

Constitution

OADBY & WIGSTON HINDU COMMUNITY

Constitution of a Charitable Incorporated Organisation With voting members other than its Board of Trustees

(‘Association’ constitution)

Date of constitution (last amended):

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is OADBY & WIGSTON HINDU COMMUNITY. The CIO may adopt a working name from time to time as the trustees think fit.

2. National location of principal office

The principal office of the CIO is in England.

3. Objects

The objects of the CIO are:

(1)

To advance the Hindu religion for public benefit, by means of, but not exclusively, provision of facilities for religious education and the public celebration of Hindu Festivals in accordance with the Sanatan Dharma;

(2)

To provide or assist in the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life; (3)

To relieve financial hardship among poor people, victims of natural disasters and other people in financial hardship by means of, but not exclusively, making grants or loans items, equipment, services and facilities, including the provision of food, clothing, and basic necessities for the benefit of the said persons.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable.

4. Powers

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

- (2) 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;
- (3) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (4) 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 119123 of the Charities Act 2011;
- (5) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a member of the Board of Trustees only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Board of Trustees and connected persons) and provided it complies with the conditions of that clause;
- (6) 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;
- (7) to appoint patrons or advisors or any such persons to assist in any decision making.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - (a) A member of the Board of Trustees 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 member of the Board of Trustees may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- (3) Nothing in this clause shall prevent a member of the Board of Trustees or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to Board of Trustees and connected persons

(1) General provisions

No member of the Board of Trustees 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 Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A member of the Board of Trustees or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A member of the Board of Trustees 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, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a member of the Board of Trustees or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the member of the Board of Trustees or connected person.
- (d) A member of the Board of Trustees 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 member of the Board of Trustees concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A member of the Board of Trustees 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.
- (f) A member of the Board of Trustees or connected person may be employed by the charity other than for acting as a trustee and may receive and retain reasonable remuneration paid to them in respect of their employment, provided that a majority of Board of Trustees then in office are not in receipt of remuneration or payments authorised by clause 6 and prior consent is acquired from the Charity Commission.

(3) Payment for supply of goods only – controls

The CIO and its Board of Trustees may only rely upon the authority provided by subclause (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 member of the Board of Trustees 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 members of the Board of Trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a member of the Board of Trustees or connected person. In reaching that decision the Board of Trustees must balance the advantage of contracting with a member of the Board of Trustees or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Board of 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 CIO” includes any company in which the CIO:
 - (i) holds 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 27 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A member of the Board of Trustees must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the Board of Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any member of the Board of Trustees absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Board of 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) General Members

- (a) A voting member of the CIO shall be called herein as a 'General Member'.
- (b) The persons first notified to the Charity Commission as trustees of the CIO at the time of registration as a Charity shall be the first General Members of the CIO.
- (c) Membership to the General Member class is open to anyone who is:
 - a. resident within three (3) miles of the borough of Oadby or Wigston in Leicestershire; and
 - b. a Hindu Person; and
 - c. at least eighteen (18) years of age; and
 - d. a person of good repute,

and is committed to furthering the CIO's objects, and who, by applying for membership, has indicated his agreement to become a member, and whose application of membership (in any form required by the Board of Trustees from time to time) is accepted by the Board of Trustees at its sole and absolute discretion.

- (d) if there is any doubt in the eligibility of a person as a General Member under this sub-clause (Clause 9(1)), then the Board of Trustees' decision on the said person's eligibility shall be final and binding.
- (e) General Members serve an indefinite term subject to the sub-clause 3 of this Clause (Clause (9)).
- (f) Acceptance to membership as a General Member, shall be subject to the payment of any membership fee set by the CIO from time to time pursuant to sub-clause 4 of this Clause (Clause 9) as determined by the Board of Trustees from time to time.
- (g) General Members of the CIO shall be voting members and subject to sub-clause (4) of this clause (Membership of the CIO), exercise their voting rights in accordance with the provisions of this Constitution.

