

The Child Health Research CIO

Constitution

Adopted as at the date constituted and registered

Contents

No.	Heading	Page
1.	Name	1
2.	National location of principal office	1
3.	Objects	1
4.	Powers	1
5.	Application of income and property	2
6.	Benefits and payments to trustees and connected persons	2
7.	Conflicts of interest and conflicts of loyalty	3
8.	Liability of members	4
9.	Trustees	4
10.	Appointment of trustees	5
11.	Information for new trustees	6
12.	Retirement and removal of trustees	6
13.	Decisions by trustees	7
14.	Delegation by trustees	7
15.	Meetings of trustees	7
16.	Membership of the CIO	8
17.	Decisions which must be made by the members of the CIO	8
18.	General meetings of members of the CIO	9
19.	Saving provisions	10
20.	Execution of documents	10
21.	Use of electronic communications	11
22.	Keeping of registers	11
23.	Minutes	12
24.	Accounting records, reports, returns and register maintenance	12
25.	Rules	12

26.	Disputes	12
27.	Amendment of constitution	12
28.	Voluntary winding up or dissolution	13
29.	Interpretation	14

The Child Health Research CIO

(Adopted as at the date constituted and registered)

1. Name

The name of the charitable incorporated organisation (the "CIO") is **The Child Health Research CIO**.

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The purposes (the "**objects**") of the CIO are, in such ways as the trustees think fit, to:

- (a) advance health in children and the adults they become by supporting research into children's health and wellbeing including pre-natal development and external factors impacting thereon; and
- (b) advance education by supporting teaching, training and public engagement in children's health

including by supporting the mission of the Institute of Child Health to the extent charitable.

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

4. Powers

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

- (a) raise funds (but not by undertaking any taxable permanent trading activity);
- (b) establish support or co-operate with any charitable trusts, associations, institutions or other bodies;
- (c) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (d) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (e) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119 to 123 of the Charities Act 2011;
- (f) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a trustee only to the extent that it is

permitted to do so by clause 6 (Benefits and payments to the trustees and connected persons) and provided it complies with the conditions of that clause; and

- (g) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.
- 5.2 A 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.
- 5.3 A 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.
- 5.4 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.
- 5.5 Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to trustees and connected persons

General provisions

- 6.1 No 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, if such goods or services are made available to the public, or otherwise for an amount less than what is reasonable in the circumstances;
 - (b) sell goods, services, or any interest in land to the CIO;
 - (c) be employed by, or receive any remuneration from, the CIO; or
 - (d) receive any other financial benefit from the CIO,

unless the payment or benefit is authorised by clause 6.2 or 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.

Scope and powers authorising trustees' or connected persons' benefits

- 6.2 A trustee or connected person may:
 - (a) 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) 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 clause 6.3, provide the CIO with goods that are not supplied in connection with services provided to the CIO by the trustee or connected person;
- (d) receive interest on money lent to the CIO at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the trustees (or if this would mean the rate is 0% or less then at a rate below such base rate);
- (e) 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; and
- (f) take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

Payment for supply of goods only - controls

6.3 The CIO and its trustees may only rely upon the authority provided by clause 6.2(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the 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 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 trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a 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 trustees is present at the meeting; and
- (f) the reason for their decision is recorded by the trustees in their minutes.

7. Conflicts of interest and conflicts of loyalty

7.1 A trustee must:

- (a) 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
- (b) absent himself or herself from any discussions of the 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).

7.2 Any 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 trustees on the matter.

8. Liability of members

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. Trustees

Functions and duties of trustees

9.1 The 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 trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a 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.

Eligibility as trustee

9.2 The requirements for eligibility as a trustee are:

- (a) every trustee must be a natural person;
- (b) no individual may be appointed as a 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 trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee; and
- (d) the total number of trustees under the age of 18 years must not at any time be more than one.

Number of trustees

9.3 As to the number of trustees:

- (a) there must be at least seven trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to appoint a new trustee;

- (b) the trustees must include:
 - (i) the following ex-officio trustees:
 - the GOS trustee;
 - the UCL trustee; and
 - the ICH trustee
 - (ii) at least three and a maximum of six independent trustees; and
 - (iii) a maximum of two non-independent trustees.
- (c) the maximum number of trustees is eleven. The trustees may not appoint any trustee if as a result the number of trustees would exceed the maximum;

First trustees

9.4 The first trustees are as follows:

- (a) Mr Jan Filochowski (the GOS trustee);
- (b) Professor Graham Hart (the UCL trustee);
- (c) Professor Rosalind Smyth (the ICH trustee);
- (d) Professor David Goldblatt (non-independent);
- (e) Professor Andrew Copp (non-independent);
- (f) Mr Andrew Fane (independent);
- (g) Mr Timothy Clarke (independent); and
- (h) Mr Andrew Ross (independent).

