its 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 CIO and the 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

Charity trustees may only benefit from their charity if they have express legal authorisation to do so (such as a clause in the constitution). This restriction extends to people closely connected to a trustee (‘connected persons’ – this term is defined (in the interpretation clause). You **should** include this clause so that charity trustees are clear about the restrictions that apply to them; and unless you include it, the default legal position will apply. Even where trustees are allowed to benefit from the CIO, this must only happen where the benefit is in the interests of the CIO. The Charity Commission guidance *Trustee expenses and payments (CC11)* provides more information about trustee benefits.

The model clause permits a minority of the charity trustees or connected persons to receive payments and other benefits in certain instances (such as for goods and services they supply to the CIO), subject to the stated controls. The option also allows other types of trustee benefit, subject to the Commission’s prior consent.

You **may** restrict the benefits that the charity trustees will be allowed receive by altering these clauses, but if you later need to undo any of the restrictions it will require the Commission’s consent to do so. Trustees do not have to use these powers just because they have them – we suggest you may find it simpler to keep to the model wording.

None of these options allows the trustees to receive payment for acting as a trustee.

7. Conflicts of interest and conflicts of loyalty of trustees of the CIO

A 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 themselves from any discussions of the 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 trustee absenting themselves from any discussions in accordance with this clause must not be involved in the discernment or be counted as part of the quorum in any decision of the trustees on the matter.

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. Membership of the CIO

- (1) Area Meetings are the main local meetings for church affairs. They are the level of the Religious Society at which individual membership is held.
- (2) Any member of one of the constituent meetings is a member of the CIO and can attend its General Meetings.
- (3) Each constituent Area Meeting shall maintain an official register of members and shall appoint a suitable member to have care of it. No alteration shall be made to the register save in accordance with decisions minuted by that Area Meeting.
- (4) Attenders of constituent Meetings should seek permission of the Clerk of their constituent Meeting to attend a General Meeting of the CIO.
- (5) Crynwyr Cymru – Quakers in Wales shall keep a register of their members who are not members of a constituent Area Meeting of the CIO but whose names are maintained in the official register of another Area Meeting.

(2) Duty of members

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

10. Meetings for Church Affairs of the CIO and its constituent bodies.

7. Conflicts of interest and conflicts of loyalty

The General Regulations provide that a charity trustee of a CIO must not take part in any decision from which they would directly or indirectly benefit personally, unless they cannot reasonably be regarded as having a conflict of interest. This clause reminds the trustees of this requirement and also reflects wider good practice on managing conflicts of interest and conflicts of loyalty. We recommend that you include it.

9. Membership of the CIO

[This clause is taken from the Template agreed by BYM with CC and is significantly different to the CC standard because of our clear membership procedure.]

(1) General Procedures

The business and activities of the CIO and its constituent Meetings, and in particular the way decisions are reached at meetings, shall at all times be conducted in accordance with Quaker Business Method set out below.

Meetings for church affairs, in which the Religious Society conducts its business, are meetings for worship based on silence, carrying the expectation that God's guidance can be discerned if members are truly listening together and to each other. The unity that is sought depends on the willingness of all to seek the truth in each other's utterances. There is no voting in the meetings, because the Religious Society believes that this would emphasise the divisions between differing views and inhibit the process of seeking to know the right way forward, the will of God as expressed in the sense of the meeting.

The clerk (for clerk read also; co-clerks or clerking team) of the meeting bears the final responsibility for preparing the business, conducting the meeting and drafting the minutes of the meeting. Minutes are drafted by the clerk during the course of the meeting, but the final decision about whether the minute represents the sense of the meeting is the responsibility of the meeting itself, not of the clerk.

This way of conducting meetings and coming to decisions is known (and referred to herein) as the Quaker Business Method.

(2) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- b) Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] 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 or subsequent relevant legislation.

11. General meetings of members of the CIO

[This clause is taken from the template agreed by BYM with CC and is significantly different from the CC template because of our use of the Quaker Business Method.]

This clause highlights when special provisions apply to a decision, and we recommend you include it. Only include (a) if you are including the corresponding optional power to remove charity trustees.

(1) Types of General Meeting

There must be an annual General Meeting (AGM) of the members of the CIO.

General meetings of the CIO are open to all Members of the constituent Meetings. Attenders may be present with the permission of their constituent Meeting Clerk.

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;
- appoint an auditor or independent examiner as applicable;
- and must appoint trustees as required under clause [13].

Other General Meetings of the members of the CIO may be held at any time.

