



**Cirencester & District  
TALKING NEWS**

**CONSTITUTION**  
**Adopted 1<sup>st</sup> April 2026**

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E-mail: [mail@cirencestern.org](mailto:mail@cirencestern.org)  
Website: [www.cirencestern.org](http://www.cirencestern.org)  
Charity Registration Number: 1218012  
Member of the Talking News Federation

# Cirencester & District Talking News

## Constitution adopted on 1<sup>st</sup> April 2026

### Part 1

#### 1 Adoption of the Constitution

- 1.1 The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

#### 2 The Name

- 2.1 The charity's name is Cirencester & District Talking News (henceforth 'the Charity').

#### 3 The Objects

- 3.1 The Charity's Objects are to relieve the blind and those with a visual impairment or a temporary or permanent incapacity or disability which makes reading difficult by providing recorded materials.

#### 4 Trustees

- 4.1 The Charity shall be managed by a committee of trustees (the Trustees')
- 4.2 In order to achieve the Objectives, the Trustees shall have the power to:
  - 4.2.1 raise funds, receive grants and donations
  - 4.2.2 apply for funds to carry out the work of the Charity
  - 4.2.3 co-operate with and support other charities with similar purpose
  - 4.2.4 do anything which is lawful and necessary to achieve the Objectives
  - 4.2.5 the income and assets of the Charity shall be applied solely towards the promotion of the Objectives
- 4.3 No Trustee may be paid or receive any other benefit for being a Trustee, nor a volunteer for being a volunteer.
- 4.4 Trustees of the Charity are not entitled to any dividend or bonus or to otherwise profit from the income or property of the Charity. This does not prevent:
  - a volunteer who is not also a Trustee from receiving reasonable and proper payment for any goods or services supplied to the Charity.

- the purchase of indemnity insurance for the Trustees against liability in respect of negligence, default breach of duty or breach of trust of which they may be guilty in relation to the Charity but excluding:
  - fines.
  - costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee.
  - liabilities to the Charity that result from conduct that the Trustee knew or ought to have known was not in its best interests or did not care it was so.

4.5 In this clause and in 4.6, 'Trustee' shall include any person, firm or company connected with the Trustee. A Trustee may sell goods or services to the Charity if this is agreed by the remaining Trustees at a meeting and he or she must:

- declare his or her interest in any proposal.
- be absent from that part of any meeting at which the proposal is considered, take no part in any discussion of it, nor vote on it;
- not be counted in determining whether the meeting is quorate.

4.6 The other Trustees must be satisfied that it is in the interests of the Charity to contract with that Trustee and must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services if there is a conflict of interest). The other Trustees must be satisfied that appropriate steps can be put in place to monitor the provision of those goods or services against contract.

## **5 Dissolution**

5.1 If the Trustees resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up its affairs.

5.2 The Trustees must collect in all the assets of the Charity and must pay or make provision for all its liabilities.

5.3 The Trustees must apply any remaining property or money by transfer to any similar charity or charities.

5.4 In no circumstances shall the net assets of the Charity be paid to or distributed among the Trustees of the Charity.

5.5 The Trustees must notify the Commission promptly that the Charity has been dissolved and comply with the Commission's requirements for submission of the Charity's final accounts.

## **6 Amendments**

- 6.1 The Charity may amend any provision contained in Part 1 of this Constitution except that no amendment may be made:
- that would have the effect of making the Charity cease to be a Charity at law.
  - to alter the Objects if the change could not be reasonably expected by the Trustees of the Charity.
  - to clause 4 without the prior written consent of the Commission.
  - that is passed by less than two thirds of the Trustees present at a meeting.
- 6.2 Any provision contained in Part 2 of this constitution may be amended, provided that any amendment is made by resolution passed by a simple majority of the Trustees present
- 6.3 A copy of any resolution amending this constitution shall be sent to the Commission within 21 days of being passed.

## **Part 2**

### **7 The Appointment of Trustees**

- 7.1 The Board of Trustees shall comprise no fewer than three and no more than eight Trustees. The Trustees have the ultimate responsibility for the management and administration of the Charity – directing the Charity's affairs and ensuring that it is solvent, well run and meets its Objects.
- 7.2 Three Trustees will be nominated to carry out the roles of Chair, Treasurer and Secretary and these will be 'the Officers'. These roles will be reviewed /re-elected annually up to a maximum of 3 years' service in that role.
- 7.3 The Board of Trustees will aim to have a 'Listener Trustee' to represent their interests.
- 7.4 Trustees have the authority to add to their Board additional Trustees as they see fit and to engage relevant experience and skills to support the delivery of the Charities Objects.
- 7.5 The Trustees may take advice from individual volunteers and can invite them to attend and participate in Trustee meetings as Advisors, but they cannot vote or take decisions as Trustees. Advisors will normally be volunteers carrying out specific roles or having specific expertise.
- 7.6 Trustees shall be appointed on a 3-year term with options to renew for two further terms up to a maximum of 9 years.
- 7.7 All new Trustees will receive an induction pack and meet with the Chair to explain their roles and duties as a Trustee.
- 7.8 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## **8 Applications Volunteers**