(2) Transfer of Membership

Membership of the CIO cannot be transferred to anyone else.

(3) Termination of membership

Membership of the CIO comes to an end if:

- (i) the member dies; or
- (ii) the member sends a notice of resignation to the Board of Trustees; or
- (iii) the member is removed from membership if a resolution to that effect is proposed at a general meeting of the members properly convened in accordance with clause 10, and the resolution is passed by a majority of votes cast at the meeting; or
- (iv) the member is removed from membership if a resolution to that effect is passed at a meeting of the Board of Trustees properly convened in accordance with clause 15, and the resolution is passed by a simple majority of votes cast at the meeting.

(4) Membership fees

The CIO may require members to pay membership fees to the CIO as determined by the Board of Trustees from time to time. Any voting member shall have his or her voting rights suspended if any membership fee remains outstanding after becoming due, as determined at the discretion of the Board of Trustees. The CIO may offer a waiver of the membership fee for any member at the absolute and sole discretion of the Board of Trustees. The Membership Fees set by the Board of Trustees may be amended by voting members at a general meeting of the CIO. For the avoidance of doubt, any membership fees paid to the CIO shall be non-refundable.

10. Members' decisions

(1) General provisions

Decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in subclause (3) of this clause.

(2) Taking ordinary decisions by vote

Any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting. General Meetings of the CIO shall also be referred to as Ordinary Meetings of the CIO.

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) A resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that a simple 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 CIO has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

11. Board of Trustees

- (1) The members of the Board of Trustees shall be the charity trustees and references to the trustees herein shall be references to the Board of Trustees.
- (2) Subject to sub-clause (6) of this Clause (Clause 11), the Board of Trustees shall comprise of Members appointed at a General meeting of Members to act as members of the Board of Trustees to serve, subject to Clause 14, a term of four (4) years.

(3) Functions and duties of the Board of Trustees

The Board of 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 member of the Board of Trustees:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity 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 himself or herself out as having; and,
 - (ii) if he or she acts as a member of the Board of Trustees of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(4) Eligibility for trusteeship

- (a) Every member of the Board of Trustees must be a natural person.
- (b) No individual may be appointed as a member of the Board of Trustees of the CIO:
 - if he or she is under the age of 18 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 14; or
 - if he or she is not a voting Member of the CIO (for the avoidance of doubt, any General Member who has their voting rights suspended pursuant to Clause 9(4) shall not be eligible for appointment as a member of the Board of Trustees);
- (c) No one is entitled to act as a member of the Board of Trustees whether on appointment or on any re-appointment until he or she has expressly

acknowledged, in whatever way the Board of Trustees decide, his or her acceptance of the office of a trustee.

(5) Number of Board of Trustees

There must be at least three (3) members of the Board of Trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a General Meeting of members of the CIO to appoint new members of the Board of Trustees pursuant to Clause 12 of this Constitution. There shall be no more than seven (7) members of the Board of Trustees.

(6) First Board of Trustees

The first members of the Board of Trustees (referred to herein as the 'First Board of Trustees') are:

Miss. Pritibala Joshi,
Mr. Hitesh Chandrakant Pujara,
Miss. Nidhi Rupa Joshi
Mr. Dushyant Tanna
Mrs Bhavna Shah
Mrs Rajshri Parmar

, and are appointed, subject to Clause 14, for a four (4) year term from the date of formation as a charity.

