



PROPOSED AMENDMENT TO THE CIO CONSTITUTION

Item title:	Proposed amendment to the CIO Constitution governing document
Meeting date:	Spring General Meeting, Wednesday 17 th April 2024
Proposal to be presented by:	Emma Smith-Bodie (Trustee)
Time required to present:	10 mins

Summary:	<p>The current CIO Constitution does not currently allow for the CIO to hold General Meetings, Annual General Meetings or Extraordinary General Meetings virtually.</p> <p>During the pandemic the Charity Commission's '<i>Coronavirus (COVID-19) guidance for the charity sector</i>', published in April 2020, explained that the Commission would take a flexible, proportionate approach to trustees deciding to hold meetings (for example, AGMs, member or trustee meetings) on a virtual or hybrid basis where there were no rules permitting this in the charity's governing document, provided the circumstances were such that the trustees could not reasonably make prior changes to their governing documents to allow for virtual meetings, and the trustees could show they had considered all relevant factors and that their decision was in the charity's best interests and provided that all other rules on meeting governance were followed.</p> <p>This guidance was withdrawn on 21 June 2022.</p> <p>Under section 224-227 of the Charities Act 2011 this amendment must be passed following a resolution at a General Meeting. We can agree the changes either:</p> <ul style="list-style-type: none">• by getting written agreement to the resolution from all the CIO's members• by getting a 75% majority of votes cast at a general meeting of the CIO's members <p>Therefore, this proposal is presented to the Members to pass a resolution to make the following amendments to our Constitution under Clause 12:</p> <p>12.2.10 A General Meeting, Annual General Meeting, or Extraordinary General Meeting may be held solely by suitable electronic means in exceptional circumstances as agreed by the Charity Trustees in which each member may communicate with the other members. Exceptional circumstances include, but are not limited to, widespread transport issues i.e. strikes, adverse weather, pandemic etc.</p> <p>12.2.11 All General Meetings, Annual General Meetings, or Extraordinary General Meetings should have electronic means available for members, in which each member may communicate with the other members in a hybrid fashion. This is to allow members who are less able to travel to be present for meetings and be able to</p>
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participate.

12.2.12 Any Members 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.

12.2.13 Meetings held by electronic means must comply with rules for meetings including chairing and the taking of minutes.

Please see Appendix 1 for the proposed set up and procedure for running hybrid meetings.

Following the passing of this resolution, a signed copy of the amended copy of the CIO's Constitution will be sent to the Charity Commission by the end of the period of 15 days.