All General Meetings must be held in accordance with the following provisions.

(2) Calling General Meetings

(a) The trustees:

(i) must call the Annual General Meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

(ii) may call any other General Meeting of the members at any time.

(b) The trustees must, within 21 days, call a General Meeting of the members of the CIO if:

(i) they receive a minuted request from one of the constituent meetings of the CIO; and

(ii) the request states the general nature of the business to be dealt with at the meeting.

(c) Any such request may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(d) Any General Meeting called by the trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(e) If the trustees fail to comply with this obligation to call a General Meeting at the request of its members, then the members who requested the meeting may themselves call a General Meeting.

(f) A General Meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(g) The CIO must reimburse any reasonable expenses incurred by the members calling a General Meeting by reason of the failure of the trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of General Meetings

(a) The trustees, or, as the case may be, the relevant members of the CIO, must normally give at least 14 clear days notice of any General Meeting to all of the members, and to any charity trustee of the CIO who is not a member.

(b) The notice of any General Meeting must:

(i) state the time and date of the meeting:

(ii) give the address at which the meeting is to take place;

(iii) give particulars of the business to be discerned at the meeting, and of the general nature of any other business to be considered at the meeting; and

(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons nominated for appointment or re-appointment as trustee, or under clause 21 (Use of electronic communication), details of where the information may be found.

(d) Proof that 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 sent.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Clerking of General Meetings

The clerks of the constituent meetings of the CIO shall form a clerking team who shall prepare the business of any General Meeting and appoint three of their number to clerk the meeting.

(5) Quorum at General Meetings

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

The quorum for the General Meetings of the CIO shall be at least two members from each constituent Meeting. The Clerks of each constituent Meeting may use between meeting procedures to appoint two representatives to the General Meeting..

If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at General Meetings

See Clause 10 (1) for details of Quaker Business Method for use at all meetings

12. Trustees of the CIO

(1) Functions and duties of trustees

The 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 trustee:

(a) to exercise their powers and to perform their functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that he or she has or holds themselves out as having;

and (ii) if he or she acts as a 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

The General Regulations require that the Constitution **must** specify a quorum.

12. Charity trustees

(1) This clause explains the charity trustees' legal function, legal duty to act in good faith, and statutory duty of care. We recommend that these should be set out in the constitution. The trustees cannot adopt a lower duty of care.

(2) Eligibility for trusteeship

Trustees must be members of the Religious Society and will normally be appointed from the membership of the constituent Area Meetings but should not be the clerk of any constituent Area Meeting or of Crynwyr Cymru – Quakers in Wales nor an employee of the CIO.

A Member who is appointed to act as a trustee may hold office until they

- (i) are released from service by a minute of the trustees;
- (ii) ceases to be a Member of the Religious Society;
- (iii) is determined by the trustees of the CIO to no longer be a fit or suitable person to carry out the duties of a trustee;
- (iv) is believed by the trustees of the CIO to have become incapable, by reason of mental disorder, illness or injury, of managing and administering their own affairs;
- (v) comes to the end of their term of service.

Removal of a trustee under the terms of (iii) or (iv) above shall require a decision of the trustees of the CIO [Clause 15(2)].

Members of the Religious Society who are legally ineligible to act or who are disqualified from acting as trustees shall not be able so to act nor continue so to act.

(3) Number of trustees of the CIO

Nominations Committee in consultation with all constituent meetings shall bring forward the names of Members of the Religious Society to be appointed as Treasurer of the CIO and not fewer than 4 and up to 14 other Members of the Religious Society as Trustees.

(4) First charity trustees

The first charity trustees of the CIO are

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13. Appointment of Trustees of the CIO

[This sub-clause is based on the BYM Template]

(3) Number of charity trustees

(3) The General Regulations require that the constitution must state the minimum number of charity trustees, if more than one.

(4) The General Regulations require that the constitution **must** include the names of the first charity trustees.

