Medway African & Caribbean Association

CHAMPIONING RACE, CULTURE & DIVERSITY FOR ALL

CONSTITUTION

Medway African and Caribbean Association CIO

Last Amended:
18 July 2026

Adopted and Effective:
21 July 2026

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is.

Medway African and Caribbean Association

2. Location of principal office

The principal office of the CIO is C/O The Sunlight Development Centre, 105 Richmond Rd, Gillingham, Kent, ME7 1LX.

3. Object[s]

The objects of the CIO are:

a) To promote social inclusion for the public benefit among people of African and Caribbean heritage and their families in Medway and the surrounding areas who are socially excluded on the grounds of their ethnic origin, cultural background, age, disability, health, financial hardship or other disadvantage, by providing activities, support, advocacy, education and opportunities for participation in community life.

b) To advance education and understanding of African and Caribbean culture, heritage, and history for the public benefit, including by organising cultural, educational, artistic and community events, workshops, exhibitions, publications, and other activities.

c) To promote equality, diversity, racial harmony, and good relations between people of different racial and cultural backgrounds, including by encouraging dialogue, partnership working, volunteering and community engagement.

d) To relieve need and support wellbeing among beneficiaries, including by signposting, advice, information, community activities, and services that help address isolation, disadvantage, and barriers to access.

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].

4. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO 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. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause.

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

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

(a) 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.

(b) 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.

(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 charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

6.1 General provisions

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;

unless the payment or benefit is permitted by Clause 6.2 of this Constitution, authorised by the Court, or the prior written consent of the Charity Commission ("the Commission") has been obtained.

In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee 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 charity trustee or connected person may enter into a contract for the supply of services and/or goods 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) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be no more than the Bank of England base rate.

(d) A charity trustee or connected person may receive rent for premises let by the charity 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 charity trustee concerned must withdraw from any meeting at which such a proposal, or the rent or other terms of the lease, are under discussion.

(e) 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.

6.3 Interpretation

In Clause 6.2:

(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 34 (Interpretation).

7 **Scope and powers permitting trustees' or connected persons' benefits.**

(a) A charity trustee 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 charity trustee or connected person may enter into a contract for the supply of services and/or goods 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) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(e) 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.

7.1 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 [30] (Interpretation).

8 **Conflicts of interest and conflicts of loyalty**

8.1 A charity trustee must:

a) 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

b) 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).

8.2 Any charity trustee 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 charity trustees on the matter.

8.2.1 A charity trustee shall not participate in any discussion, investigation, disciplinary process, grievance, appeal, safeguarding review, governance review, or other decision-making process where:

(a) they are the subject of the matter under consideration;

(b) they have made, received or are otherwise involved in a complaint, grievance, investigation, disciplinary process, or appeal relating to the matter.

(c) they may be materially affected by the outcome.

(d) they may derive a personal advantage or avoid a personal disadvantage from the outcome.

(e) they have a personal, professional, or family relationship with a person who is the subject of the matter.

(f) there is an actual conflict of interest.

(g) there is a potential conflict of interest; or

(h) there is a perceived conflict of interest which could reasonably undermine confidence in the integrity of the decision-making process.

The remaining trustees, or an independent chair appointed for the purpose, shall determine any question regarding participation.

9 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.

10 Charity trustees

10.2 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, 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.

(c) to comply with the Charity's adopted policies, procedures, and codes, including the Code of Conduct, Safeguarding Policy, Data Protection Policy, Whistleblowing Policy, Financial Procedures and Conflicts of Interest Policy. Failure to comply may constitute misconduct for the purposes of this Constitution.

(d) to cooperate with investigations, audits, safeguarding reviews, disciplinary processes, regulatory enquiries, and governance reviews authorised by the Charity; and

(e) to maintain the confidentiality of information obtained through their role except where disclosure is authorised by the Charity or required by law.

10.3 **Eligibility for trusteeship**

(a) Every charity trustee must be a natural person.

(b) No individual may be appointed as a charity trustee of the CIO:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].

(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.

[(d) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees or appoint a new charity trustee.]

10.4 **Number of charity trustees**

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

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

10.4 Transitional Provision

The charity trustees holding office on the date of adoption of this Constitution shall continue in office and shall be deemed appointed under this Constitution until retirement, resignation or otherwise ceasing to hold office in accordance with this Constitution.

11 **Appointment of charity trustees**

(a) Apart from those trustees holding office under clause 10.4, every charity trustee shall be appointed for a term of four years by resolution of the charity trustees at a properly convened meeting.

(b) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to:

(i) the skills, knowledge and experience needed for the effective administration of the CIO.

(ii) the diversity of the communities served by the CIO.