- 8.1 The Charity and its assets shall be managed and administered by the Trustees'.
- 8.2 Individuals can apply to become Volunteers of the Charity to carry out specific roles. The Trustees will appoint suitable applicants as Volunteers and notify them of the terms and responsibilities of their Volunteering duties. The Trustees may also approve significant changes in the role of an existing Volunteer.
- 8.3 The Trustees may authorise nominated Volunteers to allow prospective applicants to volunteer on a probationary basis for up to six months, after which the Trustees will confirm, or not, their appointment and membership. Evidence of any performance to date may be considered by the Trustees.
- 8.4 The Trustees may decide, in the best interests of the Charity, not to appoint an applicant or not to approve a change in role. Where appropriate, the decision should be communicated in writing within 21 days of the decision. The Trustees must consider any written representations from the volunteer applicant about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

## **9 Power of Trustees**

- 9.1 The Trustees must manage the business of the Charity and have the following powers in order to further the Objectives (but not for any other purpose):
  - 9.1.1 take and accept any gifts of assets whether subject to any special trusts or not
  - 9.1.2 arrange meetings, visits, lectures, exhibitions, and similar activities and to do all such other things as shall further the Objects of the Charity
  - 9.1.3 co-operate with and support other charities, voluntary bodies and statutory authorities, as well as other charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects, and to exchange information and advice with them where this furthers the Objects.
  - 9.1.4 raise funds, and invite and receive contributions by way of subscriptions, donations or otherwise, provided that the Trustees shall not undertake any permanent trading activities and they comply with relevant statutory regulations.
  - 9.1.5 set aside income as a reserve against future expenditure in accordance with a written Reserves Policy.

9.1.6 obtain and pay for such goods and services as are necessary for carrying out the work of the Charity.

9.1.7 open and operate bank and other accounts as the Trustees reasonably consider necessary and to invest funds and to delegate the management of funds in accordance with the permissions of Trustee Act 2000.

9.1.8 do all such lawful things as are necessary for the achievement of the Objects.

9.1.9 buy, take on lease of exchange, hire or otherwise acquire any assets and maintain and equip them for the Charity.

9.1.10 sell, lease or otherwise dispose of all or any part of the assets belonging to the Charity complying with relevant legislation (currently sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006)

## **10 Quorum**

10.1 No business shall be carried out unless a quorum is present. (A quorum will be one-third of all the charity's Trustees plus one, entitled to vote upon the business to be conducted at the meeting).

10.2 If a quorum is not present within half an hour from the start of the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned, and the Trustees shall decide on a new date.

10.3 The Trustees must re-convene the meeting in accordance with the usual Notice requirements. No business shall be conducted at this meeting unless it could properly have been conducted at the original meeting.

## **11 Disqualification and Removal of Trustees**

11.1 A Trustee shall cease to hold office if he or she:

- resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months (or three meetings, whichever is the longer period) and the remaining Trustees resolve that his or her office be vacated.
- becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs.
- ceases to comply with the requirements for Trustees set by the Charity Commission or in Statute

## **12 Proceedings of Trustees**

- 12.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 12.2 Any Officer may call a meeting of the Trustees. The Secretary must call a meeting of the Trustees if requested to do so by any Trustee.
- 12.3 The person elected as the Chair shall chair meetings of the Trustees. Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 12.4 The quorum shall be as stated in point 10 of this constitution.
- 12.5 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 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.

## **13 Delegation**

- 13.1 The Trustees may delegate any of their powers or functions to a sub-committee of two or more Trustees and/or Advisors, and the terms of any such delegation must be recorded in the minute book. The Trustees may impose conditions when delegating, including that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate.
  - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 13.2 The Trustees may revoke or alter a delegation. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

## **14 Irregularities in Proceedings**

- 14.1 All decisions taken by a majority of the Trustees at a quorate meeting of Trustees will remain valid even if it later transpires that any vote included a Trustee who:
- was found to be unable to hold office and disqualified.
  - was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

providing the circumstances were not then known or could be known.

However, a Trustee may not keep any benefit that arises from a resolution of the Trustees, or of a committee of Trustees, if the resolution would otherwise have been void.

## **15 Minutes**

15.1 The Trustees must keep minutes of all:

- appointments of Officers and Trustees.
- proceedings at meetings of the Charity.
- meetings of the Trustees and any committees of 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.

## **16 Reporting Obligations**

16.1 The Trustees must comply with their obligations under the Charities Act 1993 (or successive legislation) and as required and provided for by the Charity Commission regarding the keeping of records, and the preparation and transmission of annual accounts, reports and returns for and on behalf of the Charity.

16.2 Registered particulars

16.3 The Trustees must notify the Commission promptly of any changes to the registered particulars and details held on the Charity's entry on the Central Register of Charities.

## **17 Rules**

17.1 The Trustees may from time to time make rules or byelaws for the conduct of their business and the running of the Charity.

17.2 The byelaws may regulate the following matters but are not restricted to them:

- the admission of Volunteers of the Charity and their rights and privileges.
- the roles and obligations of Volunteer or other conditions to be met.
- the conduct of Volunteers of the Charity in relation to one another.
- the procedure at meetings of the Trustees in so far as such procedure is not regulated by this Constitution.
- the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

- generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

This constitution was adopted on 1<sup>st</sup> April 2026 by the people whose names and signatures appear below. They are the first Trustees of the Charity and shall be the Trustees for the period(s) as determined in the Constitution:

<b>Name</b>	<b>Position</b>
Mrs Jenny Lynda Hincks	Chair of Trustees
Mrs Jessica Mary Whitman	Trustee – Treasurer
Mr Jay Bryan Ehrhart	Trustee