

## 1. Name

The name of the Charitable Incorporated Organisation (“PCUK”) is Police Chaplaincy UK (PCUK).

## 2. National Location of Principal Office

The principal office of PCUK is registered at National Police Chiefs Council, 50 Broadway, London, SW1H 0BL.

## 3. Objects

PCUK seeks to ‘bring chaplaincy to the heart of policing’. The main purpose of building chaplaincy in policing is to provide and make available, excellent pastoral and spiritual care to all officers, staff and volunteers. The impartial nature and confidentiality of the provision provided by people who are deeply rooted in their respective faiths, yet vetted and embedded within forces, brings the uniqueness of chaplaincy to life through collaboration with wider welfare provisions.

PCUK seeks to provide excellent pastoral and spiritual care in UK policing:

- 1) By building a professional body for Police Chaplaincy to ensure consistent, high-quality standards in chaplaincy founded on clear policies, consistent training, continuing professional development, code of conduct (online with Police Code of Ethics) and accountability for members; and to ensure equality, diversity, and inclusion are embedded throughout all chaplaincy practice.
- 2) By working work with forces and organisations:
  - a. To develop chaplaincy teams that are equipped, resourced and integrated throughout the force, delivering meaningful pastoral and spiritual care beneficial to officers, volunteers and staff experiencing challenges in their work or daily life; the provision of confidential and safe spaces being an essential part of that care.
  - b. To build chaplaincy teams reflective of the cultures, faiths and beliefs of their force's policing family and the local communities served.
  - c. To develop chaplaincy teams to be an agile, operational resource that can assist practically with incidents and matters involving their force as to ensure holistic care of personnel, whether working locally or supporting regionally and nationally when required.
  - d. To encourage chaplaincy teams to be engaged across their respective forces and contribute as people of faith (or belief) and as those interested in the successes of both policing and the communities they serve.
  - e. To develop chaplaincy teams to be ambassadors for policing and acting as two-way conduits between policing and their local communities they serve.

f. To ensure chaplaincy teams are managed and coordinated by a Lead Chaplain who works collaboratively as an operational resource and brings valuable leadership, particularly during times of instability and crisis.

- 3) To co-ordinate, promote, aid and further the purpose of police chaplaincy within the United Kingdom, the Channel Islands and the Isle of Man, and to encourage, support and facilitate the work of the National Police Chaplain.

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

#### **4. Powers**

PCUK has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, PCUK 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. PCUK 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 PCUK. In exercising this power, PCUK 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 PCUK. PCUK 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 PCUK 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.
- 6) By working in partnership with other organisations and corporate bodies to facilitate and enable the delivery of the aims of PCUK.

#### **5. Application of Income and Property**

- 1) The income and property of PCUK must be applied solely towards the promotion of the objects.
  - a. A charity trustee is entitled to be reimbursed from the property of PCUK or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of PCUK.

- b. A charity trustee may benefit from trustee indemnity insurance cover purchased at PCUK'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 PCUK may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of PCUK or connected person. This does not prevent a member or connected person who is not also a charity trustee receiving:
- a. a benefit from PCUK as a beneficiary of PCUK;
  - b. reasonable and proper remuneration for any goods or services supplied to PCUK;
  - c. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

## **6. Benefits and Payments to Charity Trustees and Connected Persons**

### **1) General provisions**

No charity trustee or connected person may:

- a. buy or receive any goods or services from PCUK on terms preferential to those applicable to members of the public;
- b. sell goods, services, or any interest in land to PCUK;
- c. be employed by, or receive any remuneration from, PCUK;
- d. receive any other financial benefit from PCUK;

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' benefit**

- a. A charity trustee or connected person may receive a benefit from PCUK as a beneficiary of PCUK provided that a majority of the trustees do not benefit in this way.
- b. A charity trustee or connected person may enter into a contract for the supply of services and/or goods to PCUK 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 PCUK at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate). The amount and terms any loan plus repayment to be documented.
- d. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to PCUK. 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 PCUK on the same terms as members of the public.

