

# **High Street Health & Well Being Charity and Not for Profit Org.**

**Annual Report**  
2021-2023

# Overview

High Street Fitness and Wellbeing (Charity no 1191451) – CIO  
High Street Fitness Operations – (company registration: 12505718) Not for Profit  
\_NfP

The director presents his report and the unaudited financial statements of the company for the period ended 31 March 2021 and 2022. With Combined Financial notes for the Charity 2021 & 2022.

## Trustee (CIO)

**The trustees are as follows:**

- 1. Dr. Paul Terence Thomas (Founder and Director of HSF CIO & HSF NfP) Operation**
- 2. Daniel James Crandon (CIO Secretary)**
- 3. Dafydd James - Chair Appointed 2021**
- 4. Chay Billon**
- 5. Judith Major**
- 6. Saffir Eleanor Thomas**

## Directors (NfP)

The directors who served the NfP during the set-up period were as follows:

Dr P T Thomas	(Appointed 9 March 2020 to date)
Mrs S E Thomas	(Appointed 1 January 2021 to
Mr C J Filler	(Served from 1 January 2021 to 4 <sup>th</sup> May 21)

## Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This Annual report was approved by the board of Trustees on 29 December 2022 and signed on behalf of the board by:

Dr P T Thomas  
Charity  
Founder &  
Director

Registered office:  
2 George Street  
Pontypool  
NP4 6LR

## Chairs Statement

High Street Fitness and Wellbeing was officially founded as a registered charity on 23<sup>rd</sup> September 2020 with the founding member and acting Chair Dr Paul Thomas. He was joined by Danial Crandon, Craig Fillier and Saffir Thomas. The concept and shoots of what we would see today was started by Dr Paul Thomas in 2007 in his garage and grew into what we now understand was the very beginning of High Street Fitness and Well-being. High Street Fitness is based in the understanding of Complex Systems Thinking which places the human at the forefront and builds upon trust, creativity, ownership and empowerment.

HSF was created as a not-for-profit ltd company at the start, alongside the Trust application simply to maintain progress whilst the full charity status application was being constructed. The need was to ensure the 'not for profit' and volunteer ethos would never be challenged in its future operations.



Having spent a large amount of time prior to its official registration looking for the right town and premises, lease terms were agreed and signed for in November 2020 with refurbishment work and the moving of equipment and kit starting also immediately. In order for the CIO to be as sustainable as possible High Street Fitness and Wellbeing have sourced kit and equipment from a number of places mainly from Dr Paul Thomas, on a second hand or used basis and/or all refurbishing and decorative work taken within the building was done by the Trustees, their families and friends on a volunteer basis. It was important from the start that no-one benefited financially in the creation and operation of the Trust or NfP.

This part of the project was not without issue thought. The beginning of the Covid-19 pandemic had hit and as such the ability to set up a business, social or not, was changing. Landlords and lenders would not allow the project to borrow or use any of the business as collateral and therefore both Dr Paul Thomas and Daniel Crandon had to become personal guarantees on the building lease and the equipment financing became incredibly expensive, with Dr Thomas taking out a number of financial loans to maintain progress. The onset of the pandemic also brought other issues in that more traditional charitable supporters and funders such as Sport Wales and more only now funding Covid related projects. Out of a total of 28 funding opportunities applied for to this date, High Street Fitness and Wellbeing have only been awarded two (2).

With the refurbishment and equipment procurement complete High Street Fitness and Wellbeing was ready to open its doors to the on Monday 4<sup>th</sup> January 2021.



However, the development of the Delta Covid variant saw The Welsh Assembly Government plunge Wales in to a nationwide lockdown meaning that High Street Fitness and Wellbeing were unable to trade. Therefore, the project found itself in a position whereby it was unable to gain any long term, substantial funding and was also told by the local authority that it would not be eligible for any Covid relief due to the age of the business.

Therefore, it was left up to the founders to self-fund the project, but again the largest financial burdon fell to Dr Paul Thomas, placing in £4-6K per month to stay operational ready for opening, whenever this would be in the pandemic. Placing in these large sums into the project purely to keep the project afloat long enough to see the doors open post lockdown. This was done at great personal cost and risk to the founder. Nevertheless, total lockdown restrictions were lifted for May 2021 and therefore High Street Fitness and Wellbeing were able to open its doors on 3<sup>rd</sup> May 2021.

