

**THE RULES AND CONSTITUTION OF THE HUB@HENLEY COMMUNITY CENTRE CHARITABLE
INCORPORATED ORGANISATION (HEREINAFTER REFERRED TO AS CIO)**

Serving to inspire, educate and strengthen our community

The Hub@Henley Community Centre CIO Constitution and Rules January 2015 Revised 10.02.23

1. DEFINITIONS

In this constitution the expressions used are defined as follows:

- (a) "The Town" shall mean and include the area within the Civil Parishes of Beaudesert and Henley-in- Arden.
- (b) "The Users" shall mean and include such persons as attend the community centre as participants in groups approved by the Charity Trustees.
- (c) "Parents" shall mean persons who are the legal guardians or parents of children and young people who are registered members of the youth clubs operating in the centre from time to time.
- (c) "The CIO Premises" shall mean and include such lands and buildings as are leased from WarwickshireCounty Council such lease being held by holding trustees appointed by the Charity Trustees.
- (d) A Charity trustee means a charity trustee of the CIO
- (e) "The Charity Trustees" and shall mean and include the committee of management and control of "The Hub@Henley Community Centre CIO" elected at the annual general meeting and co-opted in manner set out below.
- (f) "Members" shall mean the persons who register their membership with the secretary who are over eighteen years of age.
- (g) "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- (h) Charitable Incorporated Organisation (CIO) is defined in the Charities Act 2011 (c. 25) Part 11 — Charitable Incorporated Organisations (CIOs) Chapter 1 — General.

2. TITLE OF THE CIO

The CIO shall be known as "The Hub@Henley Community Centre CIO". The principal office of the CIO will be decided from time to time by the Charity Trustees and is in England.

3. MISSION AND OBJECTIVES OF THE CIO.

- 3(a) To further or benefit the residents of Henley-in Arden and the neighbourhood, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents.

In furtherance of these objects but not otherwise, the trustees shall have power:

To establish or secure the establishment of a community centre and to maintain or manage or co-operate with any statutory authority in the maintenance and management of such a centre for activities promoted by the charity in furtherance of the above objects.

- 3(b) Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008].

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4. MANAGEMENT AND CONTROL

The management, administration and control of The Hub@Henley Community Centre CIO shall be the responsibility of The Charity Trustees.

5. THE CHARITY TRUSTEES

The first Charity Trustees shall be the Managing Trustees of The Hub@Henley Community Centre Trust for the time being their names are written at the end of this document who shall resign at the first Annual General Meeting meeting when Charity Trustees shall be elected and appointed as set out below.

- 5(a) The Charity Trustees shall consist of maximum of 13 members and a minimum of 7, made up as follows:
- (i) 8 maximum and 5 minimum community representatives who reflect the wide interests of the town
 - (ii) 2 maximum and 1 minimum Representatives of the user groups of the community centre
 - (iii) 1 minimum and up to three others may be co-opted
- 5(b) The Charity Trustees shall have the power to co-opt not more than three members to reflect interests in The Town not already represented.
- 5(c) In the event of a vacancy arising through the death, resignation or removal of an elected member of The Charity Trustees appointed by the annual general meeting The Charity Trustees shall have power to fill such vacancy within the terms set out in section 5 (a) until the next Annual General Meeting.
- 5(d) The proceedings of The Charity Trustees shall not be invalidated by any vacancy among its members or by any defects in the appointment or qualification of any member.
- 5(e) The charity trustees will abide by the Code of Conduct agreed from time to time by the Charity Trustees.
- 5(f) At the first meeting of the Charity Trustees after the Annual General Meeting they shall elect from amongst their membership a Chairman, Vice Chairman, Treasurer and Secretary
- 5(g) Any decision may be taken either at a meeting of the charity trustees, and annual or extraordinary meeting of the members or by resolution in writing or electronic form agreed by all of the charity trustees. Such agreement 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.
- 5(h) A charity trustee must 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 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 charity trustee absenting himself or herself from any discussion in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.
- 5(i) A charity trustee shall be removed from office if a resolution to remove that trustee is

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proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 6 or 7, and the resolution is passed by a 75% majority of votes cast at the meeting. 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 the resolution is to be proposed, 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.