(7) Officers

- (a) Subject to sub-clause (c) of this Clause, the Members, at a General Meeting of the Members of the CIO, may elect or appoint from among them, a Chairperson and other Officers (herein referred to as 'Officers of the CIO') to serve a term not exceeding their term as a Trustee of the CIO. The first Chairperson of the CIO shall be Miss.Pritibala Joshi (referred to herein as 'First Chairperson') to serve a four (4) year term.
- (b) The Board of Trustees may, in the event of a vacancy among the Officers of the CIO, appoint a trustee from among them to fill such vacancy, such that the term of the appointed trustee shall not exceed the term of the other members of the Board of Trustees as Officers of the CIO.
- (c) A trustee ceases to be from among the Officers of the CIO if he or she:
 - (i) resigns from the said office by giving written notice to the trustees of the CIO;

- (ii) has served his or her term and is not re-appointed for a further term;
- (iii) ceases to be a trustee by virtue of provisions of Clause 14;
- (iv) is removed from his or her office by a resolution of the members of the CIO passed at a meeting of the Members of the CIO duly held.

12. Appointment of member of the Board of Trustees

Pursuant to Clause 11(2), the members (at a General Meeting of the members of the CIO) may at any time decide to appoint a new member of the Board of Trustees, whether in place of a member of the Board of Trustees who has retired or been removed in accordance with clause 14 (Retirement and removal of Board of Trustees), or as an additional member of the Board of Trustees, provided that the limit specified in clause 11(5) on the number of Board of Trustees would not as a result be exceeded; The appointment of the said trustee shall be for a fixed term expiring at the same time as the expiration of the term of the serving members of the Board of Trustees.

13. Information for new member of the Board of Trustees

The Board of Trustees will make available to each new member of the Board of Trustees, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

14. Retirement and removal of member of the Board of Trustees

(1) A member of the Board of Trustees shall cease to hold office if he or she:

- (a) retires by notifying the CIO in writing (but only if enough member of the Board of Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings); or
- (b) dies; or
- (c) 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 (3) months; or
- (d) is disqualified from acting as a member of the Board of Trustees by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
- (e) is deemed to serve his or her term as a Trustee and is not re-appointed to serve a further term; or

- (f) fails to attend without the permission of the Board of Trustees, all meetings of the Board of Trustees held within a period of six (6) months; or
 - (g) is removed in accordance with sub-clause (2) and sub-clause (3) of this clause.
- (2) A member of the Board of Trustees shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 10, and the resolution is passed by a majority of votes cast at the meeting.
- (3) A member of the Board of Trustees shall be removed from office if a resolution to remove that trustee is proposed at a Board of Trustees meeting called for that purpose and properly convened in accordance with provisions of this constitution, and the resolution is passed by a majority of votes cast at the meeting.

15. Taking of decisions by Board of Trustees

Any decision must be taken either:

- at a meeting of the Board of Trustees; or
- 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 member of the Board of Trustees has signified their agreement.

16. Delegation by Board of Trustees

- (1) The Board of Trustees may delegate any of their powers or functions to a subcommittee 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.
- (2) 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) the acts and proceedings of any sub-committee must be brought to the attention of the Board of Trustees as a whole by the person leading or chairing the subcommittee; and
 - (b) the Board of Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

17. Meetings of Board of Trustees

- (1) **Calling meetings**

- (a) Ordinary meetings must be called at any time by the Chairperson of the CIO and in the event that there is no such person appointed, then any one member of the Board of Trustees may call the said meeting.
- (b) Notice of seven (7) days shall be required to be given for meeting of the Board of Trustees, such that if there is an urgent matter to be decided, then a shorter notice may be given if the majority of the Board of Trustees agree.
- (c) The notice given can be verbal or written and can be using any electronic means, such as email, text messages or faxes. A notice for a meeting may be shortened if the majority of the trustees so agree to a shorter notice.

(2) Chairing of meetings

The meetings of the Board of Trustees shall be chaired by the Chairperson of the charity, or in the event that there is no such person, then by a trustee elected or appointed by the trustees present.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two (2) member of the Board of Trustees, or the number nearest to one-half (1/2) of the total number of members of the Board of Trustees, whichever is greater, or such larger number as the Board of Trustees may decide from time to time. A member of the Board of Trustees shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Subject to sub-clause (d) of this clause, questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) Subject to sub-clause (d) of this clause, in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (d) Any disputes that arise shall be resolved in accordance with Clause 24 of this Constitution.