Opening day itself was a huge success for the project, despite the torrential rain. Hundreds of new members signed up and worked out while a local DJ played music all day, Big Dog Coffee Company supplied free coffee and cakes were provided by Bronwen Thomas, myself as the charities Chairperson, Dafydd James (Wales and British Lions) was on hand to provide some expert advice and the day was powered by volunteers.

The project has continued to grow ever since and has become a cornerstone of the local community and the high street.

**Chair  
Dafydd James  
2023**

## High Street Fitness the Difference

High Street Fitness and Wellbeing is true to its mantra of being an holistic centre for 360° health and wellbeing while being community lead and driven. Since opening on 3<sup>rd</sup> May 2021 powered by the trustees, High Street Fitness and Wellbeing has seen its volunteer pool grow to near 45 individuals. All from the local community and all giving up their time free of cost. Proudly, the volunteer base is high diverse group of people including an even split of males and females, boasting an age range of 16 to 64, includes individuals both in and out of employment and supports those with disabilities. As such, the project supports those looking to beat loneliness, gain work experience, looking to socialise and those looking to work on other personal skills.



High Street Fitness and Wellbeing is also hub for local business and particularly those starting a business. As such, the project has helped no fewer than 20 businesses set up and trade from its facility in Pontypool. Seeking only donations to the charity if the ideas and people make money and feel the need to support the charity

PTR by Macey was started and consulted on by High

Street Fitness and Wellbeing. The business grew to a level whereby it had 33 fulltime personal training clients and also large number of sports massage clients. The help given by High Street Fitness has allowed the business to now lecture at Coleg Gwent and provide a their services at a private location elsewhere in the borough due to it's growth. High Street Fitness and Wellbeing have been thanked for their support and consultation.

Red Dragon Sports Ltd is a sports retailer who first started their business within High Street Fitness and continue to do so. Initially selling solely to members of High Street Fitness and Wellbeing and utilising the shop front windows and additional storage space within the building to help grow the business, Ben has been able to take on more stock and grow into a high street location and online retailer now making in excess of 500 sales per month with hopefully an eye on future income for him and his family.

All classes and other personal trainers, coaches and physiotherapists based out of the facility are self employed and businesses in their own rights. The projects now supports classes that have 20 ladies participating in Boogie Bounce run by Sarah, a number of personal trainers supporting local clients and two fully booked physiotherapy clinics every week.

High Street Fitness and Wellbeing is also prominent in supporting local projects and has built a number of long term partnerships within the community. The project works with Torfaen Building Resilient Communities to provide a quality facility for people looking to work on their anxiety levels, improve their fitness and overall wellbeing while looking for work.

Gwent Drug and Alcohol Service also utilise the facility to help those recover from drug and alcohol addictions. Torfaen Young Carers have been supported in ways of providing them with a wellbeing programme. Torfaen Youth Project have also been in and utilised the project for support over half terms and for wellbeing support.



The local housing association, Pobl also utilises the projects space to deliver a health and wellbeing programme for their residents in a 5 hour slot every Tuesday.

High Street Fitness and Wellbeing also have other partnership work ongoing with the local NHS board to battle obesity and diabetes in North Torfaen, to help tackle anti-social behaviour in Blaenavon and to support GAVO delivering training. All of this work is pencilled in for the financial year.

The project is also award winning. Emma Miller was nominated for the personal journey award and founder, Daniel Crandon, won the Trustee of the year award at the Torfaen awards and Founder Dr Paul Thomas won the entrepreneur award at the Welsh Fitness Awards 2022. Adding to this High Street Fitness also won Gym of The Year and the awards overall title making us Welsh Fitness Awards Champions. In October 2022 the project was named Business of The Year at the Torfaen Awards.

Membership at the facility is also continuing to grow. Currently membership sits around 700 and it is a true reflection of the areas demographic. High Street Fitness and wellbeing's membership is heavily female dominant and ranges in age between 14 and 74. The projects friendly atmosphere and non-bureaucratic procedures means that there are a large quantity of members that have either never stepped foot in a gym or are returning after a long time off. As a by product of this, footfall to the High Street has increased by 2000- 3000 visits per week on average.



Due to the success of our volunteer programme we have now struck a partnership with MPTC to provide all persons who volunteer and work with the project free qualifications including level 2 and level 3 personal training awards.

