

CONSTITUTION OF ALLIANCE FRANÇAISE DE YORK

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Alliance Française de YORK.

2. Location of principal office & official e-mail address.

(1) The principal office of the CIO shall be at such address as the charity trustees from time to time determine (provided that they must notify the members of any change) but for the time being it is at 61 Bootham, YORK, YO30 7BT, UK.

(2) The CIO shall have an official e-mail address to be determined by the charity trustees from time to time (provided that they must notify those members with which the CIO communicates electronically of any change) but for the time being it is **afdy@allfrance.fsnet.co.uk**

3. Objects

The purposes of the Alliance Française de YORK are:

- to organise courses in French language, civilisation and literature
- to promote social and cultural activities, relating to France and for French speakers in York and surrounding area (such as lectures, musical concerts, drama, exhibitions, film shows)
- to collaborate with the Cultural Service of the French Embassy in London
- to support French language teaching and the diffusion of French culture in schools, colleges and universities

4. Principles

The Alliance Française de YORK is politically and religiously independent and rejects discrimination on grounds of race, religion, gender or sexual orientation..

5. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, but without limitation, the CIO has power to:

- (1) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) Employ and remunerate such staff as are necessary for carrying out the work of the CIO;

(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.

6. Application of income and property

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

(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 (but this shall not preclude the CIO from employing or entering into contracts for goods or services from a member on normal market terms).

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 7.

7. Benefits and payments to charity trustees and connected persons

(1) General provisions

Subject to the exceptions set out in sub-clause 7 (2), no charity 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. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

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

(a) A charity trustee or connected person may not receive a benefit from the CIO but may take part in the activities of the CIO on the same terms as those offered to any other member of the public;

(b) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public;

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

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

(e) A charity trustee who possesses specialist skills or knowledge required by the CIO may receive reasonable remuneration for work done requiring such skills or knowledge, provided

that such charity trustee shall withdraw from any meeting whilst his or her remuneration is being discussed.

(3) In sub-clause (2) 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 31(1) (Interpretation);

8. Conflicts of interest and conflicts of loyalty

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity 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 absenting himself or herself during discussions in conformity with this article will not have the right to vote or be taken into account for the constitution of the quorum for any decision relating to this issue.

9. Non-liability of members and trustees to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, neither the members nor the charity trustees of the CIO shall have any liability to contribute to its assets or personal responsibility for settling its debts and liabilities (but this does not affect any pre-existing liability to pay membership subscriptions or other sums due to the CIO.).

10. Membership of the CIO

(1) Admission of new members

(a) Eligibility: Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member under this constitution and acceptance of the duty of members set out in sub-clause (3) of this clause. A member may be an individual, or a corporate body, or an individual or corporate body representing an organisation which is not incorporated. Persons enrolled in language courses or participating in the cultural events are not members of the CIO, unless admitted in accordance with the admission procedure (clause b)

(b) Admission procedure: the charity trustees:

(i) may require applications for membership to be made in any reasonable way that they decide;

(ii) may designate (and from time to time change) different categories of membership, each with its own criteria for qualification;

(iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision; but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer, signed by both the outgoing and the incoming representative.

(3) Duty of members:

It is the duty of each member of the CIO to exercise his or her rights and 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, and not to do, or omit to do, anything whereby the CIO may be brought into disrepute.

(4) Termination of membership:

(a) Membership of the CIO comes to an end if:

(i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

(ii) the member sends a notice of resignation to the charity trustees (and if such notice is sent within 14 days, or such longer time as the charity trustees may allow, of such member being requested to pay membership fees which have just fallen due he shall not be liable to pay such fees); or

(iii) the charity trustees, when any sum of money owed by the member to the CIO has not been paid in full within one month of formal demand, resolve to terminate the member's membership;

(iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO under (4)(a)(iv) above they must:

(i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

(ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed. Subject thereto, the decision of the charity trustees shall be final.

(5) Membership fees

(a) The CIO may require members to pay reasonable membership fees to the CIO to be determined and reviewed from time to time by the charity trustees;

(b) Different fees may be applied for different categories of membership;

(c) If a member's membership terminates for any reason during a period for which fees have already been charged it will be in the discretion of the charity trustees what refund, if any, is made (subject to sub-clause (4)(a)(ii) above).

11. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, 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 sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, 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 (including votes cast by postal or email ballot, and proxy votes).

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

(a) Subject to sub-clause (4) of this clause, 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:

(i) a notice containing the text of the proposed resolution together with instructions how to vote (as per sub-clause (ii) below) has been sent to all the members eligible to vote; and

(ii) a simple majority of members who have cast their votes within the period of 21 days beginning with the date on which notice was sent has voted in favour of the resolution. A member casts his or her vote by signifying approval or disapproval in a document or documents and returning it to the principal office. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure).

(b) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when notice is given of the proposal in accordance with paragraph (a)(i) above.

(c) Not less than 10% of the members of the CIO may by notice in writing signed by the members in question require the charity trustees to make a proposal for decision by the members.

(d) The charity trustees must within 21 days of receiving such a notice comply with it (using the procedure for written resolutions provided by this sub-clause (3)) unless a majority of those who gave the notice agree otherwise, provided that:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material and is not inconsistent with this constitution;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

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

(a) Any decision to remove a trustee must be taken in accordance with clause 16 (Retirement and removal of charity trustees).

(b) Any decision to amend this constitution must be taken in accordance with clause 29 (Amendment of constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 30 (Voluntary winding up or dissolution).

12. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 14 (Appointment of charity trustees). 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 charity 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 charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

(i) they receive a request to do so signed by at least 10% of the members of the CIO; and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include the text of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious and is not inconsistent with this constitution.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the charity 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.

(h) 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.

