Society of Brownfield Risk Assessment Constitution (Charitable Incorporated Association)

This constitution was originally adopted on 5th December 2018, and subsequently amended and adopted on 10th December 2025.

1. NAME

The name of the Charitable Incorporated Organisation ("the CIO") is the Society of Brownfield Risk Assessment (hereafter called "SoBRA").

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

The principal office of the CIO is in England.

3. OBJECT(S)

The core objectives of the CIO are related to the advancement of environmental protection principally in the UK:

- To support technical excellence in the assessment, estimation & evaluation of risks and associated uncertainties from land affected by contaminants;
- To encourage best practice in the practical applications of risk assessment to support decisions regarding the appropriate management of land contamination;
- To facilitate and widen access to the dissemination of knowledge regarding risk assessment which will benefit members and the wider public;
- To form relationships and work in a constructive manner with other organisations and professional bodies involved in land contamination and remediation, as well as the environmental sciences in general;
- To assist in the development of future guidance, either through coordinated responses to consultation documents or by providing direct input to guidance;
- To identify areas of future research that would benefit the assessment of land contamination; and
- To co-ordinate and encourage such research and where appropriate identify funding/funding partnerships to support it.

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

4. POWERS

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- 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 those clauses.

5. APPLICATION OF INCOME AND PROPERTY

1. The income and property of the CIO must be applied solely towards the promotion of the objectives.
    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 in accordance with the Finance Statement.
    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. This does not prevent a member who is not also a charity trustee receiving:
    a. A benefit from the CIO as a beneficiary of the CIO; or
    b. Reasonable and proper remuneration for any goods or services supplied to 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 prior written consent of the Charity Commission ("the Commission")

has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

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, 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 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:

“connected person” includes any person within the definition set out in clause [28].

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. MEMBERSHIP OF THE CIO

1. Admission of new members
    a. Eligibility

        Membership of the CIO is open to any individual who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

    b. Admission procedure

        Individuals wishing to be members should follow the guidelines on the membership pages of www.sobra.org.uk.

        The charity trustees:

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

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

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

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

2. Transfer of membership

   Membership cannot be transferred from one individual to another.

3. Duty of Members

   It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

4. Termination of membership

   a. Membership of the CIO comes to an end if:

      (i) The member dies; or

      (ii) The member sends a notice of resignation to the charity trustees; or

      (iii) Any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or

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

   b. Before the charity trustees take any decision to remove someone from membership of the CIO they must:

      (v) Inform the member of the reasons why it is proposed to remove him or her from membership;

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

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

      (viii) Consider at that meeting any representations which the member makes as to why the member should not be removed; and

      (ix) Allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

5. Membership fees

The CIO requires members to pay reasonable membership fees to the CIO.

10. MEMBERS' DECISIONS

1. General Provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by resolution as provided in sub-clause (3) of this clause.

2. Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by email ballot).

3. Taking ordinary decisions by written resolution without a general meeting

   a. A resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

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

      (ii) A simple majority of members has signified its agreement to the resolution in a document or via electronic ballot within a period of 28 days beginning with the circulation date.

   b. The resolution in writing may comprise several copies to which one or more members has signified their agreement

   c. 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 in accordance with paragraph (a) above.

   d. Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

   e. The charity trustees must within 21 days of receiving such a request comply with it if:

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

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

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

   f. Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

4. Decisions that must be taken in a particular way

   a. Any decision to remove a trustee must be taken in accordance with clause [15(2)].]

   b. Any decision to amend this constitution must be taken in accordance with clause [24] of this constitution (Amendment of Constitution).

   c. Any decision to wind up or dissolve the CIO must be taken in accordance with clause [25] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS

1. Types of Meetings

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months and ideally in the month of December. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13].

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

2. Calling general meetings

   a. The charity trustees:

      (i) Must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

      (ii) May call any other general meeting of the members at any time.

   b. The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

      (i) They receive a request to do so from at least 10% of the members of the CIO; and

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

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

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

   e. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

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

   g. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

   h. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

   i. The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure

3. Notice of general meetings

    a. The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

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

    c. The notice of any general meeting must:

        (i) State the time and date of the meeting:

        (ii) Give the address at which the meeting is to take place;

        (iii) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting no later than 14 days prior to the meeting; and

        (iv) If a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

        (v) Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [19] (Use of electronic communication), details of where the information may be found on the CIO's website.

    d. Proof 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 sent.

    e. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

4. Chairing of general meetings

The person nominated as chair by the charity trustees under clause [18](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

5. Quorum at general meetings

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

    b. Subject to the following provisions, the quorum for general meetings shall be at least 5% of members.