### **3) In clauses 5 and 6:**

- a. PCUK" includes any company in which PCUK:
  - 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);

### **4) Payment for supply of goods only – controls**

PCUK and its charity trustees may only rely upon the authority provided by subclause (2)(c) of this clause if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between PCUK and the charity 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 charity trustees are satisfied that it is in the best interests of PCUK to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity 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 PCUK.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f. The reason for their decision is recorded by the charity trustees in the minute book.
- g. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

## **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 PCUK or in any transaction or arrangement entered into by PCUK 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 PCUK 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 PCUK If It is Wound Up**

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. Membership of PCUK**

### **1) Admission of new members**

#### **a. Eligibility:**

- i. Membership of PCUK is open to anyone who is interested in furthering its purposes and who holds a post associated with Police Chaplaincy. This post must require vetting and be located within UK policing; and
- ii. By applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.
- iii. A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated subject to the approval of the Trustees of PCUK.
- iv. PCUK shall ensure equality and inclusivity in all membership matters, with no discrimination on the grounds of age, race, gender, sexual orientation, disability, religion, or belief

#### **b. Admission procedure**

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of PCUK for them to do so;

- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

## **2) Transfer of membership**

Membership of PCUK cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until PCUK has received written notification of the transfer.

## **3) Duty of members**

It is the duty of each member of PCUK to exercise his or her powers as a member of PCUK in the way he or she decides in good faith would be most likely to further the purposes of PCUK providing they comply with the Police Code of Ethics and the policies of the PCUK. Should there be a conflict between the two for any reason, then the Police Code of Ethics should prevail.

## **4) Termination of membership**

- a. Membership of PCUK comes to an end if:
  - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
  - (ii) the member sends a notice of resignation from PCUK to the charity trustees or from their current post of a police chaplain (unless transferring to a new police chaplain post); or
  - (iii) any sum of money owed by the member to PCUK is not paid in full within six months of its falling due; or
  - (iv) the charity trustees decide that it is in the best interests of PCUK that the member in question should be removed from membership, and pass a resolution to that effect.
- b. Before the charity trustees take any decision to remove someone from membership of PCUK they must:
  - i. inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - ii. give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

- iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
- v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

## **5) Membership fees**

PCUK may require members to pay reasonable membership fees to PCUK.

## **6) Informal or associate (non-voting) membership**

- a. The charity trustees may create associate or other classes of non-voting membership determining the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of the membership of any such class of members.
- b. 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.

# **10. Members' Decisions**

## **1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of PCUK may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

## **2) Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of PCUK may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

## **3) Taking ordinary decisions by written resolution without a general meeting**

- a. Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - i. a copy of the proposed resolution has been sent to all the members eligible to vote; and

- ii. a simple majority of members has signified its agreement to the resolution via email or other electronic means.
  - a. The resolution in writing may comprise several copies to which one or more members has signified their agreement.
  - a. Eligibility to vote on the resolution is limited to members who are members of PCUK on the date when the proposal is first circulated in accordance with paragraph (a) above.
  - a. Not less than 10% of the members of PCUK may request the charity trustees to make a proposal for decision by the members.
  - a. The charity trustees must within 21 days of receiving such a request (see sub-clause 3d.) comply with it if:
    - i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
    - ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
    - iii. Effect can lawfully be given to the proposal if it is so agreed.
      - a. Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

#### **4) Decisions that must be taken in a particular way**

- a. Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).
- a. Any decision to wind up or dissolve PCUK must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of PCUK to one or more other PCUKs must be taken in accordance with the provisions of the Charities Act 2011.

## **11. General Meetings of Members**

### **1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of PCUK. The first AGM must be held within 18 months of the registration of PCUK, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and must elect trustees as required under clause [13].

Other general meetings of the members of PCUK may be held at any time.

All general meetings must be held in accordance with the following provisions.