10. Appointment of trustees

10.1 Trustees shall be appointed as follows:

- (a) Apart from the first trustees and ex-officio trustees, every appointed trustee must be appointed for a specified term of three years by a resolution passed by either:
 - (i) at least a 75% majority of all the trustees at a properly convened meeting of the trustees (and not just 75% of those voting at the meeting); or
 - (ii) in writing or electronic form agreed by all of the trustees.
- (b) In selecting individuals for appointment as independent trustees and non-independent trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

10.2 Ex-officio trustees shall be appointed as follows:

- (a) The ex-officio trustees ("the **office holders**") shall automatically ("ex-officio") be trustees, for as long as they hold their respective offices with their appointing body.
- (b) If an office holder ceases to hold office before the end of his or her term of office with the appointing body then any officer appointed by the appointing body to deputise for the office holder shall act as trustee in place of the ex-officio trustee until a new office holder is appointed by the appointing body, upon which the new office holder shall automatically be appointed as ex-officio trustee.
- (c) If unwilling to act as a trustee, an office holder may:
 - (i) before accepting appointment as a trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (ii) after accepting appointment as a trustee, resign under the provisions contained in clause 12 (retirement and removal of trustees).

and the appointing body may appoint a deputy to serve as trustee until that office holder ceases to hold office such appointment to be made at a meeting held according to the ordinary practice of the appointing body;.

- (d) Where a deputy is not appointed by the appointing body under sub-clause 10.2(b) or (c) the office of the ex-officio trustee will then remain vacant until a new office holder is appointed by the appointing body.
- (e) Ex-officio trustees and trustees appointed by an appointing body in place of an ex-officio trustee under sub-clauses 10.2(b) and (c) have the same duties under Clause 9(1) as the other trustees.

11. Information for new trustees

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

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIO's latest annual report to the Commission and statement of accounts.

12. Retirement and removal of trustees

12.1 A trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing (but only if enough 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 trustees from all their meetings held within a period of twelve months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (e) is disqualified from acting as a trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

12.2 Any person retiring as a trustee is eligible for reappointment.

13. Decisions by trustees

Any decision may be taken either:

- (a) at a meeting of the trustees; or
- (b) by resolution in writing or electronic form agreed by all of the 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 trustees has signified their agreement.

14. Delegation by trustees

The 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 trustees may at any time alter those terms and conditions, or revoke the delegation. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the 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 trustee;
- (b) one of the members of the committee shall chair their meetings;
- (c) the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and
- (d) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of trustees

Chairing of meetings

15.1 The trustees shall appoint one of the independent trustees to chair their meetings (the "**chairman**") and may at any time:

- (a) appoint another independent trustee as a deputy to chair their meetings if the chairman is absent; and
- (b) revoke such appointments.

15.2 The first chairman is Mr Andrew Fane.

15.3 If no-one has been so appointed, or if the person or persons appointed are unwilling to preside or are not present within ten minutes after the time of the meeting, the trustees present may appoint one of their number who is an independent trustee to chair that meeting.

Calling meetings

15.4 The trustees shall decide how their meetings are to be called, and what notice is required **provided that:**

- (a) the chairman or any two other trustees may call a meeting of the trustees, and
- (b) unless all the trustees decide otherwise generally, or for specified meetings, a minimum of seven clear days notice is required.

Procedure at meetings

15.5 At trustees' 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 trustees including at least one independent trustee. A 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) except as otherwise provided in this constitution questions arising at a meeting shall be decided by a majority of those eligible to vote; and
- (c) in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

Participation in meetings by electronic means

15.6 A meeting may be held by suitable electronic means agreed by the trustees **provided that**:

- (a) each participant may communicate with all the other participants;
- (b) the meeting complies with rules for meetings, including chairing and the taking of minutes; and
- (c) any trustee participating at such a meeting shall qualify as being present at the meeting.

16. Membership of the CIO

16.1 The first members of the CIO are its first trustees as named in clause 9.4.

16.2 The CIO's trustees for the time being shall be its members. The only persons eligible to be members of the CIO are its trustees. Membership of the CIO cannot be transferred to anyone else.

16.3 Any member and trustee who ceases to be a trustee automatically ceases to be a member of the CIO.

16.4 Membership of the CIO may only be terminated by the member ceasing to be a trustee.

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

17.1 Any decision to:

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

must be made by a resolution of the members of the CIO (rather than a resolution of the trustees).