- 5(j) Any person who retires as a charity trustee is eligible for reappointment or re-election. Any person removed from office under clause 5(i) or resigning after an enquiry of the Charity Trustees deems that the Charity Trustees concerned should be removed because of their conduct shall not be eligible for reappointment or re-election. There is no limit on the number of years a Charity Trustee may serve.

6. ANNUAL GENERAL MEETING

- 6(a) Notice shall be given an Annual General Meeting convened by The Charity Trustees before the 31st day of October in each year. Such notices will be well publicised giving fourteen calendar days notice inviting the Members to attend for the purpose of receiving the report and accounts of The Committee, for accepting the resignation of members of the Charity Trustees, for the purpose of electing such members who have been nominated and seconded at the meeting and elected by a simple majority of the voting members present at the meeting under Clause 5(a), reviewing and amending the constitution of the CIO and any other business deemed appropriate by the Charity Trustees. Each Member present in person at the Meeting shall be entitled to one vote. If in any year an annual general meeting shall not be convened and held before the 31st day of October, the Annual General Meeting for that year shall be convened and held as soon as practicable after the 31st October and if not so convened and held then such meeting shall be convened by a person nominated for the purpose by the Charity Commissioners.
- 6(b) All the members of The Charity Trustees appointed under Clause 5(a) and co-opted shall retire at the first AGM following their appointment or election. They may be re-elected or re-appointed see Clause 5(c). Co-opted members may be re-appointed at the first meeting of the Charity Trustees after the Annual General Meeting.
- 6(d) The meeting may be held at a venue agreed by the trustees, using a secure internet video system or a combination of both of these formats.
- 6(e) The quorum shall be 10 members and 5 Charity Trustees.
- 6(f) If 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 be notified to the CIO's members at least seven clear days before the date on which it will resume. 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. 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.

7. EXTRA-ORDINARY GENERAL MEETINGS

An Extra-ordinary General Meeting must be called under the same conditions as an Annual

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General Meeting (Section 6) by the chairman if requested in writing by 5 Charity Trustees or 20 Members. Notices detailing the item to be discussed of the meeting will be given. Such notices will be well publicised giving fourteen calendar days' notice, inviting the Members to attend. No other business except that set out in the notice of the meeting may be discussed. Each Member present in person at the Meeting shall be entitled to one vote. The quorum shall be 20 members and 5 Charity Trustees if the 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 be notified to the CIO's members at least seven clear days before the date on which it will resume. 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. 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.

9. LIMITS ON THE POWERS OF THE CHARITY TRUSTEES

The Charity Trustees shall meet at their discretion but in any case, at least twice a year. These meetings may be held at a venue agreed by the trustees, using a secure internet video system or a combination of both of these formats of which there should be a minimum of 2 each year which are quorate make and alter rules and regulations for the conduct of its business for the summoning and conduct of its meetings and in particular with reference to: -

- 9(a) the duties and responsibilities of the Chairman, Vice Chairman, Treasurer and Secretary.
- 9(b) the terms and conditions upon which The CIO Premises may be used for entertainments, meetings, social gatherings, sports, educational, recreation and other purposes and the sum (if any) to be paid for such use.
- 9(c) the Standing Orders set out for the committee meetings of the Charity Trustees which will include the duties and responsibilities of the officers.
- 9(d) the appointment of a qualified examiner of accounts and officers paid or unpaid as may be considered necessary in connection with The Hub@Henley Community Centre CIO and the fixing of their respective remuneration (if any) and terms of office.
- 9(e) the engagement and dismissal of such paid officers and servants required for the administration of The Hub@Henley Community Centre CIO or providing services to deliver its objectives as it may consider necessary.
- 9(f) the number of members who shall form a quorum at its meetings provided that the number of members who shall form a quorum shall never be less than five members; such five members must include either the Chairman, Vice Chairman, Secretary or Treasurer.
- 9(g) the Charity Trustees shall when necessary establish subcommittees and delegate to each sub committee such administrative and financial powers as it may from time to time decide.
- 9(h) the Charity Trustees shall when necessary establish working parties with specific written tasks or objectives.

10. FINANCE

- 10(a) All income to or for the benefit of The Hub@Henley Community Centre CIO and all

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monies received in respect of the use of The CIO Premises shall be paid into a CIO Account or CIO Accounts at a Bank as shall from time to time be agreed by The Charity Trustees.