## **2) Calling general meetings**

- a. The charity trustees:
  - (i) must call the annual general meeting of the members of PCUK in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
  - (ii) may call any other general meeting of the members at any time.
- b. The charity trustees must, within 21 days, call a general meeting of the members of PCUK if:
  - i. they receive a request to do so from at least 10% of the members of PCUK; and
  - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- c. If, at the time of any such request, there has not been any general meeting of the members of PCUK for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- d. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- e. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- f. Any general meeting called by the charity trustees at the request of the members of PCUK must be held within 28 days from the date on which it is called.
- g. If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- h. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- i. PCUK must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but PCUK shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

## **3) Notice of general meetings**

- a. The charity trustees, or, as the case may be, the relevant members of PCUK, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of PCUK who is not a member.

- b. If it is agreed by not less than 90% of all members of PCUK, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply 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.
- c. The notice of any general meeting must:
  - i. state the time and date of the meeting;
  - ii. give the address at which the meeting is to take place;
  - iii. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - iv. if a proposal to alter the constitution of PCUK is to be considered at the meeting, include the text of the proposed alteration;
  - v. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on PCUK's website.
- d. 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.
- e. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by PCUK.

#### **4) Chairing of general meetings**

The person nominated as chair by the charity trustees under clause [19](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of PCUK who are present at a general meeting shall elect a chair to preside at the meeting.

#### **5) Quorum at general meetings**

- a. No business may be transacted at any general meeting of the members of PCUK unless a quorum is present when the meeting starts.
- b. Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or 10 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- c. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

- d. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to PCUK's members at least seven clear days before the date on which it will resume.
- e. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

## **6) Voting at general meetings**

- a. Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote [unless otherwise provided in the rights of a particular class of membership under this constitution].
- b. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- c. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- d. A poll may be taken:
  - i. at the meeting at which it was demanded; or
  - ii. at some other time and place specified by the chair; or
  - iii. through the use of electronic communications.
- e. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- f. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

## **7) Voting by electronic means (includes email/ form (via appropriate software)/ ballot)**

- a. PCUK may, if the charity trustees so decide, allow the members to vote by electronic mail

("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

- b. The charity trustees must appoint at least two persons independent of PCUK to serve as scrutineers to supervise the conduct of email/ electronic voting and subsequent counting of votes.
- c. If email voting/ electronic ballot is to be allowed on a matter by the trustees, PCUK must send to members of the PCUK not less than 14 days before the deadline for receipt of votes cast in this way a notice by email, if the member has agreed to receive notices in this way under clause [22] (Use of electronic communications). This must include an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email to PCUK or a link for ballot (via appropriate software), containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- d. Email votes system must be returned to an email address used only for this purpose and/ or electronic ballot/ form (via appropriate software) must be accessible only by a scrutineer. 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. Alternatively for electronic ballots or forms (via appropriate software) must allow individual members' names to be identified clearly.
- e. 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.
- f. The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. The invalid votes will not be counted in the voting for a specific resolution.
- g. For email votes/form (via appropriate software)/ electronic ballot, 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 that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- h. The scrutineers must not disclose the results until all votes 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.
- i. Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person the evidence of members submitting valid electronic votes, and which are valid and which are invalid.
- j. Any dispute about the conduct of the vote by electronic means must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the PCUK. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

## **8) Representation of [organisations and] corporate members**

A[n organisation or a]corporate body that is a member of PCUK may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of PCUK.

The representative is entitled to exercise the same powers on behalf of the [organisation or] corporate body as the [organisation or] corporate body could exercise as an individual member of PCUK.

## **9) Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

# **12. Charity Trustees**

## **1) Functions and duties of charity trustees**

The charity trustees shall manage the affairs of PCUK and may for that purpose exercise all the powers of PCUK. 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 PCUK in the way he or she decides in good faith would be most likely to further the purposes of PCUK providing they comply with the Police Code of Ethics and the policies of the PCUK. Should there be a conflict between the two for any reason, then the Police Code of Ethics should prevail; 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 PCUK in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

## **2) Eligibility for trusteeship**

- a. Every charity trustee must be a natural person.
- b. No individual may be appointed as a charity trustee of PCUK:
  - i. if he or she is under the age of 18 years; or
  - ii. if he or she would automatically cease to hold office under the provisions of clause

[15(1)(f)].