13. Appointment of charity trustees

- (1) The appointment of trustees shall be made at a meeting of the membership of the CIO, normally the AGM, which shall appoint nominees brought forward by the Nominations Committee to act as trustees containing no fewer than one member from each constituent meeting and no more than fifteen persons in total.
- (2) A Nominations Committee of the CIO, consisting of the Convenors of Nominations Committees, or another appointed representative, of the constituent meetings (Area Meetings and Crynwyr Cymru – Quakers in Wales) shall co-ordinate nominations to serve as Trustees of the CIO and nominations for other roles as required.
- (3) Nominations Committee in consultation with all constituent meetings shall bring forward nominations to be appointed as Treasurer of the CIO and not fewer than 4 and up to 14 others as Trustees. At least one Friend shall be appointed from each constituent meeting (Area Meetings and Crynwyr Cymru – Quakers in Wales). In making these nominations the nominations committee shall take into account the need to ensure geographical representation, diversity, a balance of skills and experience on the trustee body and to enable succession planning.
- (4) For the procedure for the appointment of the Clerk to Trustees
see Clause 18 (5).
- (5) For the procedure for the appointment of Clerks of the CIO see
Clause 11 (4).

[It became clear that a Nominations Committee will be required, particularly when the new charity is being established. This formula ensures representation on the Nominations Committee from all of the constituent meetings.]

[This clause is complicated in order to achieve simplicity and flexibility.]

[A Treasurer for the CIO will be required. It is anticipated that each constituent meeting will have a treasurer and that the Treasurer of the CIO will co-ordinate the work of these treasurers to enable the required recording and reporting of the finances of the constituent meetings. Similarly the treasurers of the constituent meetings will co-ordinate the work of the treasurers of constituent meetings of the Area Meetings. These relationships will be described in a document standing outside of the Constitution.]

- (6) Trustee appointments may be for any term of up to four years and shall be reviewed at intervals not exceeding four years. A trustee may be reappointed to give an unbroken term of service as a trustee of the CIO normally not exceeding eight years. That Friend cannot then normally be reappointed as a trustee of the CIO until two years have elapsed after the end of the last period of service in that capacity unless there are exceptional circumstances related to the best interests of the Charity.
- (7) If a trustee is released from service for any reason Trustees shall have the power to co-opt until the next General Meeting when the name will be brought to the meeting as a nomination from Trustees for appointment at that meeting.

[The BYM template sets an upper limit for the number of trustees at 15. Once a Treasurer is appointed there is an option to appoint up to a further 14 Friends as trustees.]

[A variety of options was considered including apportioning the 14 proportionately between the five constituent meetings but that would not allow the option for a larger number of Area Meetings or other Quaker bodies to be included in the new charity at a later stage.]

[Provision has been made to ensure representation from each of the constituent meetings and in addition to enable geographical representation, diversity and a balance of skills and experience as well as succession planning.]

[For the purpose of succession planning it is easier to work with even numbers and so this clause is a step away from the usual triennial appointments.

It is designed to allow for those Friends who may not feel initially able to take on a long term commitment and allows for short term appointments as well as longer terms of up to four years. In order to establish succession the first appointments might be for 2/3/4 years.]

[The template is clear that there should be a maximum number of years that Friends can serve and that there should be a break in service before reappointments are made.

[There may be exceptional circumstances when 'for the best interests of the charity' it will be necessary to reappoint. The wording indicates that this would only be for the best interests of the charity and not for the benefit of a Friend.]

- (8) Amendment to these appointment arrangements may be made by the AGM according to the provision in Section 25 of this Constitution.

[This clause allows for amendments to be made to the Constitution without consultation with Charity Commission as described in Section 25 of the Constitution. The CIO will need to register the change on the CC website which is very easy to do. This is provided for in the template.]

14. Information for new Trustees

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

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

14. Information for new charity trustees

This clause represents good practice; we recommend that you include it. It is vital for new trustees to have easy access to the information and training that they need to become effective members of the trustee body

15. Retirement and removal of Trustees

15. Retirement and removal of charity trustees

(1) A 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) is 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, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) are removed by the members of the CIO in accordance with sub-clause (2) of this clause; or

(f) are 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).

(2) A charity trustee shall be removed from office if it is discerned at a General Meeting of the members called for that purpose and properly convened in accordance with clause [11], that this is the will of the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that this matter will be before the meeting, 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.

16. Taking of decisions by Trustees

Any decision must be taken using the Quaker Business Method see Clause 10 (1) either:

- at a physical meeting of the charity trustees; or
- by electronic means (see Clause 21); or
- At a blended meeting

17. Delegation by Trustees of the CIO

(1) The General Regulations require that the constitution must contain provisions setting out how charity trustees may retire or otherwise cease to hold office. The provisions in the model follow recommended good practice.

