



**APPLICATION FORM FOR A GRANT/DONATION
FROM HAYDON WICK PARISH COUNCIL**

APPLICATION DEADLINES: 31 MAY; 30 SEPTEMBER & 31 JANUARY ANNUALLY

Name of Organisation	' The Kelly Foundation '
Charity Registration Number (if known)	1200389
Contact Name and address	
Telephone No	
Email address	
Position held in Organisation	

Amount requested	£498
How much will the whole project cost?	£2400
Are you applying to other grant making bodies	☒ Yes ☐ No
If Yes who have you applied to	Swindon North Parish Council St Andrews Parish Council
Reason for application (please continue on another sheet if necessary)	See attached.

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Bank details (should an award be made) or A cheque can be raised if preferred	Sort code: Account number: Account name: or Cheque payable to: <i>The Kelly Foundation</i>
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Declaration:

I confirm that, to the best of my knowledge and belief, all the information in this application is true and correct.

Your Name	<i>John Stooke</i>
Your Signature	<i>John A Stooke</i>
Date	<i>29th Jan 2023</i>

Checklist:

- ☒ Read the Guidelines
- ☒ Ensure all questions are answered
- ☐ Have you enclosed the most recent certified accounts if you are applying for a sum in excess of £500. Applications over £500 should also submit a project and business plan
- ☒ Make a copy of this form for your reference
- ☒ Enclose a copy of your Constitution if you are a registered charity

For office use only:

Grant agreed?	Yes/No	
If yes, at which meeting	Date	Minute No
Sum agreed	£	
Date payment made or cheque sent		
Cheque Number		

WHO ARE WE?

The Kelly Foundation Community mental health charity was set up towards the end of last year in memory of Corrie and Kelly Stooke, who both lost their lives as a result of poor mental health. The Foundation is a free service, established to provide listening, understanding, guidance and support for those suffering from chronic anxiety, depression or poor mental health for other reasons.

Whilst medical intervention remains important but uncovering the cause of illness by listening and talking one-to-one only, can permanently help clients towards a brighter more optimistic future.

There are limitations on what the primary care services can offer individuals who present with these kinds of complex problems. GPs, if you can get an appointment at all, have very limited options available to them beyond anti-depressants and generally do not offer one-to-one therapeutic support.

We operate from modern offices in North Swindon and are a fully registered charity with the Charity Commission.

We are presently supporting 20 individuals with a range of complex issues from substance abuse through to self-harm. Two of our clients live in Haydon Wick Parish, one in Woodhall and one in Moredon but because of client confidentiality, we cannot say more on this point. However we are open to anyone in the Parish in distress, and who may wish to get in touch.

Even in its infancy the charity costs £30,000 a year to run and presently our costs are financed only by donations and personal investment from the Trustee board. Your Council may not be aware but one in four of us will experience a mental health issue at some point in our lives. In fact it can be argued we are all only one life event away from it. It could be a bereavement, or divorce, losing a job or some other traumatic event thrust into our lives. It doesn't discriminate. It can happen to anyone young or old, wealthy, low income, male, female or disabled.

You can find more information about our work and what drives us on our website www.4Kelly.org.

THE PROJECT

Because of the importance of maintaining contact, trust and credibility with a single person, our policy is to have no more than 25 people being supported by a single therapist. This limits the rate that we can grow our services.

We plan to invest in a custom CBT room, in our offices, and need help in setting up the audio visual aspect. A small soundproof area with good acoustics. The total cost will be £2400 including audio visual equipment.

WHAT IS CBT

Cognitive behavioural therapy (CBT) is a talking therapy that can help manage problems by changing the way individuals think and behave. It's most commonly used to treat anxiety and depression, but can be useful for other mental and physical health problems. CBT

is based on the concept that thoughts, feelings, physical sensations and actions are interconnected, and that negative thoughts and feelings can trap individuals in a negative cycle. It aims to help clients deal with overwhelming problems in a more positive way by breaking them down into smaller parts. Unlike some other talking treatments, CBT deals with current problems, rather than focusing on issues from the past. It looks for practical ways to improve the state of mind on a daily basis. CBT has been shown to be very effective in treating a number of different mental health conditions. If CBT is deemed appropriate, we arrange for our clients to attend a session scheduled with a therapist once a week or once every 2 weeks. Therapists can be located anywhere in the world and it can be delivered over the internet, with real time local support. The course of treatment usually lasts for between 6 and 20 sessions, with each session lasting 30 to 60 minutes.