(iii) the need for orderly succession planning; and

(iv) the long-term sustainability and effectiveness of the Board.

(c) The charity trustees must keep under regular review the skills, experience, diversity, and future leadership needs of the trustee body and must take reasonable steps to identify, encourage, and support potential future trustees and office holders, including through induction, mentoring, training, and planned handover arrangements.

12 Information for New Charity Trustees

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

(a) a copy of the current version of this Constitution; and

(b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

13 Retirement and removal of charity trustees

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

(a) retires by notifying the CIO in writing (but only if enough charity trustees remain in office when the notice takes effect to form a quorum for meetings).

(b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that his or her office be vacated.

(c) dies.

(d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months; or

(e) is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions).

13.2 Any person retiring as a charity trustee is eligible for reappointment.

13.3 A charity trustee may serve a maximum of three consecutive terms of office.

13.4 Following completion of three consecutive terms, the charity trustee must stand down for a period of at least one year before being eligible for reappointment.

13.5 In exceptional circumstances, where the charity trustees are satisfied that continuity, succession planning, operational stability, or the best interests of the Charity require it, the charity trustees may approve one additional consecutive term of office.

13.6 The reasons for approving an additional consecutive term shall be formally recorded in the minutes of the meeting at which the decision is made.

13.7 In considering any reappointment or extension of office, the charity trustees shall have regard to:

(a) succession planning.

(b) board renewal.

(c) continuity of leadership.

(d) the skills, knowledge and experience required for the effective administration of the Charity; and

(e) the long-term effectiveness and sustainability of the Board.

14 Suspension and Precautionary Restrictions

14.1 The Members may suspend a charity trustee or impose precautionary restrictions where they reasonably consider such action necessary to protect:

(a) beneficiaries; (b) the integrity of an investigation, review, or governance process; (c) the Charity's reputation, finances, assets, or operations; or (d) compliance with safeguarding, legal, regulatory or data protection obligations.

14.2 Such action shall be a neutral protective measure and shall not constitute a disciplinary sanction. Suspension or restrictions may be imposed where misconduct may have occurred, safeguarding concerns have arisen, confidentiality or data protection concerns exist, there is a risk to beneficiaries, staff, volunteers, trustees or the Charity, or restrictions are necessary to protect the integrity of an investigation, grievance, disciplinary process, regulatory process or audit.

14.3 A trustee subject to suspension or restrictions may be required to refrain from all or specified duties, meetings, communications, representations or access to systems and records. Suspension or restrictions shall be reviewed at intervals not exceeding three months. Any continuation shall be recorded together with the reasons and next steps.

14.4 Trustee Status During Governance Processes

Where a trustee is suspended or subject to precautionary restrictions, the decision imposing those restrictions shall specify: (a) whether the trustee may attend meetings; (b) whether the trustee may participate in discussions; (c) whether the trustee may vote; (d) whether the trustee shall be counted for quorum purposes; and (e) whether the trustee may exercise any membership rights arising from trustee status. Any restrictions shall be proportionate, recorded and reviewed periodically.

15 Removal of Charity Trustees

15.1 The charity trustees, acting in their capacity as Members of the CIO, may remove a charity trustee from office before the expiry of their term where they are satisfied that one or more of the following grounds apply:

a) serious or repeated breach of the Charity's Code of Conduct.

b) breach of trustee duties owed to the Charity.

c) misconduct or serious misconduct.

d) failure to act in the best interests of the Charity.

e) serious or repeated safeguarding failures.

f) serious or repeated breaches of confidentiality, data protection, or information governance obligations.

g) failure to cooperate with a lawful investigation, disciplinary process, safeguarding review, audit, or regulatory process.

h) interference with, intimidation of, or inappropriate contact with witnesses, complainants, beneficiaries, or investigators.

i) dishonesty, falsification, alteration, concealment or forgery of Charity records or documents.

j) conduct exposing or likely to expose the Charity, its beneficiaries, assets, finances, reputation, or regulatory standing to significant legal, financial, operational, reputational, or regulatory risk.

k) conduct resulting in an irretrievable breakdown of trust and confidence; or conduct otherwise inconsistent with continuing to hold the office of charity trustee.

15.2 A resolution to remove a trustee under this clause shall require a majority of not less than 75% of Members eligible to vote. The trustee concerned shall not vote and shall not be counted in the quorum. Upon removal the individual shall cease to be a charity trustee and therefore cease to be a member of the CIO in accordance with Clause 20

15.3 Procedural Fairness

a) Before any decision regarding suspension, restriction or removal is made: (a) the trustee shall be notified of the concerns; (b) the trustee shall be provided with sufficient information to understand the allegations and basis of the proposed action; and (c) the trustee shall be provided with a reasonable opportunity to respond.

b) The Charity may redact, anonymise, summarise or withhold information where disclosure would breach safeguarding obligations, expose a vulnerable person to risk, identify a whistleblower, identify a witness whose anonymity is reasonably required, disclose third-party personal data, breach confidentiality obligations, or prejudice an ongoing safeguarding, police, regulatory or legal process. The Charity shall provide as much information as reasonably possible whilst complying with legal, safeguarding, and regulatory obligations.