(2) and (3) This is an optional power allowing the members to remove a charity trustee. The members may only remove trustees if a power to do so is included in the constitution. This power should be exercised only in the interests of the charity, and it is important that the process is fair and transparent (as provided in (3))

17. Delegation by charity trustees

- (1) The trustees may delegate any of their powers or functions to a committee including two or more trustees but the terms of any such delegation must be recorded by minute.
- (2) The trustees may impose conditions when delegating, including the conditions that:
- a) the relevant powers are to be exercised exclusively by the committee to which they are delegated;
 - b) no expenditure may be incurred except in accordance with a budget previously agreed with the trustees.
 - c) The trustees may revoke or alter a delegation.
- (3) All acts and proceedings of any such committee must be fully and promptly reported to the trustees.

18. Meetings and proceedings of the Trustees of the CIO

This power is optional. We recommend you include it as a matter of good practice. The General Regulations give charity trustees of a CIO automatic power to delegate tasks to subcommittees, staff or agents; but without this additional constitutional power, the trustees will be unable to delegate any power to make decisions. Sub-clauses (2)(a)-(c) reflect minimum good practice and are safeguards that should not be removed or diminished.

18. Meetings and proceedings of charity trustees

- (1) In conducting their meetings, the trustees shall follow Quaker Business Method. See Clause 10.
- (2) Minutes are to be made in the meeting and accepted and signed in accordance with Quaker Business Method. The trustees shall keep minutes of the proceedings at meetings of the trustees and of any sub-committee.
- (3) The trustees shall hold at least two meetings each year. A special meeting of the trustees may be called at any time by the clerk to the trustees or by any two trustees upon not less than four days' notice being given to the other trustees of the matters to be discussed. This period of notice may be waived with the consent of all trustees.
- (4) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. See Clause 21.
- (5) Trustees shall take forward the name of one of their number to be appointed as Clerk of Trustees to a General Meeting, normally the AGM.
- (6) 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 trustees present may appoint one of their number to clerk that meeting.
- (7) A quorum for trustees meetings shall be half of the current number of trustees.
- (8) The trustees shall report to the membership of the CIO at least once a year normally at the AGM. They shall also refer any major decisions such as those involving the acquisition, disposal or major alteration of land or buildings to a meeting of the membership of the CIO.
- (9) The trustees may from time to time make and alter arrangements for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this governing document.

The General Regulations require that the Constitution must include provisions for the calling and running of meetings including the minimum number of trustees who shall form a quorum, appointment of a chair and, (if trustees will be able to demand a poll. The provisions in this model are good practice recommendations.

(3) – This clause is optional, but will be required if one or more of the CIO's trustees may from time to time participate in meetings by telephone or similar means.

[The point about nomination and appointment of clerk of trustees is taken from the BYM trustee practice, recently adopted.

[It was felt to be really important that the trustee body had a hand in the appointment of their own clerks. But that the parent body took the responsibility for the appointment.]

19. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any decision of a trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to take part in the decision on the matter, whether by reason of a conflict of interest or otherwise;

if, without the participation in the decision of that trustee and that trustee being counted in the quorum, the decision has been made by the trustees at a quorate meeting.

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

20. Execution of documents by Trustees of the CIO

The CIO shall execute documents by signature of at least two of the trustees.

21. Use of electronic communications by members of the CIO including trustees

(1) General

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

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.
- (c) meetings held by electronic means must comply with rules for meetings, including clerking and the taking of minutes. See Clause 21.

19. Saving provisions

We recommend that you include this clause to reduce the risk of trustees' decisions being declared invalid for purely technical reasons. This is, however, also covered in the General Regulations.

21. Use of electronic communications

The General Regulations include provisions governing the use of electronic communication, and we recommend that CIO trustees familiarise themselves with the requirements. Failure to comply with the requirement to provide a hard copy would constitute an offence. The General Regulations state that if the CIO intends to automatically use electronic communication or a website to send formal communications to members, this must be stated in

(d) Any member or trustee participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(e) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

(2) To the CIO

Any member or trustee 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.

(3) By the CIO

(a) Any member or trustee of the CIO, by providing the CIO with their 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 charity trustees 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 11(3) (Notice of General Meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings);

(c) The charity trustees must:

(i) take reasonable steps to ensure that members and charity trustees 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 charity trustee who has not consented to receive communications in electronic form .

22. Keeping of Registers of the CIO

the constitution, which must also set out the circumstances in which this will happen. For suggested wording, please see the appendix to this constitution.

The power to take decisions by resolution in writing or electronic form outside meetings is optional, but if the trustees intend to use it, it must be included in the constitution. This sub-clause sets out the procedure for written resolutions.