WHAT ARE WE REQUESTING

We require a wall mounted monitor (TV Screen) and a low cost dedicated laptop to drive the system plus necessary bracketry and wiring. We may need a sound bar in practice as the screen is low cost but if so, that will be funded from reserves. Attached are quotes for the main items with budget only estimates for the balance.

43 inch Toshiba Smart TV	Supplier Argos	£249.00
Lenovo 14" Idea Pad Laptop	Supplier Currys	£229.00
Misc Bracket. HDMI	Supplier Amazon	£20.00
Total Grant Applied For		£498.00

OUTCOME

We estimate with this facility in place we can commission enough low cost offshore expertise to support a further 20 clients at any one time, undertaking supported CBT and Mindfulness, in their journey to improved health.



Why the Kelly Foundation? Our CV.

1 in 4 of us will experience a mental health issue at some point in our lives. In fact we are all only one life event away from it..... It could be a bereavement, a divorce, losing a job, or another trauma that has impacted our mental health. Some of us will suffer short term and others will suffer longer term. Those with longer-term mental health issues are more likely to experience stigma that attaches itself to those individuals with mental health disabilities. Mental health doesn't discriminate, it can happen to anyoneyoung, older, wealthy, low income, male, female, disabled

In order for us to be able to lead a healthy and productive life we need good physical and mental health!

Based at the Pinetrees Centre, in The Circle, Pinehurst, the Kelly Foundation has been established to help tackle mental health in the Swindon Community for anyone over the age of 18 years old. We will offer support, generally advocacy, counselling, life coaching and act as a point of contact for those struggling with their mental health or needing assistance with getting their mental health assessed. With our dedicated team we will be on hand to help individuals on a bespoke pathway to a better, healthier and happier life.

The Kelly Foundation is committed to the Swindon Borough Council's Health and Wellbeing Strategy, that "everyone in Swindon should live a healthy, safe, fulfilling and independent life, supported by thriving and connected communities"

These are our Objects, Registered with the Charity Commission

To promote the advancement of good mental health by providing support services, facilities, recreation and in such ways as the Trustees see fit.

To relieve the needs of people experiencing poor mental health by gathering and disseminating information and working to raise awareness, promote understanding and support and to challenge stigma and discrimination.

To promote healthy mental wellbeing by sign-posting to other organisations and working collaboratively with like-minded bodies and carrying out our own service delivery.

To promote social inclusion for the public benefit by preventing people from becoming socially excluded, relieving the needs of those people who are social excluded and assisting them to integrate into society. For the purpose of this latter clause, "socially excluded," means, being excluded from society, or parts of society, as a result of ill health (physical or mental)

Though you would have never been aware of it from her warm and fun exterior but following her brother's death, periods of introspection and anxiety became slowly more frequent.

In 2011 Kelly gave birth to her first child, a daughter, having married 12 months or so previously. By this time she was employed as a fundraiser for 'Meningitis Now', managing the highly sensitive task of counselling couples who had lost young children to this vicious disease and at the same time encouraging them to support future research.

Periods of anxiety and depression became more frequent and she was hospitalised on at least three occasions, but still managed to present a positive, outgoing exterior whilst holding down, without break, difficult marketing jobs in the charity and private sectors.

She went through every antidepressant known to man, mirtazapine, sertraline, fluoxetine, citalopram, escitalopram and paroxetine but none of these could manage her anxiety and despair. She spent all of her life's savings, more than £25,000, on homeopathic, vitamin and mineral remedies, mostly to Harley Street charlatans, equally to no avail. This was how desperate she was to find a way through. Only her husband, extended family and very close friends new of her daily struggle, the pain of just trying to be normal, to put on a normal face to the world.

Eventually she found a private therapist who was so effective in helping her reorganise her tortured mind and redirecting her thought processes to a more positive place; so much so, that in 2018, she gave birth to her second child, a beloved son.

At the time of her death she was a mental-health champion at her employer, British Computer Society. However awful her own issues, she always believed she could help others with their black thoughts and moods. All throughout her determination to engage in work, to support her husband and young family, and to share and help others with their problems was quite remarkable.

In April 2019 she attended a funeral at South Marston, later visited to Asda to pick up some baby milk, and her last stop was to rearrange a mental-health appointment for the following Tuesday in Bath Road.