16 Appeals

16.1 A trustee removed under Clause 15 may appeal within 14 days of notification of the decision.

16.2 Appeals shall be heard by a panel appointed by the Board.

16.3 The Board may appoint independent external persons to the appeal panel.

16.4 Any trustee involved in the original investigation, hearing or decision shall not sit on the appeal panel or participate in determining the appeal outcome.

16.5 Nothing in this clause shall prevent such a person from providing factual information, documents or witness evidence to the appeal panel if requested.

16.6 The decision of the appeal panel shall be final.

17 Taking of decisions by charity trustees.

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing [or electronic form] agreed by a majority of 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 which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that.
    - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

- the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or has been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

18 **Delegation by charity trustees**

18.1 The charity trustees may delegate any of their powers or functions to an agreed sub-committee or committees, working group, officer, employee, or agent, and, if they do, they shall determine the terms and conditions on which the delegation is made.

18.2 Any delegation must be recorded in writing, must specify the scope of the authority delegated, any limits on expenditure or decision-making, reporting requirements, and any matters reserved to the charity trustees. The charity trustees may at any time alter those terms and conditions or revoke the delegation.

18.3 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 review the arrangements which they have made for the delegation of their powers.

18.4 no delegation shall relieve the charity trustees of their responsibility for the overall management, supervision and control of the CIO, and all delegated powers must be exercised in accordance with this constitution, any rules or policies adopted by the charity trustees, and any restrictions imposed by the charity trustees.

18.5 The charity trustees may establish governance, disciplinary, grievance, safeguarding, audit, investigation, or appeal committees and may appoint independent external persons to such committees where necessary to ensure independence, impartiality, expertise, or good governance.

19 **Meetings of charity trustees**

19.1 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.

19.2 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.

19.3 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, or the number nearest to one third

of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

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

19.4 **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.

20 **Membership of the CIO**

(1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

21 **Informal or associate (non-voting) membership**

a) [The charity trustees may create associate or other classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.]

22 **Decisions which must be made by the members of the CIO**

22.1 Any decision to:

(a) amend the constitution of the CIO.

(b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

(c) wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

22.2 Decisions of the members may be made either:

(a) by resolution at a general meeting; or

(b) by resolution in writing, in accordance with sub-clause (4) of this clause.

22.3 Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting or agreed by all members in writing.

22.4 Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

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

23 **General meetings of members**

Calling of general meetings of members

23.1 The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in Clause 22 (Decisions which must be made by the Members of the CIO).

23.2 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 [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 the members of the CIO.

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

23.3 Procedure at general meetings of members

The provisions in Clause 19.2 to 19.4 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 taken as references to members.

24 **Saving provisions**

(1) Subject to sub-clause (2) of this clause, 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:

- 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 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.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 8 (Conflicts of interest).

25 **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.

(3) [If the CIO has a seal:

(a) it must comply with the provisions of the General Regulations; and

(b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.]

26 **Use of electronic communications**

[(1) General]

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

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

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

27 **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 (combined) register of its members and charity trustees.

28 **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:

- the names of the trustees present at the meeting.
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.

(4) decisions made by the charity trustees otherwise than in meetings.

29 **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 Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

30 **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.

31 **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.

32 **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 23 (General meetings of members).

(2) Any alteration of the CIO's objects, of any provision of the CIO's constitution directing the application of property on its dissolution or any provision of the CIO's constitution 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 Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

33 **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) at a general meeting of the members of the CIO called in accordance with clause 23 (General meetings of members), 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

(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 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 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 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.

34 **Interpretation**

In this constitution:

"**connected person**" means:

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

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

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above.

(d) an institution which is controlled –

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

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

(e) a body corporate in which –

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

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

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

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

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

The **"Communications Provisions"** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

"charity trustee" means a charity trustee of the CIO.

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

ADOPTION OF CONSTITUTION

This Constitution incorporates the amendments approved by the Members of the Medway African and Caribbean Association CIO on 18 July 2026.

This Constitution was adopted and came into effect on 21 July 2026.

Signed on behalf of the Charity:

Chair Dr Carol Stewart

Signature: (including electronic signature):

Date: _21/7/2026

Authorised Charity Trustee

Name: Andrew Leslie

Signature: (including electronic signature): Andrew Leslie

Date: 21/7/2026