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

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

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

f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

6. Business at AGM

   a. Receive the accounts (duly audited or examined where applicable) of SoBRA and report from the Treasurer for the previous financial year.

   b. Approve the accounts.

   c. Receive the annual report of the Chairperson on SoBRAs' activities since the previous AGM.

   d. Announce the results of the Charity Trustee elections (where the number of nominations received exceeded available places).

   e. Polls will be taken by a simple show of hands or use of electronic data voting systems (where available) led by the Chair and another Charity Trustee.

   f. The Secretary shall make a brief record (minutes) of the discussion and decisions taken at each AGM. Minutes shall be made available for inspection by any member on request to the Secretary.

7. Voting at general meetings

   a. Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

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

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

   d. A poll may be taken:

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

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

(iii) Through the use of electronic communications.

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

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

8. Adjournment of meetings

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

12. 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 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. The responsibilities of the Charity Trustees shall be as described below:

   a. To represent the views of the CIO at Charity Trustees meetings and make relevant decisions.

   b. To communicate with members of the CIO, including regular CIO meetings.

   c. To promote and progress the activities and objectives of the CIO.

   d. To publish or distribute information.

   e. To ensure that any revenue raised is used in accordance with the aims and the objectives of the CIO.

   f. To set aside funds for special purposes or as reserves against future expenditure.

   g. To take out insurance policies to protect SoBRA where required.

   h. To enter into contracts with others, such as training providers, offering services to SoBRA Members, as appropriate.

i. To manage the costs of running SoBRA.

j. To do anything else within the law which promotes the aims of SoBRA.

3. Eligibility for trusteeship

   a. Every charity trustee must be a natural person.

   b. No one may be appointed as a charity trustee:

      (i) If he or she is under the age of 16 years; or

      (ii) If he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].

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

4. Number of charity trustees

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

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

   c. At the first meeting of the year, positions shall be shared out between the Charity Trustees including: Chair, Vice Chair, Treasurer, Secretary, Accreditation Lead, Accreditation CPD Coordinator, Membership and Website Coordinator, and Data Protection Officer (see Clause 13 (Appointment of Charity Trustees).

5. First charity trustees

The first charity trustees of the CIO were: Alexander Lee, Hannah White, David Jackson, David Schofield, Theresa Cory, Rachel Dewhurst, Sarah Mortimer, Chris Taylor, Geraint Williams and Simon Cole.

13. APPOINTMENT OF CHARITY TRUSTEES (EXECUTIVE COMMITTEE)

1. Elected charity trustees

   a. At the first annual general meeting of the members of the CIO all the elected charity trustees shall retire from office;

   b. At every annual general meeting of the members of the CIO, charity trustees who have served a single appointment term of three or more years will be required to retire from office with a maximum of three charity trustees retiring each year.

      (i) The charity trustees will retire by rotation and shall normally be those who have been longest in office since their last appointment.

      (ii) The Chair will hold the position for a period of two years to ensure continuity unless clause [15] applies.

(iii) The current Vice Chair will not be required to stand down as they will automatically become the next Chair at the end of the election period.

(iv) The Committee has the authority to select those that will stand down at the end of their term to ensure sufficient continuity within Charity Trustees.

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

d. The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;

e. A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clause (b) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment.

2. Ex officio charity trustee[s]

The immediate past Chairperson for the time being ("ex-Chair") shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee for a period of one year.

If unwilling to act as a charity trustee, the office holder may:

a. Before accepting appointment as a charity trustee, give notice in writing by electronic means to the trustees of his or her unwillingness to act in that capacity; or

b. After accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

3. Sub groups

a. The Charity Trustees shall have the power to appoint sub-groups where appropriate. Each sub-group will be supported by a Charity Trustee (termed a "sponsor"). The sub-groups should report progress at the Charity Trustees meetings via the Sponsor. The sub-group shall not commit the Society to any expenditure unless first approved by the Charity Trustees.

14. 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 this constitution and any amendments made to it;

b. A copy of the CIO's latest trustees' annual report and statement of accounts; and

c. Access to the CIO electronic documents via a file sharing system.