Twenty five minutes later, she had left this world.

How exactly she ended up back on the railway at South Marston that Friday will remain a mystery and only known to Kelly. What we can say for sure is that her family, her nine-year-old daughter and six-month-old son were her whole world and we will never ever accept the hopelessly simplistic, 'tick-box', Inquest verdict.

If we can help just one of the thousands of Kelly's out there, struggling to make sense of their thoughts, trying to function through a fog of despair, or perhaps just feeling totally inadequate with low self-worth, difficult and chaotic lives and feeling unable to cope, then our endeavours will be worthwhile.

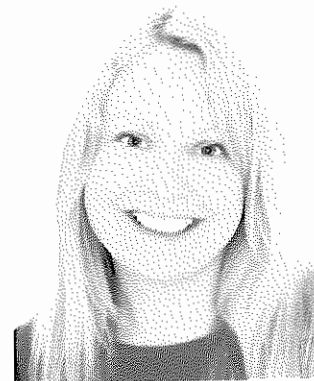
Perhaps the Foundation can help them, in a way in which, in the end, I, John Stooke, was unable to help my children.

John Stooke

Chairman



Corrie John Stooke 1972-1993



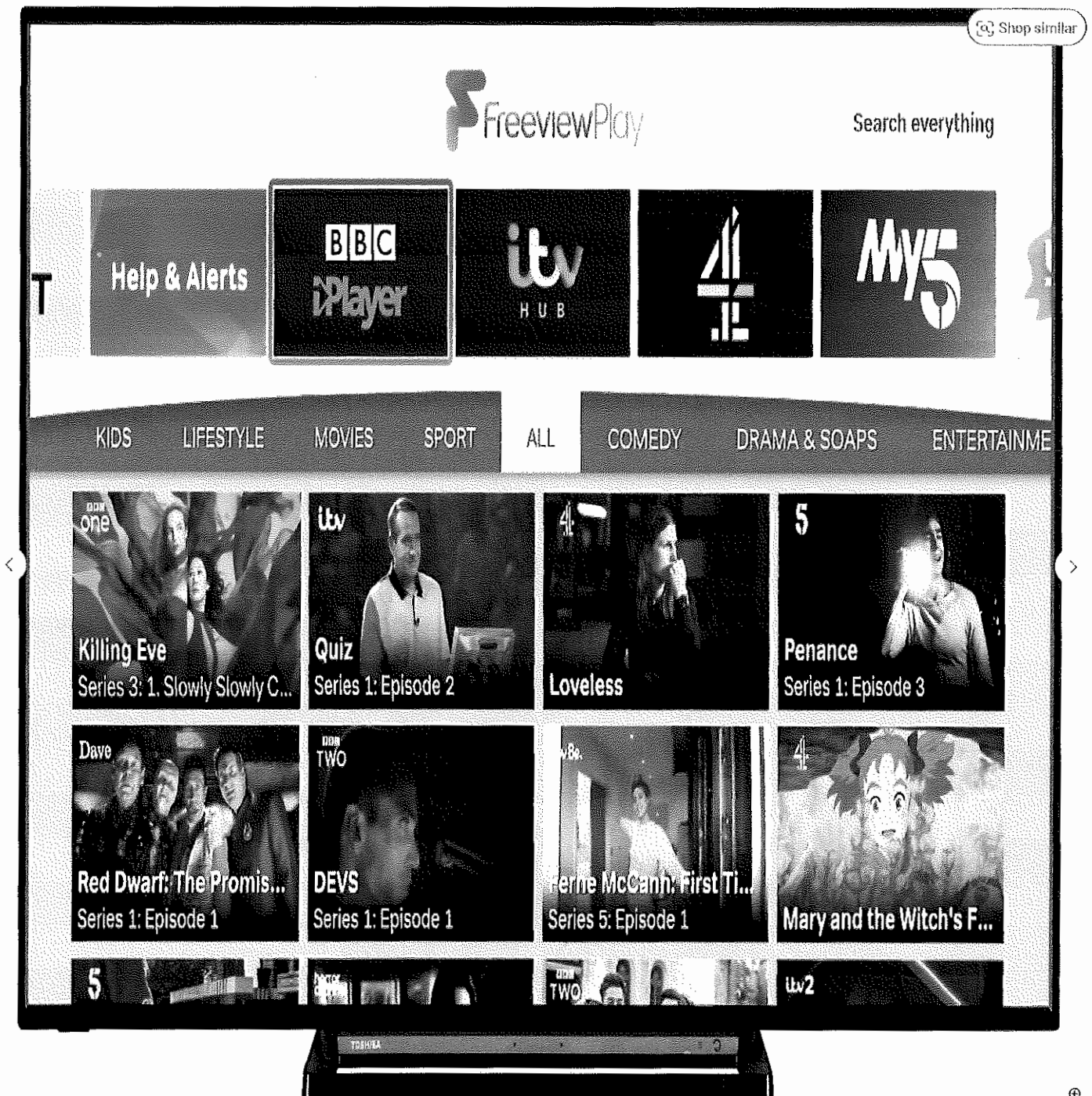
Kelly Anna Stooke 1979-2019



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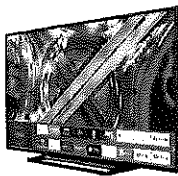
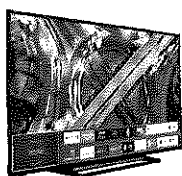
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Model number: 43UK3C63DB.

2022 model.

Dimensions and Weight

- Screen size: 43 inches.
- Size of TV H56.7, W97.3, D8.1cm.
- Size of TV with stand: H75.5, W97.3, D24.9cm.
- Width of TV stand 54.6cm.
- Weight of TV without stand 7.5kg (unpacked).
- Weight of TV with stand 9.5kg.
- Suitable for wall mounting 100 x 100 bracket.
- Length of cable: 1.5m.
- Packaged size H71, W108.5, D15.4cm.
- Packaged weight 13.5kg.

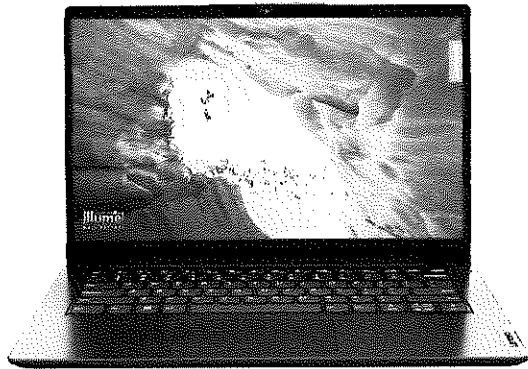
Screen Technology

- LED TV Screen.
