

Constitution of a Community Interest Company whose only voting members are its company trustees

(‘Foundation’ model constitution)

Date of constitution (last amended):

17/03/2025

1. Name

The name of the Community Interest Company (“the CIC”) is

Project Lifeline

2. National location of principal office

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

3. Objects

The objects of the CIC are to reduce serious youth violence and violence against women and girls (VAWG) through our programmes for at-risk gang-affiliated youth, addressing engagement, rehabilitation, and regeneration back into society. Also to safeguard our youth and provide them with appropriate support through mentoring as part of our gang and VAWG exit programmes, this will increase community safety and prevent youth violence, offending, and re-offending behaviour.

Nothing in this constitution shall authorise an application of the property of the CIC for purposes which are not charitable.

4. Powers

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

- (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 the CIC.
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIC. The CIC may employ or remunerate a company trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to company 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 the CIC to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the CIC must be applied solely towards the promotion of the objects.
 - (a) A company trustee is entitled to be reimbursed from the property of the CIC or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIC.
 - (b) A company trustee may benefit from trustee indemnity insurance cover purchased at the CIC's expense
- (2) None of the income or property of the CIC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIC.
- (3) Nothing in this clause shall prevent a company trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to company trustees and connected persons

(1) General provisions

No company trustee or connected person may:

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

unless the payment or benefit is permitted by sub-clause (2) of this clause. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A company trustee or connected person may receive a benefit from the CIC as a beneficiary provided that it is available generally to the beneficiaries of the CIC.
- (b) A company trustee or connected person may enter into a contract for the supply of services and/or goods to the CIC.
- (c) A company trustee or connected person may receive interest on money lent to the CIC at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A company trustee or connected person may receive rent for premises let by the trustee or connected person to the CIC. The amount of the rent and the other terms of the lease must be reasonable and proper. The company 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 company trustee or connected person may take part in the normal trading and fundraising activities of the CIC on the same terms as members of the public.

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

- (a) “the CIC” includes any company in which the CIC:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A company 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 the CIC or in any transaction or arrangement entered into by the CIC which has not previously been declared; and
- (2) absent himself or herself from any discussions of the company 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 CIC and any personal interest (including but not limited to any financial interest).

Any company 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 company trustees on the matter.

8. Liability of members to contribute to the assets of the CIC if it is wound up

If the CIC is wound up, the members of the CIC have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Company trustees

(1) Functions and duties of company trustees

The company trustees shall manage the affairs of the CIC and may for that purpose exercise all the powers of the CIC. It is the duty of each company trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIC in the way he or she decides in good faith would be most likely to further the purposes of the CIC; 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 company trustee of the CIC 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 company trustee must be a natural person.
- (b) No individual may be appointed as a company trustee of the CIC:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].
- (c) No one is entitled to act as a company trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the company trustees decide, his or her acceptance of the office of

company trustee.

- (d) At least one of the trustees of the CIC must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the company trustees, or appoint a new company trustee.

(3) Number of company trustees

- (a) There must be at least three company trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the company trustees, or appoint a new company trustee.
- (b) There is no maximum number of company trustees that may be appointed to the CIC.

(4) First company trustees

The first company trustees are as follows:

Mark Rodney (chair)

Aleem Khan

Judith Morris

Melissa D'Souza (treasurer)

10. Appointment of company trustees

- (1) In selecting individuals for appointment as company trustees, the company trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIC.
- (2) Ex officio Trustee
 - (a) The CEO for the time being ("the office holder") shall automatically ("ex-officio") be a company trustee, for as long as he or she holds that office.
 - (b) If unwilling to act as a company trustee, the office holder

may:

- (i) before accepting appointment as a company 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 company trustee, resign under the provisions contained in clause 12 (Retirement and removal of company trustees).

The office of ex officio company trustee will then remain vacant until the office holder ceases to hold office.

11. Information for new company trustees

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

- (a) a copy of the current version of this constitution; and
- (b) a copy of the CIC's latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of company trustees

- (1) A company trustee ceases to hold office if he or she:
 - (a)retires by notifying the CIC in writing (but only if enough company 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 company 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 CIC, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e)is disqualified from acting as a company trustee

- (f) Any person retiring as a company trustee is eligible for reappointment.

(2) Taking of decisions by company trustees

Any decision may be taken either:

- at a meeting of the company trustees; or
- by resolution in writing or electronic form agreed by a majority of all of the company 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 company trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the company trustees; and
 - the majority of all of the company trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the company trustees have previously resolved, and delivered to the CIC at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

13. Delegation by company trustees

- (1) The company 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 company 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 company 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 company trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the company trustees as a whole as soon as is reasonably practicable; and
- (c) the company trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

14. Meetings of company trustees

(1) Calling meetings

- (a) Any company trustee may call a meeting of the company trustees.
- (b) Subject to that, the company trustees shall decide how their meetings are to be called and what notice is required.

(2) Chairing of meetings

The company 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 company 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 two company trustees, or the number nearest to one third of the total number of company trustees, whichever is greater, or such larger number as the company trustees may decide from time to time. A company 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 company trustees in which each participant may communicate with all the other participants.

(b) Any company trustee participating at a meeting by suitable electronic means agreed by the company 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.

15. Membership of the CIC

(1) The members of the CIC shall be its company trustees for the time being. The only persons eligible to be members of the CIC are its company trustees. Membership of the CIC cannot be transferred to anyone else.