LEGAL ADVICE REQUIRED regarding current Regulations governing the use of electronic communication, LR checking.

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, registers of its members and trustees.

23. Trustee Minutes

The 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 at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

24. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The trustees must ensure that an annual report and statement of accounts for the CIO is prepared in compliance with current charities legislation and presented to a General Meeting, normally the AGM, in a timely manner after the end of the financial year for consideration and acceptance.
- (2) The trustees shall submit an annual report, annual statement of accounts and annual return to the Charity Commission in compliance with current legislation.
- (3) The trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

25. Rules of the CIO

The General Regulations require requirements that the CIO keeps registers of members and charity trustees and makes this information available for inspection by interested persons. It does not have to be stated in the constitution but is included to serve as a reminder.

23. Minutes

This clause reflects the requirements of the General Regulations regarding record keeping. We recommend that this clause is included, to remind the trustees of their responsibilities.

24. Accounting records, accounts, annual reports and returns, register maintenance

This clause reflects the trustees' duties under the Charities Act 2011. We recommend that this clause is included, to remind the trustees of their responsibilities.

25. Rules

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

26. Disputes between members of the CIO

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 arranged by the CIO, then in consultation with the Recording Clerk of the Religious Society of Friends, before resorting to litigation.

27. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

(1) This constitution can only be amended by a General Meeting of the membership of the CIO, normally the AGM, and recorded by minute of the meeting.

(2) 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 charity trustees 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. The amendment does not take effect until it has been recorded in the Register of Charities.

We recommend that this power **should** be included for clarity, but charities automatically have this power and an express power is not needed. It is important that members are made aware of, and can easily obtain, copies of any rules.

26. Disputes

It is good practice to include provisions for dealing with any disputes that arise between members of the CIO. Litigation can be expensive, and litigation about the internal affairs of a charity would almost certainly constitute "charity proceedings", which can be taken only with the Commission's authority. We would usually require the parties to a dispute to have tried mediation first.

27. Amendment of constitution

This reflects the CIOs' statutory power of amendment in sections 224-227 of the Charities Act 2011. A CIO's constitution **should** include these provisions for ease of reference. The constitution of a CIO cannot override the statutory power of constitutional amendment, but the General Regulations provide that you **may** include additional restrictions in some or all cases, for example requiring a longer period of notice before the meeting, or a higher majority, for certain changes. Additional restrictions are not provided for in this model and if you are considering this, we recommend that you take appropriate advice. To request the Commission's consent to an amendment or to inform the Commission of an amendment, please complete the CC online form.

28. Voluntary winding up or dissolution

If at a General Meeting of the CIO it is decided that it is necessary or advisable to dissolve the CIO or to amalgamate with another Quaker body the trustees shall have the power to realise any assets held by or on behalf of the CIO. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to Britain Yearly Meeting, or to some other charitable institution or institutions having objects similar to that of the CIO. 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.

If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Guidance

In the exercise of its powers and in all matters relating to its administration, the CIO (as part of the Religious Society of Friends (Quakers) in Britain) and its trustees shall be guided by The Book Of Discipline and its future revisions and shall follow its provisions, in so far as the same are not inconsistent with the terms of this constitution.

30. Background

This CIO was formed on 1st January 2024 (TBC) by the merger of five charities;

- The Religious Society of Friends (Quakers) in Britain, North Wales Area Meeting, Registered

28. Voluntary winding up or dissolution

[Wording taken from BYM Template]

This clause reflects the provisions of the Charities Act 2011, the General Regulations and Dissolution Regulations. We recommend that it is included in the constitution for ease of reference. It also highlights that there are other requirements in the Dissolution Regulations that the trustees must comply with, as there are offences for noncompliance. To inform the Commission of your CIO's dissolution, please complete the Charity Commission online form.

[This clause is taken from the BYM Template.]

[We have been advised to insert this Clause 30 to assist any future need of information about the dissolved charities]

- Charity Number 1134209;
- South Wales Area Quaker Meeting, Registered Charity Number 1134539;
- Southern Marches Area Quaker Meeting, Registered Charity Number 1134528;
- Mid Wales Area Quaker Meeting, Excepted Charity;
- Crynwyr Cymru – Quakers in Wales (CCQW) . Registered Charity Number 1137935.

Historical financial and other information regarding these charities can be obtained through the Custodian of Records (Archivist) of the relevant constituent meeting.

Other Area Meetings including those created by the above Area Meetings may become constituent meetings of this CIO by the agreement of a General Meeting.