- UHD display resolution.
- Micro dimming technology improves the contrast by dimming individual sections of the TV screen.
- Dolby Vision - makes whites brighter, intensifies colour and enhances the overall picture for an epic cinematic effect.
- Viewing angle 178/178 degrees.
- Resolution 3840 x 2160 pixels.

LENOVO IdeaPad 1i 14" Laptop - Intel® Pentium® Silver, 128 GB eMMC, Blue

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Battery life: Up to 11 hours

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Product code: 698625

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- There are plenty of ports to hook up a monitor and accessories

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The best Windows experience is waiting to be had

A powerful device, powered by Windows 11, up to 11 hours of battery life, and a display that's just what you need to do everything

Windows Hello. Password goodbye.

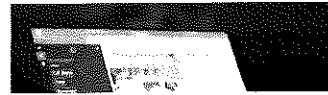
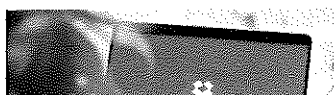
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Take notes, draw, doodle, edit, and create. Improve what you do with a digital pen.²

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Cortana³ is your truly personal digital assistant who becomes more useful every day in helping you get things done.



This is How We Work

If you think we can help you or close family or friends, then please do get in touch. We carefully assess each client referred to us to ensure we have the skills on board to properly support new service users. The following matrix acts as a joint aide-memoire and describes our approach in logical sequence.

