



**LEWISHAM PARENT AND CARER'S FORUM**  
**Constitution**  
**Adopted on 4<sup>th</sup> July 2014**

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**1. The Name**

The name of the Charitable Incorporated Organisation ("the CIO") is Lewisham Parent and Carer's Forum.

**2. National Location of principal office**

Leemore Central Community Hub, Bonfield Road, Lewisham, London SE13 5EU, England

**3. Objects**

The CIO's objects (the Objects) are:

"To relieve the needs of children with disabilities and/or additional needs and their parent and families in Lewisham, London; through participation in shaping local services, the provision of education information and support. In advancing these purposes the charity shall within the London Borough of Lewisham:"

- a. develop strategy and represent families of 'Children with Special Needs';
- b. to ensure parent participation to enable parents to get involved in service planning and decision making so that services meet the needs of families with disabled children;
- c. provide a liaison point for statutory and voluntary agencies;
- d. raise awareness of issues faced by 'Children with Special Needs' and their families;
- e. share experiences, knowledge and skills with other relevant organisations and individuals; and
- f. inform the London Borough of Lewisham of any actual or potential breaches of current policy regarding 'Children with Special Needs'."

#### **4. Powers**

The Trustees must manage the business of the CIO and have the following powers in order to further the Objects (but not for any other purpose):

- (1) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (2) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119 – 123 of the Charities Act 2011;
- (3) employ and remunerate such staff as 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 (2) a. (benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (4) raise funds. In doing so, the CIO must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (5) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (8) obtain and pay for such goods and services as are necessary for carrying out the work of the CIO;
- (9) open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds 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;
- (10) do all such other lawful things as are necessary for the achievement of the Objects;
- (11) any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees (sub clause 15 (3) a.);
- (12) no alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

## **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/her when acting on behalf of the CIO (financial policy);
  - b. A charitable 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. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to

the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 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).
- 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.

## **7. Conflicts of interests 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;
- (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/her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest); and
- (3) Any charity trustee absenting himself/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**

- (1) If the CIO is wound up, each member of the CIO is liable to contribute to the assets of the CIO such amount (but not more than £1) as may be required for payment of the debts and liabilities of the CIO contracted before that person ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.
- (2) In sub-clause (1) of this clause “member” includes any person who was a member of the CIO within 12 months before the commencement of the winding up.

- (2) But subject to that, the members of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

## **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/her powers and to perform his/her functions in his/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/she has or holds himself/herself out as having; and
  - (ii) if he/she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### (2) Eligibility for trusteeship

- a. Every charity trustee must be a natural person.
- b. No individual may be appointed as a charity trustee of the CIO:
  - (i) if he or she is under the age of 16 years; or
  - (ii) 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/her acceptance of the office of charity trustee.
- d. At least one the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

### (3) Number of charity trustees

- a. There should be:
  - (i) not less than 4 nor more than 15 appointed trustees

- b. There must be at least four 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 to appoint a new charity trustee.
- c. The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First charity trustees

The first charity trustees are as follows:

Annee Miller  
Bel Corette  
Chantelle Francois  
Cheryl Jegede  
Ching Yu  
Damaris Mukui  
Emine Aktu  
Fatima Amoi  
Ian Bramley  
Jacq Paschoud - Chair  
Joyce Brako - Treasurer  
Lee Robson – Vice Chair  
Nalan Salih  
Nicole Gayle  
Rhiannon Cain

Secretary

**10. Appointment of charity trustees**

- (1) Apart from the first charity trustees, every trustee must be appointed by a resolution passed at a properly convened meeting of the charity trustees.
- (2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge, experience and ability 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/her first appointment:

- a. a copy of the current version of this constitution;
- b. a copy of the CIO's latest Trustees' Annual Report and statement of accounts; and
- c. a copy of the Charities Act 2011 and other applicable documents will be available in an appropriate format.

## **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/her office be vacated;
  - c. dies;
  - d. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/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:

- (1) at a meeting of the charity trustees; or
- (2) 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 two or more persons, but at least one member of each committee must be a charity trustee;
  - b. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

- c. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **15. Meetings of the 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**

- a. 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 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.

### **(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 other participants.
- b. Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant and participants may communicate with all 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

## **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 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 an 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.
- c. 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 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 14 days;
- b. except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by a shorter notice if so agreed by a majority of the members of the CIO; and
- 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**

- a. 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 reference 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:
  - a. who was disqualified from holding office;
  - b. who had previously retired or who had been obliged by the constitution to vacate office;
  - c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
  - d. 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/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 by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the 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**

- (1) 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:
  - 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.

## **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 statement 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**

- (1) 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 byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

## **27. Disputes**

- (1) 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 18 (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.
- (5) 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 18 (General meeting 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 of 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-paragraph (d)(i), when taken together
- e. a body corporate 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.









**APPENDIX**

**LEWISHAM PARENT AND CARER'S FORUM  
Constitution  
Adopted on 4<sup>th</sup> July 2014**

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**CHARITY TRUSTEES (STEERING GROUP)**

We confirm that we have read and understood the Lewisham Parent and Carer's Constitution.

**Annette Rust**

Signature ..... Date .....

**Belinda Corette**

Signature ..... Date .....

**Chantelle Francois**

Signature ..... Date .....

**Cheryl Jegede**

Signature ..... Date .....

**Ching Yu**

Signature ..... Date .....

**Emine Aktu**

Signature ..... Date .....

**Jacqueline Paschoud**

Signature ..... Date .....

**Joyce Brako-Amofo**

Signature ..... Date .....

**Lee Robson**

Signature ..... Date .....

**Nalan Salih**

Signature ..... Date .....

**Nicole Gayle**

Signature ..... Date .....

**Rhiannon Cain**

Signature ..... Date .....