17.2 Decisions of the members of the CIO may be made either:

- (a) by resolution at a general meeting; or
- (b) by resolution in writing, in accordance with clause 17.4.

17.3 Any decision specified in clause 17.1 must be made in accordance with the provisions of clause 27 (Amendment of constitution), clause 28 (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:

- (a) agreed by a 75% majority of those members of the CIO voting at a general meeting, or
- (b) agreed by all members of the CIO in writing.

17.4 Except where a resolution in writing must be agreed by all the members of the CIO, such a resolution may be agreed by a simple majority of all the members of the CIO 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 of the CIO eligible to vote; and
- (b) the required majority of members of the CIO has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members of the CIO 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.

18. General meetings of members of the CIO

Calling of general meetings of members of the CIO

18.1 The trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of any such meeting may only be to discharge business which must by law be discharged by a resolution of the members of the CIO as specified in clause 17 (Decisions which must be made by the members of the CIO).

Notice of general meetings of members of the CIO

18.2 In relation to a notice of a general meeting of members of the CIO:

- (a) the minimum period of notice required to hold a general meeting of the members of the CIO is 7 days except a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO unless in either case a longer specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, and

- (b) proof that an envelope containing the 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.

Procedure at general meetings of members of the CIO

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

Proxy voting and ballot papers

- 18.4 The provisions regarding voting by proxy and postal ballots are set out in the Schedule.

19. Saving provisions

- 19.1 Subject to clause 19.2, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

- 19.2 Clause 19.1 does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for clause 19.1, the resolution would have been void, or if the trustee has not complied with clause 7 (Conflicts of interest and conflicts of loyalty).

20. Execution of documents

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

- 20.2 A document is validly executed by signature if it is signed by at least two of the trustees.

- 20.3 If the CIO has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) the seal must only be used by the authority of the trustees or of a committee of trustees duly authorised by the trustees. The trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two trustees.

21. Use of electronic communications

General

21.1 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; and
- (b) any requirements to provide information to the Commission in a particular form or manner.

Communications sent to the CIO

21.2 Any member or 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.

Communications sent by the CIO

21.3 In relation to communications sent by the CIO:

- (a) any member of the CIO or trustee, 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 of the CIO or trustee has indicated to the CIO his or her unwillingness to receive such communications in that form;
- (b) the trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - (i) give trustees notice of their meetings in accordance with clause 18.2 (Calling of general meetings of members of the CIO);
 - (ii) provide the members of the CIO with the notice referred to in clause 18.1 (Notice of general meetings of members of the CIO);
 - (iii) submit any proposal to the members of the CIO or trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 17 (Decisions which must be made by the members of the CIO) or paragraph 1.2 of the Schedule (postal ballot); and
 - (iv) take reasonable steps to ensure that members of the CIO and trustees are promptly notified of the publication of any such notice or proposal,

provided that the trustees must send any such notice or proposal in hard copy form to any member of the CIO or trustee who has either not agreed (or been taken to have agreed) to receive, or indicated an unwillingness to receive, such notices or proposals in this form or any communications in electronic form.

22. Keeping of registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and trustees.

23. Minutes

The trustees must keep minutes of all:

- (a) appointments of officers made by the trustees;
- (b) proceedings at general meetings of the CIO;
- (c) meetings of the trustees and committees of trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions; and
- (d) decisions made by the trustees otherwise than in meetings.

24. Accounting records, reports, returns and register maintenance

24.1 The 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 Commission, regardless of the income of the CIO, within 10 months of the financial year end.

24.2 The 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.

25. Rules

The 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.

26. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members of the CIO 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.

27. Amendment of constitution

27.1 As provided in sections 224 to 227 of the Charities Act 2011:

- (a) this constitution can only be amended:
 - (i) 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); or
 - (ii) by resolution agreed in writing by all members of the CIO;

- (b) any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission;
- (c) no amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid; and
- (d) 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 Central Register of Charities.

28. Voluntary winding up or dissolution

28.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members of the CIO 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 meetings of members of the CIO), of which not less than 14 days' notice has been given to those eligible to attend and vote by:
 - (i) a resolution passed by a 75% majority of those voting, or
 - (ii) 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.