LISTEN	UNDERSTAND	SUPPORT
Arrange appointment at office with qualified assessor	Build confidence	Begin implementation of draft plan
Gain confidence	Exchange contact protocol;	Meet in accordance with calendar
Gently tease out history	Understand medical interventions, current & historical	Review events/progress/regress
Explain what we do and how we work	Explore alternative options together	Update calendar with service user
Assess whether 4Kelly is qualified to support	What has and has not been effective	Set new targets
Determine who will be best place to help	Discuss what is and what is not possible	Absorb feedback
If not 4K, discuss suitable options with others	Develop a simple plan together	Discuss feedback
Communicate and explain	Document above	Update calendar with service user
Explain signposting is not washing our hands	Agree some milestones	Update service user file at each stage and share with service user
Make next appointment	Understand how relationships bare down or not on the service user issue	The above process is essentially circular and will continue as long as is necessary
Continue periodic reviews	Update service user file, share with service user	
Update service user file, share with service user		

What Motivates Us? Make a Difference .. Locally.

In Swindon around 27,600 people have a mental health disorder, 700 hospital admissions each year for self-harm incidents, on average 16 residents per year die from suicide - three quarters are men. Office of National Statistics records 52 deaths from suicide in the Swindon area from 2018-2020. Whilst this is a little lower than the national average it is still up 7.4% from recorded statistics during 2017-2019.

There is a huge gap between 10 minutes with an under pressure General Practitioner every two months, as an antidepressant prescription is reviewed, and intervention daily by the AWP Crisis Teams or hospitalisation, and it is this gap we are seeking to fill. We believe anti-depressants are only part of the answer, that purely medical intervention is incomplete.

In our experience, most GP surgeries do not seem to have the resources to support any kind of holistic approach, either identifying or being able to fund talking therapies or doing anything in a practical and ongoing way to unravel the multiple pressures including debt, family crisis, substance dependence or simply destructive feelings of low esteem. Sign posting to Lift Psychology courses is about the most practical offer in most GP toolboxes or advice to book private counselling sessions at an often unaffordable cost to the individual.

Arguably, today, that it is not perhaps their role, but in our society, unless you have substantial financial means, it is hard to find any practicable and available resources that will adopt a whole person approach. Whose role is it? Our mission will argue that this is a vital role and it's a space 'The Kelly Foundation' will progressively seek to fill.

A further gap exists where young people transition from child mental health services, (often, but not exclusively provided by CAMHS), and move into adulthood at 18 where, in our experience, any degree of comprehensive support effectively disappears in the but the most extreme cases. 'The Kelly Foundation' can and will seek to deliver some continuity with this group, as, at the present time, limited resources and excessive pressure on services in the community frequently allows them to fall through holes in the system.

This is Our Story

On 7th December 2003, my only son Corrie left the house on the Saturday night and never returned. He had suffered from undiagnosed anxiety and depression for many years and had sought to manage his feelings with street drugs. Initially he smoked cannabis to make his life bearable, although the attendant feelings of serious paranoia were very much, a mixed blessing.

He was a beautiful person, outgoing, happy, well liked with a huge friendship circle of young men and popular with the ladies. His optimism and warm personality entirely concealed what was going on inside his head, the weakness and despair that always bubbled just below the surface. None of his friends (nor his family with whom he was very close) could understand when he slipped quietly from smoking cannabis to smoking heroin.

This was a massive blow to all of us, 31 years old, he ran 5 miles a day, was strong and healthy and the pathologist commented he was the fittest and healthiest young person he could ever recall.

No one was more badly affected by this than his 'kid sister', Kelly.

She had always been close to Corrie growing up and boasted at Hreod Parkway School, if ever she was bullied one word from her 'bruv', was all that was needed! The seven years between them meant nothing. Kelly loved, looked up to, was protective of and felt protected by, her 'big brother' Corrie.

Since graduation as a journalist from Bournemouth University in 2001, Kelly had been a presenter on local BBC radio in the daytime and was a Samaritan for several evenings a week. Her bubbly outgoing personality shone through the radio and her afternoon show and outside broadcasts were an unrelenting, daily highlight for her many listeners.

Keen to progress, 2007 Kelly left for the bright lights, and became a producer at BBC SIX RADIO in Great Portland Street working with George Lamb.



Constitution of THE KELLY FOUNDATION

**a Charitable Incorporated Organisation
(Foundation Structure)
whose Only Voting Members Are its Trustees**

Date of Adoption (last amended):

12th September 2022 Revision 4
.....