Our partnership with Accelerate has been vital to our growth, both locally and on a wider basis. Their team has been able to create links that we have not been able to thus far with the wider health board and local politicians Adding to this their experience within innovation has lead to more ideas and opportunities coming from site 1 in Pontypool. Healthy eating campaigns, wrap around childcare services and more have been a direct result of their impact. However, more importantly, their expertise in growth will now see High Street Fitness grow and expand into other local authorities within the next 12 months. The accelerate team, lead by Barbara Coles, have driven networking opportunities that will see the next High Street Fitness be located with the Cwm Taff Health Board area. Tireless day to day from Sue Bevan has been pivotal to this success and has also created a new strategic working partnership within that area too. The involvement of Accelerate has seen High Street Fitness sign an official working partnership with Mind CT. This is a major feather in the cap of High Street Fitness, and has resulted in Mind formally agreeing the purchase the nest High Street Fitness building in Pontypridd. Work on this matter is ongoing.

In addition the input from the team at Accelerate has allowed for the procurement of new equipment to furnish new sites and their help throughout this process was vital. It allowed for a smooth pain free purchasing process against a tight time scale. While the Cwm Taff area may be our immediate next destination, the networking opportunities provided by Accelerate means that we are already building links for the site 3, most likely to be linked to Pentre Awel.

The extensive research provided by the Accelerate team has also meant that we now have further knowledge on how and why this project works, in particular on

how being volunteer lead helps the community. This will be pivotal for expansion as it will allow the organisation to refer back to this research and not make the same errors that we may have done in the past. It also allows us to recognise good practice. As a result, funding opportunities have been sought with the likes of the National Lottery whereby High Street Fitness have been deemed eligible to apply for the large lottery grant of £500k over 5 years. This funding will provide long term security to this project.

What do the community say?

**Richard Phillips, Volunteer-** Richard has been with the project since May 2021. He states: "I love being at the gym, it's a really nice bunch of people, with a great atmosphere- feels like family." Richard went on to say: "Being at High Street has helped with confidence and self-esteem. Given me new challenges and a load of new skills like talking to people, customer service and even problem solving. I have severe Asperger's so suffered with bad nerves, and I was anxious all the time. Now I feel able to take on challenges like additional courses. I have passed my maths and English exam and even had the confidence to take on a placement as a teaching assistant. The gym has helped me meet new people, I am not lonely any more. I have new friends and we all help each other out. I really enjoy it! In the future I want to promote my business more, I am a sports masseur, and improve my health."

**Jade Badham, Volunteer-** I started volunteering to boost my confidence and help with my anxiety. I was so nervous going there alone. But everyone was so nice and friendly, I don't suffer with any of that anymore. I have found my confidence. There are so many people who come in to the gym and the other volunteers are amazing, it gives me a real buzz.

**Eden, Volunteer-** "having been bullied at school I was looking for somewhere friendly and welcoming to spend my time. I now have that thanks to High Street Fitness. I have friends, built up my self esteem and I have found my love for health and wellbeing and am working towards a qualification to allow me to work within the sector long term."

**Emma Miller, Volunteer-** "my life has been a struggle. After being sexually abused at home by my father, I fell in to an abusive relationship. As a result of this I turned to drugs and became addicted to cannabis and ultimately lost access to my two daughters. I also put on lots of weight and was crippled with anxiety and depression. But since coming to High Street Fitness in the summer of 21 that's all changed. I have lost weight, become healthier and left drugs behind. I now have care of my daughters again and was even given the opportunity to start a business. I have come such a long way thanks to help of High Street Fitness."

**Joel, Volunteer-** "I came to volunteer at the gym as a last resort. I was just out of jail, had lost my job and felt I had no where to go. No qualifications and no hope. But I came in and was given an opportunity to repay back to my local community. I improved my people skills and customer service and was given help writing my CV and applying for jobs. As a result I now have a full time job in a local restaurant working as front of house. Without the help of High Street Fitness keeping me on the straight and narrow I would probably be back in jail. But now I am flourishing."

**Kay, Torfaen-** "I came to High Street Fitness after struggling to get my programme up and running with Torfaen Leisure. That process was red tape heavy and slow. But these have been a breath of fresh air. It's a great facility with loads of great equipment and it was so easy to come in and just start working with my people and team. Helping build their health and wellbeing. I have been in this industry pretty much all of my working life and this project is definitely the way forward. Welcoming, easy to use and very much representative of the local population."

**Liz, Member-** “Brilliant, amazing, fabulous! Its that simple. Being in my sixties I now find it hard just walk in to a gym. But not here. Everyone is friendly, accommodating and helpful. I just love it.”