(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 member of the Board of Trustees 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.

18. General meetings of members

(1) Calling of general meetings of members

- (a) A general meeting of members may be called at any time by the Chairperson or the Board of Trustees, and the Board of Trustees should call a general meeting if requested in writing by at least twenty-percent (5%) of the total number of voting members of the CIO or six (6) voting members of the CIO, whichever is greater.
- (b) The Board of Trustees may hold a General Meeting of the Members of the CIO on an annual basis as they deem fit. Such meetings shall be referred to as “Annual General Meetings” and be in accordance to the provisions of general meetings stated in this Constitution.

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the CIO is fourteen (14) days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority (of at least 90%) of the members of the CIO.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic (via email, text message, or otherwise) form of notice was 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 17 (2)-(4) 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, with the exception that the quorum for general meetings shall be one-tenth of the total number of voting Members or six (10) voting members, whichever is lesser, for each General Meeting and six (6) voting members for each general meeting reconvened after the adjournment of a prior General Meeting due to a lack of quorum.

19. Bank Account

Any bank or building society account in which any of the funds of the charity are deposited must be operated by the Board of Trustees and held in the name of the CIO. Unless the regulations of the Board of Trustees make other provision, for the purposes of making payments from a bank account of the CIO, the Trustees shall have two (2) authorised signatories registered in any bank account of the CIO and payments from such accounts shall be made by at least two (2) signatories, but for payments made via online banking or debit card, the payment may be made by at least one (1) signatory.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Board of Trustees, or of a committee of the Board of Trustees, shall be valid notwithstanding the participation in any vote of a member of the Board of Trustees:

- 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 vote on the matter, whether by reason of a conflict of interest or otherwise;
- for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that member of the Board of Trustees and that member of the Board of Trustees being counted in the quorum, the decision has been made by a majority of the Board of Trustees at a quorate meeting.

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

21. Execution of documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed at least two members of the Board of Trustees. This clause does not apply to payments made from bank accounts held by the CIO.

22. Use of electronic communications

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

- (1) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (2) any requirements to provide information to the Commission in a particular form or manner.

23. Rules

The Board of Trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or 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.

24. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, or between the trustees about a decision of the trustees

and the dispute cannot be resolved by agreement, the decision of the Chairperson shall be final and binding on all the parties to the dispute.

25. Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution tabled at a general meeting of Members of the CIO and the said resolution is passed by a 75% majority of those voting at the said meeting called in accordance with clause 18 (General meetings of members).
- (2) Any alteration of clause 3 (Objects), clause 26 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Board of 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 or that which cause the CIO to cease to be a charity under the Charities Act 2011 shall be valid.
- (4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of fifteen (15) days beginning with the date of passing of the resolution.

26. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) by a resolution to dissolve the CIO at a general meeting of the members of the CIO called in accordance with clause 18 (General meetings of members), of which not less than fourteen (14) days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:

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

27. Interpretation

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

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the member of the Board of Trustees;
- (b) the spouse or civil partner of the member of the Board of Trustees or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the member of the Board of Trustees or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the member of the Board of Trustees or any connected person falling within sub-clause (a), (b), or (c) above; or

- (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the member of the Board of Trustees 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.

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

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

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

“member of the Board of Trustees” means a trustee of the CIO.

“Board of Trustees” means the trustees of the CIO at the time of registration with the Charity Commission or any of their successors.

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

A **“General Member”** is a person from among the General Members of the CIO.

“General Members” are persons first registered as trustees of the CIO and any other persons duly appointed as a General Member.

“Sub-committee” means a committee of the Board of Trustees comprising of trustees or other persons appointed by the Board of Trustees.

“Hindu Person” means a person who is an adherent of the Hindu religion in accordance with the Sanatan Dharma.