(2) Any member and company trustee who ceases to be a company trustee automatically ceases to be a member of the CIC.

17. Informal or associate (non-voting) membership

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

(2) 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 General Regulations or Dissolution Regulations.

18. Decisions which must be made by the members of the CIC

(1) Any decision to:

(a) amend the constitution of the CIC;

(b) amalgamate the CIC with, or transfer its undertaking to, one or more other CICs, or

(c) wind up or dissolve the CIC (including transferring its business to any other company)

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

(2) Decisions of the members may be made either:

(a) by resolution at a general meeting; or

(b) by resolution in writing, in accordance with sub-clause (4) of this clause.

(3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause 28 (amendment of constitution), clause 29 (Voluntary winding up or dissolution), or the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

(4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) the required majority of members has signified its agreement to the resolution in a document or documents which are received

at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIC has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIC on the date when the proposal is first circulated.

19. General meetings of members

(1) Calling of general meetings of members

The company trustees may designate any of their meetings as a general meeting of the members of the CIC. 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 CIC as specified in clause 18 (Decisions which must be made by the members of the CIC).

(2) Notice of general meetings of members

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

(3) Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members,

with all references to trustees to be taken as references to members.

(4) Proxy voting

Any member of the CIC may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIC. Proxies must be appointed by a notice in writing (a "proxy notice") which:

- (i) states the name and address of the member appointing the proxy;
- (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIC may determine; and
- (iv) is delivered to the CIC in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

The CIC may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

Unless a proxy notice indicates otherwise, it must be treated as:

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

A member who is entitled to attend, speak, or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIC by or on behalf of that member.

An appointment under a proxy notice may be revoked by delivering to the CIC a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the company trustees, or of a committee of company trustees, shall be valid notwithstanding the participation in any vote of a company trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- 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 company trustee and that company trustee being counted in the quorum, the decision has been made by a majority of the company trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a company trustee

to keep any benefit that may be conferred upon him or her by a resolution of the company trustees or of a committee of company trustees if, but for sub-clause (1), the resolution would have been void, or if the company trustee has not complied with clause 7 (conflicts of interest).

21. Execution of documents

(1) The CIC shall execute documents by signature.

(2) A document is validly executed by signature if it is signed by at least two of the company trustees.

22. Use of electronic communications

The CIC 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.

Use of electronic communications

(2) To the CIC

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

(3) By the CIC

- (a) Any member or company trustee of the CIC, by providing the CIC with his or her email address or similar, is taken to have agreed to receive communications from the CIC in electronic form at that address, unless the member has indicated to the CIC his or her unwillingness to receive such communications in that form.

(b) The company trustees may, subject to compliance with any legal requirements, by means of publication on its website:

(i) provide the members with the notice referred to in clause 19(2) (Notice of general meetings);

(ii) give company trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); [and

(iii) submit any proposal to the members or company trustees for decision by written resolution or postal vote in accordance with the CIC's powers under clause 18.

(c) The company trustees must –

(i) take reasonable steps to ensure that members and company 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 company trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

The CIC 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 company trustees.

24. Minutes

The company trustees must keep minutes of all:

(1) appointments of officers made by the company trustees.

(2) proceedings at general meetings of the CIC;

(3) meetings of the company trustees and committees of company trustees, including:

- the names of the trustees present at the meeting;
- the decisions made at the meetings; and

- where appropriate, the reasons for the decisions;

(4) decisions made by the company trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

(1) The company trustees must comply with the requirements of the accounting standards with regard to the keeping of accounting records, the preparation and scrutiny of statements of account, and the preparation of annual reports and returns. The statements of account, reports, and returns must be sent to Companies House, regardless of the income of the CIC, within 9 months of the financial year end.

(2) The company trustees must comply with their obligation to inform the Companies House within 28 days of any change in the particulars of the CIC.

26. Rules

The company trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIC, 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 the CIC on request.

27. Disputes

If a dispute arises between members of the CIC 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

(1) This constitution can only be amended:

- (a) by resolution agreed in writing by all members of the CIC;

or

- (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIC called in accordance with clause 19 (General meetings of members).

(2) Any alteration of the CIC's objects, of any provision of the CIC's constitution directing the application of property on its dissolution, or of any provision of the CIC's constitution where the alteration would provide authorisation for any benefit to be obtained by company trustees or members of the CIC or persons connected with them, requires the prior written consent of the chair.

(3) No amendment that is inconsistent with the provisions of the General Regulations shall be valid.

(4) A copy of every resolution amending the constitution, together with a copy of the CIC's constitution as amended, must be sent to every trustee by the end of the period of 15 days beginning with the date of passing of the resolution.

29. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIC may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIC can only be made:

(a) at a general meeting of the members of the CIC called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (i) by a resolution passed by a 75% majority of those voting,
or

- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the CIC.

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

- (a) Any resolution for the winding up of the CIC or for the dissolution of the CIC without winding up may contain a provision directing how any remaining assets of the CIC shall be applied.
 - (b) If the resolution does not contain such a provision, the company trustees must decide how any remaining assets of the CIC 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 CIC.
- (3) If the CIC 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 company trustee;
- (b) the spouse or civil partner of the company trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the company trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the company 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 company trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
- (ii) two or more persons falling within subclause (e)(i) who, when taken together, have a substantial interest.

The “**Communications Provisions**” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“**company trustee**” means a company trustee of the CIC.

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