

The Charity of the Cemetery of the Canonesses of the Holy Sepulchre

Annual Report for the year ending 31/09/21

CIO 1189656

The Trustees of the Charity of the Cemetery of the Canonesses of the Holy Sepulchre present their Annual Report and Accounts for the year ending 31/09/21 and confirm they comply with the Charities Act 2011, the trust deed and the charities SORN.

Trustees for the period 25/05/20 to 31/09/21;

Prof. Michael Alder Chair

Jenny Everett Secretary

Jane Rawnsley Treasurer

Sister Angela Morris

Sister Margaret Horton

Tony Pennack

The Trustees listed above were the foundation trustees for the charity and no new trustees have subsequently been appointed. It will be a role of these trustees over future months to plan for new trustees and proper succession planning.

CHARITY OBJECTIVES

The objects of the CIO are to promote for the public benefit,

- a) The preservation, repair, maintenance, restoration improvement and ornamentation of the burial ground or cemetery hitherto known as the New Hall Cemetery,
- b) The education of the public in the history and heritage of the cemetery,
- c) The advancement of the Roman Catholic religion.

ACHIEVING OBJECTIVES AND ACTIVITIES

During the year work at the Cemetery included general grounds maintenance, completion of resin bounded pathways, installation of high quality benches, new gates at the two entrances to the cemetery

bearing the Canonesses crosses and interpretive boards outside to inform the public of the history of the site. There have been several burials and also some public access to the cemetery.

FINANCIAL ARRANGEMENTS

The Charity was started with a generous donation from the Canonesses of £74000 and all the work covered in earlier paragraphs was also funded by the Canonesses. The CIO has been moving its funds into investments yielding higher returns and in the initial period covered by this report has not made any expenditure.

Professor Mike Alder

July 2022



CHARITY COMMISSION
FOR ENGLAND AND WALES

The Charity of the Cemetery of the Canonesses of the F1189656

Receipts and payments accounts

For the period from	5/25/2020	To	Period end date 31/09/21
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Section A Receipts and payments

	Unrestricted funds to the nearest £	Restricted funds to the nearest £	Endowment funds to the nearest £	Total funds to the nearest £
A1 Receipts				
Donation	73,934	-	-	73,934
Donation	150	-	-	150
Donation	250	-	-	250
Donation	300	-	-	300
Donation	1,000	-	-	1,000
Donation	250	-	-	250
Donation	160	-	-	160
Donation	80	-	-	80
Sub total (Gross income for AR)	76,124	-	-	76,124
A2 Asset and investment sales, (see table).				
	-	-	-	-
	-	-	-	-
Sub total	-	-	-	-
Total receipts	76,124	-	-	76,124
A3 Payments				
	-	-	-	-
	-	-	-	-
	-	-	-	-
	-	-	-	-
	-	-	-	-
	-	-	-	-
	-	-	-	-
	-	-	-	-
Sub total	-	-	-	-
A4 Asset and investment purchases, (see table)				
	13,000	-	-	13,000
	-	-	-	-
Sub total	13,000	-	-	13,000
Total payments	13,000	-	-	13,000
Net of receipts/(payments)	63,124	-	-	63,124
A5 Transfers between funds	-	-	-	-
A6 Cash funds last year end	-	-	-	-
Cash funds this year end	63,124	-	-	63,124

Section B Statement of assets and liabilities at the end of the period

Categories	Details	Unrestricted funds to nearest £	Restricted funds to nearest £
B1 Cash funds		63,124	-
		-	-
		-	-
	Total cash funds	63,124	-
	(agree balances with receipts and payments account(s))	OK	OK
B2 Other monetary assets	Details	Unrestricted funds to nearest £	Restricted funds to nearest £
		-	-
		-	-
		-	-
		-	-
		-	-
		-	-
B3 Investment assets	Details	Fund to which asset belongs	Cost (optional)
	COIF Charities Ethical Investment Fund	Unrestricted	13,000
			-
			-
			-
B4 Assets retained for the charity's own use	Details	Fund to which asset belongs	Cost (optional)
	Cemetery		-
			-
			-
			-
			-
			-
			-
			-
B5 Liabilities	Details	Fund to which liability relates	Amount due (optional)
			-
			-
			-
			-
Signed by one or two trustees on behalf of all the trustees			
Signature		Print Name	
Jane Rawnsley		Jane Rawnsley	

CC16a

Last year
to the nearest £

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**Endowment
funds
to nearest £**