**Gavin, Member-** “ I have been in prison, suffer with anxiety and depression and my weight. I have also used drugs recreationally. But I feel welcome here. I am not judged and love coming in just to talk to people. Sometimes I can’t afford the membership, but that is never a problem I am still allowed to work out as they all realise how important it is to my wellbeing”



Constitution of High Street Charitable & Incorporated Organisation

**Date of constitution: 7/08/2020**

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**1. Name**

The name of the Charitable Incorporated Organisation ("the CIO") is  
...High Street Fitness & Wellbeing and High Street Fitness  
.....

**2. National location of principal office**

The principal office of the CIO is Pontypool in Wales.

**3. Objects**

The objects of the CIO is are:

To promote for the benefit of the inhabitants of Wales and the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants

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

Nothing in the 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 objects 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; This will be initially via the Not for Profit operational structure HSF
- 3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO which is not on loan or contracted into the CIO. In exercising the power, the CIO and operational body 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; However for the foreseeable future, no salary, personal income or gain will be permitted via the CIO Charity.

- 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 ie Dr Paul Thoimas, 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**

### **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) As 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, section 185 to 188 of the Charities Act 2011.

- 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). There are currently only two members receiving a return on investment:

Dan Crandon - £6800

Dr Paul Thomas - £157,450

- 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.

**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 30 (Interpretation);

**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 one 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.

## **3) 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 9. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

## **4) First charity trustees**

The first charity trustees are as follows:

- 7. Dr. Paul Terence Thomas (Founder and Director of HSF CIO & HSF NoP Operation)
- 8. Daniel James Crandon (CIO Secretary)
- 9. Dafydd James – Chair Appointed 2021
- 10. Chay Billon
- 11. Judith Major
- 12. Saffir Eleanor Thomas

## **10. Appointment of charity trustees**

### **1) Appointed charity trustees**

- a) Apart from the first charity trustees, every appointed trustee must be appointed for a term of four 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.

## **11. Information for new charity trustees**

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

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

## **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 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;
- c) dies;
- d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

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

## **13. 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 all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

## **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 three or more persons, but at least 3 members 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 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.

### **2) 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. Informal or associate (non-voting) membership**

- 1) 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.
- 2) 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.

## **18. 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 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).

- 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 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.

- 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.

## **19. 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 18 (Decisions which must be made by the members of the CIO).

### **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 7 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.

### **3) Procedure at general meetings of members**

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

## **20. 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;

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 7 (Conflicts of interest).

## **21. Execution of documents**

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

- 2) A document is validly executed by signature if it is signed 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.

## **22. 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.

## **23. 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.

## **24. 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.

## **25. 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.

## **26. 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.

## **27. 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.

## **28. Amendment of constitution**

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

- 1) This constitution can only be amended:
  - a) by resolution agreed in writing by all members of the CIO; or
  - b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).
- 2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the 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.

## **29. 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 19 (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.

### **30. 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 10, 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.



**Highstreet  
Fitness Charity  
& CIO  
Financial  
Statements 31  
March 2022**



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The director presents his report and the unaudited financial statements of the company for the year ended 31 March 2022.

### **Directors**

The directors (voluntary) who served the company during the year were as follows:

Dr P T Thomas  
Mrs S E Thomas (Resigned 1 November

### **Small company provisions**

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 29 April 2022 and signed on behalf of the board by:

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		<b>Year to 31 Mar £</b>	Period 9 Mar 20 31 Mar 21 £
<b>Turnover</b>	<b>Note</b>	78,012	2,944
<b>Gross profit</b>		----- 78,012	----- 2,944
Administrative expenses		62,636	54,921
Other operating income		5,000	14,500
<b>Operating profit/(loss)</b>		----- 20,376	----- (37,477)
<b>Profit/(loss) before taxation</b>	<b>4</b>	----- 20,376	----- (37,477)
Tax on profit/(loss)		----- -	----- -
<b>Profit/(loss) for the financial year and total</b>		=====	=====

All the activities of the CIO are from continuing operations.

The CIO has no other recognised items of income and expenses other than the results for the year as set out above.

The Charity received £11500 in way of donation and grant funds and allocated £11,450 directly to projects related to inclusion, education and health, reports of which are available outside of this document.