- 10(b) All CIO funds shall be subject to the supervision of the Charity Trustees who will agree the financial regulations which set out how they may spend such funds in the following way:-
- (i) purchasing of freehold land and premises or acquiring by way of lease or tenancy land and premises required for any of the purposes of the CIO.
 - (ii) constructing buildings and premises and the adaptation of land, buildings and premises for any of the purposes of the CIO.
 - (iii) constructing, repairing, renewing, rebuilding and insuring The CIO premises, fittings and furniture and in paying all rent (if any), rates, taxes, salaries of paid officers and servants and other outgoings and in providing implements, equipment, furniture, games, Information technology equipment, books, newspapers, periodicals and other literature as a means of sport, education and recreation, providing off site courses, residential and day visits for staff and young people and otherwise for the upkeep and improvement of The CIO Premises and other activities which further the objectives of the CIO.
- 10(c) the financial year shall begin on April first shall and end on the thirty-first day of March in each year.
- 10(d) consolidated Balance Sheet and Income and Expenditure Statement must be prepared at the end of each financial year. It will be examined by a qualified examiner of accounts and submitted to the Annual General Meeting for approval and then reported to the Charity Commission.
- 10(e) the Charity Trustees may, upon the vote of two-thirds of its members and (when necessary) with the consent of the Charity Commissioners, obtain such advances on the security of The CIO Premises as may be required for maintaining, constructing, extending or improving its lands and properties. The CIO will comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
- 10(f) the income and property of the CIO must be applied solely towards the promotion of the objects.
- (i) 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.
 - (ii) 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.
- 10(g) No charity trustee or connected person may:
- (i) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - (ii) sell goods, services, or any interest in land to the CIO;
 - (iii) be employed by, or receive any remuneration from, the CIO;
 - (iv) receive any other financial benefit from the CIO;
- unless the payment or benefit is permitted by sub-clause 10(f) of this clause, or

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authorised by the court or the Charity Commission. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

- 10(h) If the Charity Trustees by a majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to discontinue the use of The CIO Premises in whole or in part it shall call an Extra-ordinary General Meeting (Section 7) of the Members. The notice will give not less than fourteen calendar days’ notice stating that a resolution will be proposed to dispose of the defined land or premises. Such notices will be well publicised. Each Member present in person at the Meeting shall be entitled to one vote. If such decision shall be confirmed by a majority of the Voting Members present at the meeting voting in favour the Charity Trustees may, with the consent of the Charity Commissioners, let or sell The CIO Premises or any part thereof. All funds arising from such letting or sale after satisfaction of any liabilities shall, sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO will comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- 10(i) If the CIO is wound up, the Charity trustees and members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

11.MEMBERSHIP OF THE CIO

- 11(a) Membership of the CIO is open to the users of the community centre and the parents of youngpeople who are registered members of the youth clubs.
- 11(b) Admission procedure
- (i) Users and parents should register their interest in becoming members by contacting the Secretary electronically or in writing.
- 11(c) Membership of the CIO cannot be transferred to anyone else.
- 11(d) It is the duty of each member of the CIO to exercise his or her 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.
- 11(e) 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.

12.AMENDING THE CONSTITUTION.

- 12(a) Amendments to these rules that are consistent with the legislation relating to CIO can only be made at an Annual General Meeting or Extra-ordinary General Meeting (Clause 7) when 75% of Members attending the meeting must vote in favour. The proposed amendment must be published with the details of the meeting fourteen calendar days before the meeting. As provided by clauses 224-227 of the Charities Act 2011:
- 12(b) This constitution can only be amended:
- (i) by resolution agreed in writing by all members of the CIO; or
 - (ii) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 12(c) Any alteration of clause 3 (Objects), clause 13 (Voluntary winding up or dissolution),

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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.

- 12(d) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 12(e) 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.

13. VOLUNTARY WINDING UP OR DISSOLUTION

- 13(a) 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 at a general meeting of the members of the CIO called in accordance with clause 6 or 7 of which not less than 14 days' notice has been given to those eligible to attend and vote:
- (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or of the CIO.
- 13(b) Subject to the payment of all the CIO's debts 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. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 13(c) 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 the charity 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 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;

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.

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

14. FIRST TRUSTEES

Peter Crathorne, John Garner, Jan Crathorne, Alec Halliwell, Sue Osborne, Anna Stowe, Carol Watts, Laurence Marshall and Penny Stott

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Signed:

P Crathorne.

Chairman 28.02.15 and revision 10.02.23.