-
-
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OK

**Endowment
funds
to nearest £**

-
-
-
-
-
-

**Current value
(optional)**

13,000
-
-
-
-

**Current value
(optional)**

-
-
-
-
-
-
-
-
-

**When due
(optional)**

**Date of
approval**

7/19/2022

**CHARITABLE INCORPORATED ORGANISATION
(FOUNDATION MODEL)
Charities Act 2011**

**CONSTITUTION OF
THE CHARITY OF THE CEMETERY OF THE
CANONESSES OF THE HOLY SEPULCHRE CIO**

Agreed by the Applicants on 8 April 2020

Registered charity number: 1189656

Registered on 26 May 2020



Bath
Birmingham
Cambridge
Leeds
London

www.stoneking.co.uk

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1 Name

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

THE CHARITY OF THE CEMETERY OF THE CANONESSES OF THE HOLY SEPULCHRE CIO

2 National location of principal office

- (1) The CIO must have a principal office in England or Wales.
- (2) The principal office of the CIO is in England.
- (3) The principal office shall be at 74 Howe Close, Colchester CO4 3XD, or such other place as the charity trustees shall from time to time determine.

3 Objects

The objects of the CIO are to promote for the public benefit:

- a) the preservation, repair, maintenance, restoration, improvement and ornamentation of the burial ground or cemetery hitherto known as New Hall Cemetery adjacent to New Hall School, Boreham Essex CM3 3HS ("**the Cemetery**");
- b) the education of the public in the history and heritage of the Cemetery; and
- c) the advancement of the Roman Catholic religion.

4 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, the CIO has power to:

- (1) Be the trustee of any trust or trusts established for the purposes of owning or administering the freehold of the Cemetery;
- (2) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act, if it wishes to mortgage land;
- (3) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (4) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119 to 123 of the Charities Act;
- (5) 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) of this constitution and provided it complies with the conditions of that clause;
- (6) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (7) enter into one or more Derivative Contracts for the purpose of hedging any interest rate exposure in relation to a secured borrowing.

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.
- (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 (Benefits and payments to charity trustees and connected persons) of this constitution.

6 Benefits and payments to charity trustees and connected persons

(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 sub-clause (2) of this clause or authorised by the court or the Charity Commission (“**the Commission**”). In this clause, a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

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

- (a) A 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, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A 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).
- (e) 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.
- (f) 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.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“**the supplier**”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

- (f) The reason for their decision is recorded by the charity trustees in the minute book.
 - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6 of this constitution.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) **“the CIO”** includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
 - (b) **“connected person”** includes any person within the definition set out in clause 28 (Interpretation) of this constitution.

7 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 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 Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9 Charity trustees

(1) 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.

(2) 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:
 - (i) if he or she is under the age of 18 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 12(1)(f) of this constitution.
- (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.

(3) Number of charity trustees

- (a) There should be:
 - (i) not less than three appointed charity trustees; and
 - (ii) subject to 10(2), up to two nominated charity trustees.
- (b) There must be at least five 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.
- (c) There is no maximum number of charity trustees that may be appointed to the CIO.

(4) First appointed charity trustees

The first appointed charity trustees are as follows and are appointed for the following terms:

- (a) Michael David Alder until 1 January 2024;
- (b) Jane Leslie Rawnsley until 1 January 2026;
- (c) Anthony David Pennack until 1 January 2024; and
- (d) Jennifer May Clayton until 1 January 2025.

(5) First nominated charity trustees

The first nominated charity trustees are as follows and are appointed for the following terms:

- (a) Sister Gabrielle Mary Horton until she retires or is removed in accordance with clause 12; and
- (b) Sister Angela Ann Talwin Morris until she retires or is removed in accordance with clause 12.

10 Appointment of charity trustees

(1) Appointed charity trustees

- (a) Apart from the first appointed and nominated charity trustees, every appointed charity trustee must be appointed for a term of five years by a resolution passed at a properly convened meeting of the charity trustees.

- (b) In selecting individuals for appointment as appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

(2) Nominated charity trustees

- (a) The Community CIO may appoint up to two nominated charity trustees.
- (b) Apart from the first nominated charity trustees, any appointment must be made at a meeting held according to the ordinary practice of the Community CIO.
- (c) The persons appointed need not be either a member of the Community CIO or a member of the Community.
- (d) A nominated charity trustee who
 - (i) is a member of the Community CIO or a member of the Community shall be appointed for such term as the Community CIO shall determine; and
 - (ii) is not a member of the Community CIO or a member of the Community shall be appointed for a term of five years.
- (e) The appointment will be effective from the later of:
 - (i) the date of the vacancy; and
 - (ii) the date on which the charity trustees or their secretary or clerk are informed of the appointment.
- (f) A trustee appointed by the Community CIO has the same duty under clause 9(1) (Functions and duties of charity trustees) of this constitution as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO.
- (g) For the avoidance of doubt, the Community CIO is not required to exercise its nomination rights under this clause 10(2).
- (h) A nominated charity trustee may be removed by the Community CIO if the individual concerned has been given at least 14 clear days' notice in writing by the Community CIO 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 Community CIO.

