



CHARITY COMMISSION  
FOR ENGLAND AND WALES

# Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees (foundation model constitution)

# **Constitution of a Charitable Incorporated Organisation whose only voting members are its charity trustees**

## **(‘Foundation’ model constitution)**

Date of constitution (last amended): **14 October 2024**

### **1. Name**

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

**HAVANT YOUTH SAIL TRAINING SCHEME – SAIL HYSTS**

(referred to throughout this constitution as “**Sail HYSTS**”)

### **2. National location of principal office**

Registered Office:

The Bedhampton Community  
Centre

21 Bedhampton Road

Bedhampton

Hampshire PO9 3ES

Sailing Base:

The Ship Inn car park

Langstone Road

Havant

Hampshire PO9 1RD

### **3. Objects**

The objects of Sail HYSTS are to advance in life young people through:

- (1) helping young people from the age of 8 years old to achieve their potential through the provision of sailing opportunities and qualifications as a challenging activity.
- (2) providing a secure environment for the self-development of young people through the skills they will learn through following the RYA training syllabus.
- (3) working in partnership with relevant statutory bodies and other organisations within the community if agreed by the charity trustees.
- (4) facilitating personal development for young people through the medium of sailing and waterborne activity.

- (5) facilitating training opportunities for young people and adults wishing to work with young people.

#### **4. Powers**

Sail HYSTS as a Charitable Incorporated Organisation has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, it 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. Sail HYSTS must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to Sail HYSTS. In exercising this power, Sail HYSTS 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 Sail HYSTS. Sail HYSTS may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of Sail HYSTS to be held in the name of a nominee, in the same manner and subject to the same conditions as the charity 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 Sail HYSTS must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of Sail HYSTS which may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of Sail HYSTS.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at Sail HYSTS'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 Sail HYSTS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Sail HYSTS.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6 (Benefits and payments to charity trustees and connected persons).

## **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 Sail HYSTS on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to Sail HYSTS;
- (c) be employed by, or receive any remuneration from Sail HYSTS;
- (d) receive any other financial benefit from Sail HYSTS;

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 Sail HYSTS as a beneficiary of Sail HYSTS provided that a majority of the charity 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 Sail HYSTS where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

- (c) A charity trustee or connected person may receive interest on money lent to SAIL HYSTS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee or connected person may receive rent for premises let by the charity trustee or connected person to Sail HYSTS. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee or connected person may take part in the normal trading and fundraising activities of Sail HYSTS on the same terms as members of the public.

(3) In sub-clause (2) of this clause:

- (a) “Sail HYSTS” includes any company in which Sail HYSTS:
  - (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 Sail HYSTS or in any transaction or arrangement entered into by Sail HYSTS 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 Sail HYSTS 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 Sail HYSTS if it is wound up**

If Sail HYSTS is wound up, the members of Sail HYSTS 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 Sail HYSTS and may for that purpose exercise all the powers of Sail HYSTS. 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 Sail HYSTS in the way he or she decides in good faith would be most likely to further the purposes of Sail HYSTS; 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 Sail HYSTS 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 (this is a living human being, with certain rights and responsibilities under the law).
- (b) No individual may be appointed as a charity trustee of Sail HYSTS:
  - (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 to the Chair, by letter or electronic communication, his or her acceptance of the office of charity trustee.
- (d) At least one of the charity trustees of Sail HYSTS must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining charity 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 not less than five nor more than nine appointed charity trustees.
- (b) There must be at least four charity trustees. If the number falls below this minimum, the remaining charity trustee or charity trustees may act only to call a meeting of the charity trustees, or 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 charity trustee appointment may be made in excess of these provisions.

### **(4) First charity trustees**

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

|                  |               |
|------------------|---------------|
| Cath Burton      | (for 3 years) |
| Owen Davies      | (for 3 years) |
| Nigel Fryatt     | (for 3 years) |
| Geoff Lynch      | (for 2 years) |
| Mary Milton      | (for 2 years) |
| Sophie Gray      | (for 2 years) |
| William Walworth | (for 1 year)  |

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

- (1) Apart from the first charity trustees, every trustee must be appointed for a term of three years 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 and experience needed for the effective administration of Sail HYSTS.