- iii. If he or she knows any reason why they should not act as a trustee to PCUK.
- c. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### 3) Number of charity trustees

- a. There should be no less than 3 and no more than 12 appointed trustees and should include no more than 2 ex-officio trustees and no more than 2 nominated trustees.
- b. There must be at least 3 charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees 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 trustee appointment may be made in excess of these provisions.

### 4) First charity trustees

The first charity trustees of PCUK were:

Rev. Charles Nevin  
Rev. Canon Patrick Samuels  
Rev. Canon Adrian Gatrill  
Rev. Rachel Borgars  
Rev. Helen Arnold  
Rev. Dominic Jones

## 13. Appointment of PCUK Trustees

### 1) Elected PCUK trustees

- a. At every annual general meeting of the members of PCUK, one third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- b. The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- c. The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;

- d. The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or an additional trustee to fill a casual vacancy or to bring additional skills or experience to the board. No more than one third of the trustees in office can be appointed under this clause;
- e. A person so appointed by the members of PCUK shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- f. Nominees for a position of a trustee must be proposed and seconded by a member of PCUK before being included in an election process.

## **2) Ex officio PCUK trustee(s)**

- a. The National Police Chaplain for the time being (“the office holder”) shall automatically, by virtue of holding that office (“ex-officio”) be appointed as an ex-officio charity trustee.
- b. If unwilling to act as a charity trustee, the office holder may:
  - i. before accepting appointment as a charity 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 charity trustee, resign under the provisions contained in clause [15] (Retirement and removal of charity trustees).
- c. The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.
- d. A trustee appointed by the appointing body has the same duty under Clause 12(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of PCUK providing they comply with the Police Code of Ethics and the policies of the PCUK. Should there be a conflict between the two for any reason, then the Police Code of Ethics should prevail.
- e. The trustees may allow the appointment of a further ex-officio trustee subject to the maximum stipulated in clause 3(a), upon consultation with the members.

## **3) Nominated charity trustee(s)**

- a. National Police Chief’s Council (NPCC) (“the appointing body”) may in agreement with the board of trustees may nominate 1 charity trustee subject to an agreement (acceptance) of the nominee by the PCUK trustees.
- b. Any appointment must be made at a meeting held according to the ordinary practice of the appointing body subject to PCUK finding the agreeing to the nomination as determined by a majority of charity trustees.

- c. Each appointment must be for a term of 3 years, before re-appointment unless by virtue of change of role is replaced by the NPCC.
- d. The appointment will be effective from the later of:
  - i. the date of the vacancy; or
  - ii. the date on which PCUK is informed of the appointment.
  - iii. The person appointed need not be a member of the appointing body.
- e. A trustee appointed by the appointing body has the same duty under Clause 12(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of PCUK providing they comply with the Police Code of Ethics and the policies of the PCUK. Should there be a conflict between the two for any reason, then the Police Code of Ethics should prevail.
- f. The trustees may allow a further nominated trustee(s) subject to the maximum stipulated in clause 3(a).

#### **14. 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 this constitution and any amendments made to it; and
- b. a copy of PCUK's latest Trustees' Annual Report and statement of accounts.

#### **15. Retirement and Removal of Charity Trustees**

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

- a. retires by notifying PCUK in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b. is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his 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 director and may remain so for more than three months;
- e. is disqualified from acting as a charity trustee by virtue of section 178180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- f. no longer holds a post associated with Police Chaplaincy in UK policing.

## **16. Reappointment of Charity Trustees**

Any person who retires as a charity trustee by rotation or by giving notice to PCUK is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term unless there are specific reasons identified by the board and are in the interests of PCUK. A trustee may be reappointed after an interval of at minimum of six months.