28.2 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 trustees must decide how any remaining assets of the CIO shall be applied; and
- (c) in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

28.3 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 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 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 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; and
 - (b) the 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 trustee of the CIO who was not privy to the application.
- 28.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Interpretation

29.1 In this constitution:

the "**appointing body**" shall in respect of:

- (a) the GOS trustee mean the body which appoints the Chief Executive from time to time of the Great Ormond Street Hospital NHS Foundation Trust;
- (b) the UCL trustee mean the body which appoints the Dean of the Faculty of the University College London in which the Institute of Child Health is placed from time to time; and
- (c) the ICH trustee mean the body which appoints the director of the Institute of Child Health from time to time.

the "**Communications Provisions**" means the Communications Provisions in Part 9 of the General Regulations;

"**connected person**" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the trustee or any connected person falling within paragraph (a), (b) or (c) above; or
 - (ii) by two or more persons falling within sub-paragraph (d)(i) above, when taken together;
- (e) a body corporate in which:
 - (i) the trustee or any connected person falling within paragraphs (a) to (c) above has a substantial interest; or
 - (ii) two or more persons falling within sub-paragraph (e)(i) above who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution;

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

"ex-officio trustees" means the GOS Trustee, the ICH Trustee and the UCL Trustee;

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012;

"GOS trustee" means the Chief Executive for the time being of the Great Ormond Street Hospital NHS Foundation Trust;

"ICH trustee" means a trustee who is the director for the time being of the Institute of Child Health, being an academic department within the University College London;

"independent trustee" means a trustee who is not current a trustee, employee, director or officer of the Great Ormond Street Hospital NHS Foundation Trust, the Institute of Child Health or University College London or of the bodies connected to them;

"non-independent trustee" means a trustee who may include a current trustee, employee, director or officer of the Great Ormond Street Hospital NHS Foundation Trust, the Institute of Child Health or University College London or of the bodies connected to them;

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

"trustee" means a charity trustee of the CIO;

"UCL trustee" means the Dean of the Faculty of University College London in which the Institute of Child Health is placed from time to time.

29.2 In clauses 6.2 and 6.3 **"the CIO"** includes any company in which the CIO:

- (a) holds more than 50% of the shares;
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

29.3 Any reference to a period of clear days in relation to notice of a meeting is to a period of the specified length excluding the day of the meeting and the day on which the notice is given. The period may include public holidays and all or part of any weekend.

29.4 References to a 75% majority of those members of the CIO voting at a general meeting include, for the avoidance of doubt, those voting by proxy or by post.

29.5 Reference to a resolution passed by at least a 75% majority of all the trustees means:

- (a) if there are 11 trustees, passed by at least 9 of the trustees;
- (b) if there are 10 trustees, passed by at least 8 of the trustees;
- (c) if there are 9 trustees, passed by at least 7 of the trustees;

- (d) if there are 8 trustees, passed by at least 6 of the trustees;
- (e) if there are 7 trustees passed by at least 6 of the trustees;
- (f) if there are 6 trustees passed by at least 5 of the trustees;
- (g) if there are 5 trustees passed by at least 4 of the trustees;
- (h) if there are 4 trustees passed by at least 3 of the trustees; and
- (i) if there are 3 trustees passed by all of the trustees.

Schedule

Proxy voting and postal ballots

1.1 The provisions regarding voting by proxy are:

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

1.2 A "**postal ballot**" occurs where the members of the CIO conduct their voting by either or both post and electronic mail ("**email**"). The CIO may, if the trustees so decide, allow the members of

the CIO to vote by a postal ballot to make a decision on any matter that is being decided at a general meeting of the members of the CIO.

- 1.3 The trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal ballot and the counting of votes.
- 1.4 If a postal ballot is to be allowed on a matter, the CIO must send to members of the CIO not less than 14 days before the deadline for receipt of votes cast in this way:
 - (a) a notice by email, if the trustees have decided to allow email voting and if the member has agreed to receive communications in this way under clause 21 (Use of electronic communications) of this constitution, including
 - (i) an explanation of the purpose of the vote and the voting procedure to be followed by the member, and
 - (ii) a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (b) a notice by post to all other members of the CIO, including
 - (i) a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member, and
 - (ii) a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 1.5 The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to "**The scrutineers for The Child Health Research CIO**", at the CIO's principal office or such other postal address as is specified in the voting procedure.
- 1.6 The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 1.7 Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- 1.8 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 1.9 The scrutineers must make a list of names of members of the CIO casting valid votes, and a separate list of members of the CIO casting votes which were invalid. These lists must be provided to a trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 1.10 For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the

member's name and that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

- 1.11 Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 1.12 The scrutineers must not disclose the result of the postal ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 1.13 Following the final declaration of the result of the vote, the scrutineers must provide to a trustee or other authorised person bundles containing: the evidence of members of the CIO submitting valid post votes; evidence of members of the CIO submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 1.14 Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.