**The notes on pages 6 to 9 form part of these financial statements.**

	<b>Note</b>	<b>2022 £</b>	<b>2021 £</b>
<b>Fixed assets</b>			
Tangible assets	<b>5</b>	42,889	50,288
<b>Current assets</b>			
Debtors	<b>6</b>	-	19,168
Cash at bank and in hand		1,522	678
		<u>1,522</u>	<u>19,846</u>
<b>Creditors: amounts falling due within one year</b>	<b>7</b>	<u>53,129</u>	<u>89,251</u>
<b>Net current liabilities</b>		<u>51,607</u>	<u>69,405</u>
<b>Total assets less current liabilities</b>		(8,718)	(19,117)
<b>Creditors: amounts falling due after more than one year</b>	<b>8</b>	<u>8,283</u>	<u>18,260</u>
<b>Net liabilities</b>		<u>(17,001)</u>	<u>(37,377)</u>
<b>Capital and reserves</b>			
Called up share capital		100	100
Profit and loss account		(17,101)	(37,477)
<b>Shareholders deficit</b>		<u>(17,001)</u>	<u>(37,377)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

For the year ending 31 March 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Director's responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The director acknowledges his responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

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	Called up share £	Profit and loss £	<b>Total £</b>
<b>At 9 March 2020</b>	-	-	-
Loss for the year	-----	<u>(37,477)</u>	<u>(37,477)</u>
<b>Total comprehensive income for the year</b>	-	(37,477)	(37,477)
Issue of shares	<u>100</u>	<u>-</u>	<u>100</u>
<b>Total investments by and distributions to owners</b>	100	-	100
<b>At 31 March 2021</b>	100	(37,477)	(37,377)
Profit for the year	-----	<u>20,376</u>	<u>20,37</u>
<b>Total comprehensive income for the year</b>	-	20,376	20,376
<b>At 31 March 2022</b>	<u><u>100</u></u>	<u><u>(17,101)</u></u>	<u><u>(17,001)</u></u>



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## **1. General information**

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 2 George Street, Pontypool, NP4 6LR.

## **2. Statement of compliance**

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

## **3. Accounting**

### **policies Basis**

### **of preparation**

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

### **Revenue recognition**

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have transferred to the buyer (usually on despatch of the goods); the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity; and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

### **Tangible assets**

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

## Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Equipment and - 25% reducing

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### **3. Accounting policies (continued)**

#### **Impairment of fixed assets**

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

#### **Financial instruments**

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

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Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

### 3. Accounting policies (*continued*)

#### Financial instruments (*continued*)

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

### 4. Profit before taxation

Profit before taxation is stated after charging:

	<b>Year to 31 Mar 22</b>	<b>Period 9 Mar 20 31 Mar 21</b>
	<b>£</b>	<b>£</b>
Depreciation of tangible assets	14,296	16,762
	=====	=====

### 5. Tangible assets

	<b>Plant and £</b>
<b>Cost</b>	
At 1 April 2021	67,050
Additions	6,897
	-----
<b>At 31 March 2022</b>	<b>73,947</b>
	=====
<b>Depreciation</b>	
At 1 April 2021	16,762
Charge for the year	14,296
	-----
<b>At 31 March 2022</b>	<b>31,058</b>
	=====
<b>Carrying amount</b>	
<b>At 31 March 2022</b>	<b>42,889</b>
	=====
At 31 March 2021	50,288
	=====

### 6. Debtors

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Other debtors	-	19,168
	=====	=====

### 7. Creditors: amounts falling due within one year

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Social security and other taxes	4,680	-
Other creditors	48,449	89,251
	-----	-----

=====53,129 89,251  
=====

## 8. Creditors: amounts falling due after more than one year

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	8,283	18,260
	=====	=====

## 9. Director's advances, credits and guarantees

During the year the director entered into the following advances and credits with the company:

	<b>2022</b>		
	Balance	Advance	Balance
	brought	s/	outstanding
	£	(credits)	£
Dr P T Thomas	(77,805)	40,636	(37,169)
	=====	=====	=====

  

	<b>2021</b>		
	Balance	Advance	Balance
	brought	s/	outstanding
	£	(credits)	£
Dr P T Thomas	-	(77,805)	(77,805)
	=====	=====	=====



The following provisions do not form part of the 'Foundation' model constitution but are available as options under clauses 19 (General meetings of members) and 22 (Use of electronic communications). For CIOs intending to include these powers in their constitutions, we recommend that you use the following wording. Notes on these clauses are included with the explanatory notes accompanying the clauses in the model.

## **General meetings of members**

### **4) Proxy voting**

- a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
  - i. states the name and address of the member appointing the proxy;
  - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
  - iv. is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- d) Unless a proxy notice indicates otherwise, it must be treated as:
  - i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.
- f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

## **Use of electronic communications**

### **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 19(2) (Notice of general meetings);
  - ii. give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); [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 18 (Members' decisions), 18(4) (Decisions taken by resolution in writing), or the provisions for postal voting] (if you have included this optional provision, please insert the correct clause number here).
- 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.