## **17. Taking of Decisions by Charity Trustees**

Any decision may be taken either:

- a. at a meeting of the charity trustees; or
- b. by resolution in 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
  - i. 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 either by post or electronically; and
  - ii. the majority of all of the charity trustees has signified agreement to the resolution via electronic means as stipulated at the time the proposed resolution is circulated

## **18. Delegation by Charity Trustees**

- 1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - a. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - b. the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - c. the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and Proceedings of Charity Trustees**

### **1) Calling meetings**

- a. Any charity trustee may call a meeting of the charity trustees,

- b. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

## **2) Chairing of meetings**

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees 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 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.

## **20. Saving Provisions**

- 1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - a. who was disqualified from holding office;
  - b. who had previously retired or who had been obliged by the constitution to vacate office;
  - c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

- d. for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

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).

## **21. Execution of Documents**

- 1) PCUK shall execute documents either by signature or by affixing its seal (if it has one).
- 2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **22. Use of Electronic Communications**

### **1) General**

PCUK 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 PCUK**

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

### **3) By PCUK**

- a. Any member or charity trustee of PCUK, is requested by PCUK to provide his or her email address or similar, and the provision of which is taken to have agreed to receive communications from PCUK in electronic form at that address, unless the member has indicated to PCUK his or her unwillingness to receive such communications in that form. If the latter is to be the case, it should be made clear to the individual any potential limitations on correspondence, and especially with respect to voting outside general meetings. See clause 10(3) that may occur in the absence of postal voting.
- 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 11(3) (Notice of general

meetings);

- ii. give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and
  - iii. submit any proposal to the members or charity trustees for decision by written resolution or electronic vote in accordance with PCUK's powers under clause 10 (Members' decisions), 10(3) (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;
  - 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**

PCUK 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) proceedings at general meetings of PCUK;
- 2) meetings of the charity trustees and committees of charity trustees including:
  - a. the names of the trustees present at the meeting;
  - b. the decisions made at the meetings; and
  - c. where appropriate the reasons for the decisions;
- 3) decisions made by the charity trustees otherwise than in meetings.

## **25. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance**

- 1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of PCUK, 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 PCUK entered on the Central Register of Charities.

## **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 PCUK, 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 PCUK on request.

## **27. Disputes**

If a dispute arises between members of PCUK 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 PCUK; or
  - b. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of PCUK.
- 2) Any alteration of PCUK's objects (clause 3), of any provision of PCUK's constitution directing the application of property on its dissolution or any provision of PCUK's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of PCUK 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 any resolution altering the constitution, together with a copy of PCUK's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

## **29. Voluntary Winding Up or Dissolution**

- 1) As provided by the Dissolution Regulations, PCUK may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve PCUK can only be made:
  - a. at a general meeting of the members of PCUK called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
  - b. by a resolution passed by a 75% majority of those voting, or
  - c. by a resolution passed by decision taken without a vote and without any expression of

dissent in response to the question put to the general meeting; or

d. by a resolution agreed in writing by all members of PCUK.

2) Subject to the payment of all PCUK's debts:

a. Any resolution for the winding up of PCUK, or for the dissolution of PCUK without winding up, may contain a provision directing how any remaining assets of PCUK shall be applied.

b. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of PCUK shall be applied.

c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of PCUK.

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

a. the charity trustees must send with their application to the Commission:

i. a copy of the resolution passed by the members of PCUK;

ii. a declaration by the charity trustees that any debts and other liabilities of PCUK 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 PCUK has been or is to be applied prior to its dissolution in accordance with this constitution;

b. the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of PCUK, and to any charity trustee of PCUK who was not privy to the application.

4) If PCUK 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 or member;

b. the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;

c. a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;

- d. an institution which is controlled –
  - i. by the charity trustee, member 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, member 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 charity trustee of PCUK.

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