This needs checking with BYM.

31. Interpretation

31. Interpretation

In this constitution:

Taken from the CC template

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the trustee;

(b) the spouse or civil partner of the trustee or of any person falling within paragraph (a) above;

(c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b) above;

(d) an institution which is controlled –

(i) by the trustee or any connected person falling within paragraph (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-paragraph (d)(i), when taken together

(e) a body corporate in which –

(i) the trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 shall 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 9 of the General Regulations.

“trustee” means a charity trustee of the CIO.

“constituent body” means one of the bodies (currently five in number) which make up the CIO

32. Glossary of terminology used in this document

[Taken from BYM template and supplemented for our particular circumstances]

- (i) **The CIO** constituted by this document is the Religious Society of Friends in Wales & the Marches (referred to in this document as Friends in Wales & the Marches, abbreviated as FWM or the CIO).
- (ii) **The Religious Society of Friends (Quakers) in Britain (BYM)**, or more commonly **Quakers in Britain**, refers to the church in Britain, the Channel Islands and the Isle of Man, in its entirety, including all its local meetings for worship and its constituent meetings for church affairs, as well as all their work. It is referred to herein as **the Religious Society**.
- (iii) **Britain Yearly Meeting of the Religious Society of Friends (Quakers)**, or more commonly, **Britain Yearly Meeting**, refers to the centrally held and managed policy, property, employment and work of the Religious Society. It is referred to herein as Britain Yearly Meeting.
- (iv) **Meeting for Sufferings** is the standing representative body entrusted with the general care of matters affecting the Religious Society of Friends (Quakers) in Britain.
- (v) **Friends Trusts Ltd** (Charity number 237698) is the Custodian Trustee of all property and investments of which the CIO is the Managing Trustee. It's office is at Friends House, 173 Euston Road, LONDON NW1 2BJ.
- (vi) **Clerk** The clerk (for clerk read also; co-clerks or clerking team) of the meeting bears the final responsibility for preparing the business, conducting the meeting and drafting the minutes of the meeting. In this constitution it is generally used synonymously with Chair.

(vii) **The Recording Clerk** is the senior member of staff employed by Britain Yearly Meeting.

(viii) **Crynwyr Cymru – Quakers in Wales (CCQW)** has responsibilities delegated by BYM to represent and advance the life and witness of Quakers within Wales. The Meeting consists of all Friends who live in Wales or who are Members in Local Meetings within Wales. Provision is made for Members of other Meetings and Attenders to be present at meetings.

Meeting of Friends in Wales – Cyfarfod y Cyfeillion yng Nghymru is the former name of the body now called Crynwyr Cymru - Quakers in Wales.

(ix) **Friends/Quakers.** Members of the Religious Society are historically known as Friends and this term is used by and amongst Friends. Friends are also known as Quakers. These two words are virtually synonymous depending upon the context.

[This is to address the new confusion by adopting the word Friends in the name of the charity.]

(x) In this document the term **Friend** refers to a **Member** of the Religious Society.

(xi) In this document the term **Attender** refers to a person who is not in formal membership of the Religious Society but who regularly attends its Meetings for Worship.

(xii) **Area Meetings** are the main local meetings for church affairs. They are the level of the Religious Society at which individual membership is held. They have the responsibility of admitting new members into the Society and of terminating membership, and the duty of keeping the appropriate records of membership.

(xiii) **The Book of Discipline** means the book of Discipline of the Yearly Meeting of the Religious Society of Friends (Quakers) in Britain and shall include not only the current edition but also (where the context so admits) all subsequent revisions.

[Currently this is the name of the Book of Discipline but it may be changed by discernment of Yearly Meeting]

The most up-to-date version of the text is currently available online at <https://qfp.quaker.org.uk>.

The current edition is *Quaker Faith and Practice* Fifth edition (London 2013 subject to subsequent revisions agreed by Britain Yearly Meeting).

Amendments to *Quaker Faith and Practice* can be agreed by Britain Yearly Meeting in the years between new editions of the book being published.

(xiv) **The Marches** is used to describe those English counties which lie along the border with Wales,

(xv) **Senedd** is the name of the Welsh Parliament (Senedd Cymru) in both English and Welsh. The name change came into effect on 6 May 2020.

(xvi) **Chair** see Clerk

[Included to demonstrate that Senedd is correct usage in both Welsh and English]

(End of document: Draft CIO Constitution Version 23 9th January 2023: A.J.Clark)