11 Information for new charity trustees and the Community CIO

- (1) 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.
- (2) The charity trustees will provide the Community CIO, so long as it exists, with a quarterly report on the activities of the CIO.

12 Retirement and removal of charity trustees

- (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 will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is a nominated charity trustee and is removed as a charity trustee of the CIO by the Community CIO in accordance with clause 10(2)(h).
 - (c) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (d) dies;
 - (e) 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
 - (f) is disqualified from acting as a charity trustee by virtue of sections 178 to 180 of the Charities Act.
- (2) Subject to sub-clause (3), any person retiring as a charity trustee is eligible for reappointment.
- (3) A charity trustee (other than a nominated charity trustee) who has served for three consecutive terms may not be reappointed for another consecutive term but may be reappointed after an interval of at least one year provided that:
- (a) a person who ceases to be eligible to be appointed as a charity trustee by virtue of this sub-clause, may be appointed as the nominated charity trustee if there is a vacancy; and
 - (b) if a nominated charity trustee becomes an appointed charity trustee, the provisions of this sub-clause shall not take into account the period served as a nominated charity trustee.

13 Taking of decisions by charity trustees

Any decision may be taken either:

- (1) at a meeting of the charity trustees; or
- (2) 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) 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
 - (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have 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.

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

15 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.

(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 three charity trustees, or the number nearest to one half 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.

(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.

16 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.

17 Decisions which must be made by the members of the CIO

- (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; 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).

- (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.
- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause 26 (Amendment of constitution) or clause 27 (Voluntary winding up or dissolution) of this constitution, or the provisions of the Charities Act, 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.
- (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 first proposal is first circulated.

18 General meetings of members

(1) Calling of general meetings of members

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 17 (Decisions which must be made by the members of the CIO) of this constitution.

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 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.

(3) Procedure at general meetings of members

The provisions in clauses 15(2) to 15(4) of this constitution governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

19 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:

- (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;

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) of this clause, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty) of this constitution.

20 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.

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.
- (b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) provide the members with the notice referred to in clause 18(2) (Notice of general meetings) of this constitution;
 - (ii) give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings) of this constitution; and
 - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 17 (Decisions which must be made by the members of the CIO) of this constitution.
- (c) The charity trustees must -
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

21 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.

22 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.

23 Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 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 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.

24 Rules

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

25 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.

26 Amendment of constitution

As provided by sections 224 to 227 of the Charities Act:

- (1) This constitution can only be amended with the prior consent in writing of the Community CIO (provided it still exists) and either:
 - (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 18 (General meetings of members) of this constitution.
- (2) Any alteration of clause 3 (Objects), clause 27 (Voluntary winding up or dissolution), this clause, or of any provisions of this 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 Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 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, and the amendment does not take effect until it has been recorded in the Register of Charities.

27 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 with the prior consent of the Community CIO, provided it still exists:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 18 (General meetings of members) of this constitution, 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) If the CIO is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied or transferred, as the members shall decide:
 - (a) directly for one or more of the Objects;
 - (b) to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for particular purposes falling within the Objects.
- (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.

28 Interpretation

In this constitution:

“Charities Act”

means the Charities Act 2011, or any statutory re-enactment or modification of that

provision.

“charity trustee”

means a charity trustee of the CIO whether appointed or nominated.

“Communications Provisions”

means the Communications Provisions in Part 9 of the General Regulations.

“Community”

means the autonomous community of women known as the Regular Canonesses of the Holy Sepulchre of Our Lord in England.

“Community CIO”

means The Charity of the Regular Canonesses of the Order of the Holy Sepulchre of Our Lord, a charitable incorporated organisation registered in England & Wales with charity number 1167869;

“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 applies for

the purposes of interpreting the terms used in this constitution.

“Derivative Contract”

means any transaction (including an agreement with respect to any such transaction) which is a rate swap transaction, interest rate option, cap transaction, floor transaction or collar transaction as such terms are commonly used in investment parlance.

“Dissolution Regulations”

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

“General Regulations”

means the Charitable Incorporated Organisations (General) Regulations 2012.