Name

1. The name of the Charitable Incorporated Organisation ("the CIO") is:

The Kelly Foundation

National Location of Principal Office

2. The principal office of the CIO is in England.

Objects

3. The Objects of the CIO are:

- To promote the advancement of good mental health by providing support services, facilities, recreation and in such ways as the Trustees see fit
- To relieve the needs of people experiencing poor mental health by gathering and disseminating information and working to raise awareness, promote understanding and support and to challenge stigma and discrimination
- To promote healthy mental wellbeing by sign-posting to other organisations and working collaboratively with like minded bodies and carrying out our own service delivery
- To promote social inclusion for the public benefit by preventing people from becoming socially excluded, relieving the needs of those people who are social excluded and assisting them to integrate into society.

For the purpose of this clause, "socially excluded," means, being excluded from society, or parts of society, as a result of ill health (physical or mental).

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Powers

4. 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) 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;
 - (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) 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;
 - (d) 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 clauses 6 to 11 and provided it complies with the conditions of those clauses;
 - (e) 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.

Application of Income and Property

5. The income and property of the CIO must be applied solely towards the promotion of the Objects, and none of it 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, provided that:
- (a) 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;
 - (b) 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;
 - (c) nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clauses 6 to 11.

Benefits and Payments to Trustees and Connected Persons

General Provisions

6. 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;
- (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 this constitution or is 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.

Scope and Powers Permitting Benefits to Trustees or Connected Persons

- 7. A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be no more than the Bank of England base rate.
- 8. A 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 Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 9. A 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.
- 10. A Trustee or connected person may receive a benefit from the CIO in the capacity of a beneficiary of the CIO but strictly on the same terms as other beneficiaries.
- 11. Providing they are acting outside their role as a Trustee, a 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 it is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

Conflicts of Interest and Conflicts of Loyalty

12. 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).

13. 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.

Liability of Members to Contribute to Assets of CIO if it is Wound Up

14. 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.

Membership

15. The only members of the CIO shall be those persons who are appointed as Trustees of the CIO, and all persons appointed as Trustees shall be admitted as members.
16. Membership cannot be transferred to anyone else.
17. A member shall cease to be a member immediately that he or she ceases to be a Trustee of the CIO for any reason.

Board of Trustees

18. The CIO shall have a Board of Trustees comprising at least 3 persons.
19. (a) New Trustees may be recruited to the Board at any time by the Trustees. In selecting individuals for appointment as Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.
- (b) The Trustees may, by and from their number and from time to time, elect such officers (chair, secretary, treasurer) as they see fit.

First Trustees

20. The first Trustees are as follows:

John Stooke

Martyn Woerner

Claire Bentley

Robert Abbott

Excluded Persons

21. Under no circumstances shall any of the following serve as Trustees:
- (a) a person aged less than 16 years;

- (b) a person who is an undischarged bankrupt or has made any composition or arrangement with creditors;
- (c) a person who has an unspent conviction involving dishonesty or deception or who is otherwise disqualified by law from serving as a Trustee.

Powers and Duties of Trustees

- 22. The Trustees shall manage the affairs of the CIO and may exercise all the powers of the CIO.
- 23. 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.
- 24. It is the duty of each Trustee:
 - (a) to exercise his or her powers as a Trustee in the way he or she considers to be in the best interests of the CIO's Objects and beneficiaries; and
 - (b) to exercise such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or claims to have.
- 25. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than 3, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the CIO, but for no other purpose.

Information for New Trustees

- 26. Each new Trustee must receive, 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 Trustees' annual report and statement of accounts.

Retirement and Removal of Trustees

- 27. The office of a Trustee shall be immediately vacated if he or she:
 - (a) resigns his or her office in writing to the CIO (but only if at least 3 Trustees shall remain in office);
 - (b) is absent without good reason from three consecutive Trustees' meetings, and the remaining Trustees decide that he or she shall vacate office by reason of such absence;
 - (c) is removed from office for conduct prejudicial to the CIO by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;
 - (d) becomes bankrupt or makes any arrangement with his or her creditors generally; or

(e) is otherwise disqualified by law from serving as a Trustee.

Proceedings of the Board of Trustees

- 28. The Trustees may regulate their proceedings as they think fit, subject to any provisions within this constitution.
- 29. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
- 30. A Trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the Trustees.
- 31. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

Chairing of Meetings

- 32. Subject to clause 19(b) the Trustees shall appoint one of their number to chair their meetings and may at any time revoke such appointment.
- 33. If no-one has been appointed to chair meetings of the Trustees, or if the person so appointed is unwilling to preside or is not present ten minutes after the time appointed for the meeting, the Trustees present shall appoint one of their number to chair that meeting.