## **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 Sail HYSTS'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 Sail HYSTS in writing by post or electronic communication (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 charity 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 trustee and may remain so for more than three months;
  - (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 subject to clause 12(3).
- (3) A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be appointed an honorary life vice president, to attend meetings acting as a non-voting

advisor to the Management Committee. An honorary vice president may resign after a period of two years in the role and may apply to the Management Committee to be reappointed as a trustee for a further term subject to clause 9(3)(a).

### **13. Taking of decisions by charity trustees**

The charity trustees will manage Sail HYSTS through a “Management Committee” which consists of the charity trustees assisted by non-voting advisors. Any decision may be taken either:

- (1) at a meeting of the charity trustees or, subject to clause 15(3), the Management Committee; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved and delivered to Sail HYSTS at its principal office or such other place as the charity trustees may resolve within 28 days of the circulation date.

### **14. Delegation by charity trustees**

- (1) Sail HYSTS 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 regularly at the Management Committee; 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 with seven days' notice.
- (b) An Annual General Meeting (AGM) must be held once per annum and must be called with no less than 30 days' notice.
- (c) Subject to the above, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- (d) The charity trustees may invite representatives of organisations associated with the Sail HYSTS scheme to attend the Management Committee or general meetings by invitation.

### **(2) Chairing of meetings**

The charity trustees will appoint one of their number to chair the charity and their meetings. The election will generally take place at the AGM and the tenure will be one year or until the date of the next AGM, whichever occurs sooner. The chair can be re-elected annually for a maximum of nine consecutive years. The appointment of the chair may be revoked at any time and another trustee may take the role of chair between AGMs if a majority of the charity trustees endorse this. The replacement chair will be formally elected at the next AGM. If the person appointed to chair is unwilling to preside or is not present within 10 minutes after the time of a meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one 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 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 Sail HYSTS**

- (1) The members of Sail HYSTS shall be its charity trustees for the time being. The only persons eligible to be members of Sail HYSTS are its charity trustees. Membership of Sail HYSTS 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 Sail HYSTS.

**17. Informal or associate (non-voting) membership**

- (1) Sail HYSTS will have three categories of non-voting members:
  - (a) Sailing membership will be conferred on any person aged eight years or older who is learning to sail with Sail

HYSTS. Membership is automatically conferred on a sailor who has completed two Sail HYSTS sessions under supervision of a senior instructor. Sailing membership will be annual from 1 April to 31 March. Sailing members will be able to book for the new season two weeks before non-members.

- (b) Volunteer membership is conferred on any volunteer who has attended two Sail HYSTS sessions as a volunteer. Volunteer membership is annual and runs from 1 April to 31 March the following year. Volunteer membership is automatically renewed when the volunteer signs up for two Sail HYSTS sessions in the new season.
  - (c) Honorary life membership is conferred by the charity trustees upon an individual who in their opinion has made a significant contribution to Sail HYSTS. Honorary Vice Presidents are awarded automatic honorary life membership.
- (2) The charity trustees reserve the right to change the non-voting membership categories and to review or terminate membership in any category at any time.
- (3) 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 Sail HYSTS**

(1) Any decision to:

- (a) amend the constitution of Sail HYSTS;
- (b) amalgamate Sail HYSTS with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- (c) wind up or dissolve Sail HYSTS (including transferring its business to any other charity)

must be made by a resolution of the members of Sail HYSTS (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 Sail HYSTS 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 Sail HYSTS 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 Sail HYSTS. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of Sail HYSTS as specified in clause 18 (Decisions which must be made by the members of Sail HYSTS):

- (a) To review and approve the annual accounts and report

- (b) To accept resignations and election of charity trustees and advisors.
- (c) To appoint auditors for the coming year, if required.