(i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity 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 charity trustees, or, as the case may be, the relevant members of the CIO (in which case the charity trustees shall provide them with whatever information they require for the purpose), must give at least 14 clear days' notice, and in the case of a resolution to modify the Constitution, 30 days' notice of any general meeting to all of the members;

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) and/or (c) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations;

(c) 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 any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(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) the notice for an AGM shall also include the trustees' annual reports and details of persons standing for election or re-election as trustee, or where allowed under clause 23 (Use of electronic communications) details of where the information may be found on the CIO's website.

(d) 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) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 12 (General meetings of members - (4) Chairing of general meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

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

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause is counted as being present in person.

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

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

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) 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

(a) Any decision other than one falling within clause 11 (Members' decisions - Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote.

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

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

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members:

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO. The chair is entitled to require evidence of the authority.

(8) Adjournment of meetings:

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

13. Charity trustees

(1) Election of Chairman, Secretary and Treasurer

At the first trustee meeting following their election at a general meeting of the members of the CIO the trustees shall elect from among their number a Chairman, a Treasurer and a Secretary.

(2) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

(a) to exercise 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 charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(3) Eligibility for trusteeship

(a) Every charity trustee must be a natural person, and a member (or authorized representative of a corporate member) of the CIO;

(b) No individual may be appointed as a charity trustee 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 16 (Retirement and removal of charity trustees).

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

(4) Number of charity trustees

(a) There must be at least 3 charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(b) The maximum number of charity trustees is 8. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees are as follows:

Mrs Elizabeth Greenwell,

Mrs Carys Tew

Miss Leonora O'Brien,

Ms Géraldine Enjelvin,

Mrs Margaret Rawnsley,

Mr Roderick Duncan,

The remaining clauses of this constitution shall apply to them as if they had been elected trustees, elected on the date of formation of the CIO.

14. Appointment of charity trustees

(1) The trustees are elected for a period of three years (subject to re-election as set out below).

(2) At every annual general meeting of the members of the CIO, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(3) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If too many trustees were last appointed or reappointed on the same day for this to apply those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;

(5) The members may elect, or the charity trustees may appoint, a new charity trustee at any time, whether in place of a charity trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 13(4) (Number of charity trustees) would not as a result be exceeded;

(6) A person so elected by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment unless elected at that meeting, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

15. Information for new charity trustees

The charity trustees will make available to each new charity trustee, 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.

16. Retirement and removal of charity trustees

A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing;
- (b) is absent without the permission of the charity trustees from three or more successive meetings over a period of at least six months, and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (f) Ceases to be a member or authorized representative of a corporate member of the CIO
- (g) is removed from office by a resolution of the members: provided that such resolution must be passed at a meeting (and not using the written resolution procedure set out in clause 11(3) above) at which at least 20 members, or 50% of the membership if fewer, are present in person or by proxy; and that the trustee in question must be given the opportunity to make

representations to the members by a written statement to accompany the notice of the meeting and/or addressing the meeting.

17. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A trustee (whether elected or appointed by resolution of the trustees) may serve for a maximum of nine years (in computing which breaks of less than six months shall be disregarded), after which he or she may only be reappointed after a break of at least twelve months.

18. Taking of decisions by charity trustees

Any decision may be taken either:

- (a) at a meeting of the charity trustees; or
- (b) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

19. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time, and at least every 6 months, review the arrangements which they have made for the delegation of their powers.

20. Meetings of charity trustees

(1) Calling meetings:

- (a) Any charity trustee may call a meeting of the charity trustees;
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required, save that all trustees must have notice of all meetings

(2) Chairing of meetings:

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is

unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings:

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees. A charity trustee 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) Questions arising at a meeting (including meetings by electronic means) shall be decided by a majority of those participating in the meeting and eligible to vote.

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

(4) Participation in meetings by electronic means:

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

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity 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.

21. Saving provisions

All decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

(d) if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

22. Execution of documents

(1) The CIO shall execute documents either by signature or by affixing its seal (if it has one);

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

23. Use of electronic communications

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

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

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

24. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a register of its members and charity trustees.

25. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

27. Rules

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

28. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29. Amendment of constitution

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

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

(2) Any alteration of clause 3 (Objects), clause 30 (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 every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Charity Commission 15 days from the date on which the resolution is passed.

30. 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 resolution agreed in writing by all members of the CIO; or

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members) of which not less one month notice has been given to those eligible to attend and vote

(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 charity 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 Charity Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Charity Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the charity 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 charity 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 charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee 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.

31. Interpretation and Notices

(1) In this constitution, save where the context otherwise dictates:

“Connected person” means:

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

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

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

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

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

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

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

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

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

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

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

“charity trustee” or “trustee” means a charity trustee of the CIO.

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

(2) (a) Notices and other communications may be given, by the CIO to a member, at his or her postal address notified to the CIO or, where he or she has indicated that electronic communication is sufficient, at his or her electronic address notified to the CIO.

(b) Notices and other communications may be given, by a member to the CIO, at the postal address of its principal office or by electronic means at its official e-mail address (so designated by the charity trustees).

(c) Proof that an envelope containing a notice or communication was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

32 Transitional provisions

The CIO has been formed with the intention that it will replace the existing unincorporated association called Alliance Française de York (‘the Association’). Subject to the members of the Association passing a resolution in accordance with its constitution confirming the provisions of this clause and that the Association be wound up:

(1) the CIO will take over the assets (less the liabilities) of the Association;

(2) members of the Association will automatically become members of the CIO (in categories the same as or as close as possible to their category of membership of the Association);

(3) the charity trustees will supervise the orderly discharge of the obligations and winding-up of the affairs of the Association (provided that neither the charity trustees nor the CIO shall be liable for the liabilities of the Association).

END