Quorum

- 34. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 35. A quorum shall be 3 Trustees.
- 36. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

Decision-Making by Trustees

- 37. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on any matter to be decided. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 38. A resolution in writing or in electronic form agreed by all the Trustees who are entitled to receive notice of and vote at a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees.

Saving Provisions

39. Subject to clause 40, all decisions of the Trustees, or of a sub-committee of the Trustees, shall be valid even if it involved the participation of a Trustee who:

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

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.

40. Clause 39 does not permit a Trustee to keep any benefit that may be conferred on him or her by a decision of the Trustees (or a sub-committee) if the resolution would otherwise have been void.

Sub-Committees

41. The Trustees may delegate any of their powers or functions to one or more sub-committees or advisory panels consisting of such members of their body or the general public as they think fit and the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that:

- (a) at least one member of each sub-committee or advisory panel must be a Trustee;
- (b) the relevant powers are to be exercised exclusively by the sub-committee or advisory panel to whom they delegate;
- (c) no expenditure may be incurred on behalf of the CIO except in accordance with a budget previously agreed with the Trustees;
- (d) the sub-committee or advisory panel shall report regularly to the Trustees.

Decisions Which Must be Made by the Members of the CIO

42. 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; 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);

43. Such members' decisions may be made either:

- (a) by resolution at a general meeting; or
- (b) by resolution in writing.

44. A resolution made at a general meeting requires a majority of at least 75% of the votes that are cast.

45. A resolution in writing requires the agreement of all the members on the date the resolution is circulated. The following conditions shall apply:

- (a) a copy of the proposed resolution must be sent to all the members eligible to vote;
- (b) the document indicating a member's approval of a written resolution may be sent to the CIO as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked;
- (c) a written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

General Meetings of Members

Calling of General Meetings of Members

46. The 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 42.

Notice of General Meetings of Members

47. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

48. 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 at least 75% of the members of the CIO.

49. 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.

Procedure at General Meetings of Members

50. The provisions in clauses 29 to 37 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 references to members.

Execution of Documents

51. A document is validly executed on behalf of the CIO if it is signed by at least 2 of the Trustees.

Use of Electronic Communications

52. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
- (a) the requirement to provide a member with a hard copy of any document or information if they request it, to be sent within 21 days of the request;
 - (b) any requirements to provide information to the Commission in a particular form or manner.

Registers

53. The CIO must maintain a register of Trustees/members as required by the General Regulations, which must be made available to anyone on request.
54. Except where the request to inspect the register is made by a Trustee of the CIO, a fee may be charged in respect of the costs of complying with the request.

Minutes

55. 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) names of the Trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions;

- (d) decisions made by the Trustees otherwise than in meetings.

Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

56. 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.
57. 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.

Rules or Bylaws

58. The Trustees may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bylaws must not be inconsistent with any provision of this constitution. Copies of any such rules or bylaws currently in force must be made available to any member of the CIO on request.

Disputes

59. 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.

Amendment of Constitution

60. As provided by sections 224 to 227 of the Charities Act 2011, 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 .
61. Any alteration:
- (a) to the CIO's Objects (clause 3);
 - (b) to clauses 64 to 67 (Voluntary Winding Up or Dissolution);
 - (c) this clause; or
 - (d) that would have the effect of enhancing the benefits available to Trustees of the CIO or persons connected with them,

shall require the prior written consent of the Commission.

62. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
63. 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.

Voluntary Winding Up or Dissolution

64. 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 this constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote, by a resolution passed by a 75% majority of those voting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
65. 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.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
66. 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.

- (b) the Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any Trustee of the CIO who was not privy to the application.

67. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Interpretation

68. In this constitution:

"**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 sub-clause (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the 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 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 applies 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.

Subject to section 177 of the Charities Act 2011, **"Trustee"** means a charity trustee of the CIO.

"in writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

This constitution was adopted by the persons whose signatures appear below:

Signature _____ **Date** _____

Print Name _____ **John Stooke** _____

Signature _____ **Date** _____

Print Name _____ **Martyn Woerner** _____

Signature _____ **Date** _____

Print Name _____ **Claire Bentley** _____

Signature _____ **Date** _____

Print Name _____ **Rob Abbott** _____

Signature _____ **Date** _____

Print Name _____ **Adam Commons** _____