**(2) Notice of general meetings of members**

- (a) The minimum period of notice required to hold a general meeting of the members of Sail HYSTS is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of Sail HYSTS.
- (c) 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 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 charity 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:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by
- (c) the constitution to vacate office;
- (d) who was not entitled to vote on the matter, whether by
- (e) 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 and conflicts of loyalty).

## **21. Execution of documents**

- (1) Sail HYSTS shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by the currently appointed chair and one other charity trustee agreed by the charity trustees.

## **22. Use of electronic communications**

### **(1) General.**

Sail HYSTS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request, a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

### **(2) To Sail HYSTS**

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

### **(3) By Sail HYSTS**

- (a) Any member or charity trustee of Sail HYSTS, by providing Sail HYSTS with his or her email address or similar, is taken to have agreed to receive communications from Sail HYSTS in electronic form at that address, unless the member has indicated to Sail HYSTS 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 of members);
  - (ii) give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings of members); and
  - (iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with Sail HYSTS's powers under clause 18 (Decisions which must be made by the members of Sail HYSTS), or 18(4) (regarding decisions taken by resolution in writing).
- (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.

## **23. Keeping of Registers**

Sail HYSTS 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 charity trustees and other roles made by the charity trustees;
- (2) proceedings at general meetings of Sail HYSTS;
- (3) meetings of the charity trustees, the Management Committee and other committees of charity trustees including:
  - (a) the names of the charity 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.
- (5) Sailing sessions. A record of each sailing session recording the names of the senior instructor, volunteers and sailors, with any safeguarding or health and safety matters arising in the session.

## **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 Sail HYSTS, 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 Sail HYSTS entered on the Central Register of Charities.
- (3) The accounting records are the responsibility of each charity trustee. The chair will sign them off subject to a vote of the charity trustees that the records are acceptable for submission to the Commission.
- (4) The finances, assets, and property of Sail HYSTS shall be managed and applied in accordance with the Management Committee.
- (5) Records shall be kept of all financial transactions by the Treasurer and will be submitted to audit as required.
- (6) The cash funds of Sail HYSTS will be kept in a bank account selected by the Management Committee and the management accounts will be presented to charity trustees at each management meeting.

## **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 Sail HYSTS, 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 Sail HYSTS on request.

## **27. Disputes**

If a dispute arises between members of Sail HYSTS 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 Sail HYSTS; or
  - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of Sail HYSTS 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 Sail HYSTS 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 Sail HYSTS '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, Sail HYSTS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Sail HYSTS can only be made:
  - (a) at a general meeting of the members of Sail HYSTS 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
- (b) in response to the question put to the general meeting; or
- (c) by a resolution agreed in writing by all members of Sail HYSTS.

(2) Subject to the payment of all Sail HYSTS 's debts:

- (a) Any resolution for the winding up of Sail HYSTS, or for the dissolution of Sail HYSTS without winding up, may contain a provision directing how any remaining assets of Sail HYSTS shall be applied.
- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of Sail HYSTS shall be applied.
- (c) In either case the remaining assets must be applied
- (d) for charitable purposes the same as or similar to those of Sail HYSTS.

(3) Sail HYSTS must observe the requirements of the Dissolution Regulations in applying to the Commission for Sail HYSTS to be removed from the Register of Charities, and in particular:

- (a) the charity trustees must send with their application to
- (b) the Commission:
  - (i) a copy of the resolution passed by the members of Sail HYSTS;
  - (ii) a declaration by the charity trustees that any debts and other liabilities of Sail HYSTS 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 Sail HYSTS has been or is to be applied prior to its dissolution in accordance with this constitution;
- (c) the charity trustees must ensure that a copy of the application is sent within seven days to every member

and employee of Sail HYSTS, and to any charity trustee of Sail HYSTS who was not privy to the application.

- (4) If Sail HYSTS 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 9, Chapter 4] of the General Regulations.

**“charity trustee”** means a trustee of Sail HYSTS.

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