15. 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 nine months and the trustees resolve that his or her office be vacated;
    c. Dies;
    d. In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
    e. Is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
    f. Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
2. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11] (general meetings), and the resolution is passed by a [two-thirds] majority of votes cast at the meeting.
3. A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17. TAKING OF DECISIONS BY CHARITY TRUSTEES

1. Any decision may be taken either:
    a. At a meeting of the charity trustees; or
    b. By resolution in writing or electronic form agreed by 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

(i) 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

(ii) 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 (including by electronic means), by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustee have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

1. Calling meetings
    a. Any charity trustee may call a meeting of the charity trustees.
    b. The Charity Trustees shall meet as frequently as may be found necessary, but usually not less than 4 times per year, and at any time on request of the Chairperson.
    c. Seven days notice must be given before a Charity Trustee meeting.
2. Chairing of meetings

The Chair of the Charity Trustees will chair their meetings. 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 four charity trustees, at least two of whom are office bearers. 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 chair shall have a second or casting vote.
    d. A minute taker will be appointed at the start of each committee meeting who shall make a brief record (minutes) of attendees, the discussion and decisions taken at the meeting. Minutes shall be made available for inspection by any member on request to the Secretary.
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.

d. The Charity Trustees shall have the power to invite representatives of organisations or individuals to attend Charity Trustees meetings as observers but such observers will not have any voting rights. The Charity Trustees shall have the power to withdraw any such invitation at any time.

19. USE OF ELECTRONIC COMMUNICATIONS

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

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

b. Any requirements to provide information to the Commission in a particular form or manner.

The CIO may automatically use electronic communication or a website to send formal communications to members to notify members of upcoming events, technical advancements and other membership related items.

1. 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.

2. By the CIO

c. 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.

d. 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 11(3) (Notice of general meetings);

(ii) Give charity trustees notice of their meetings in accordance with clause 18(1) (Calling meetings); and

(iii) Submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3)(Decisions taken by resolution in writing).

3. The charity trustees must:
    a. Take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
    b. 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.

20. 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, registers of its members and charity trustees.

21. 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.

22. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS

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 accounts, and to the preparation of annual reports and returns. The statements of accounts, 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.
3. To achieve this, the following general arrangements must be in place:
    a. The CIO must have a member-elected Treasurer who is a Charity Trustee and is responsible for day to day management of SoBRA's finances and maintaining of appropriate policies.

b. The Charity Trustees will have a responsibility to aid the Treasurer in the smooth running of the financial aspects of the Society by adhering to the requirements of the Society's financial policies.

c. The CIO must have a robust and accountable system for the recording and management of financial transactions which will allow both the Trustees and the general membership to beware of the financial status of the Society.

4. The detailed rules and procedures which allow the CIO to meet the requirements of point 3 above should be documented in a separate Financial Procedures report. This report should be drafted by the Society's Treasurer and approved by the Charity Trustees, then made available to the general membership.

   a. A stand alone Financial Procedures document is necessary to allow more technical details to be given and procedures updated, as and when required, without triggering the need to change the constitution. It should be noted, however, that any changes to the Financial Procedures report will require Charity Trustee approval and the new document made available to the membership.

23. 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.

24. AMENDMENTS OF CONSTITUTION

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

1. This Constitution may be amended at an AGM or at an EGM convened for the purpose by a 75% majority of the votes cast, but:

   a. The members must be given 21 clear days' notice of the proposed amendments.

   b. No amendment is valid if it would make a fundamental change to the aims and objectives of the CIO.

   c. A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

   d. Any alteration of clause 3 (Objects), clause [25] (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.

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

25. 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 [11] (General Meetings), of which not less than 14 days' notice has been given to:
      (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 or by electronic means 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.

26. NOTICES

Notices under this Constitution may be sent by hand, by post, by suitable electronic means or in any newsletter distributed by SoBRA.

27. 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 must 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.

28. 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 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.

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

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

A "Subgroup" is a group of volunteers drawn from the CIO who work together to achieve a defined outcome. This could involve e.g. developing new guidance, forming a group who monitor industry publications. A subgroup can be formed at the discretion of the Charity Trustees in response to outcomes of annual CIO Workshops or members requests and in all instances must be aligned to the CIO objectives. The Charity Trustees can limit the number of Subgroups. Any member of the CIO can request to join a subgroup.

A "Sponsor" is the Charity Trustee who supports a subgroup and provides a link for the subgroup to the Charity Trustees.