CHARITABLE INCORPORATED ORGANISATION
(ASSOCIATION MODEL – SOLE MEMBER)

Charities Act 2011

CONSTITUTION OF

Orion Community Impact

Agreed by the Applicants on 27th March 2025

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1 Name

The name of the CIO is Orion Community Impact.

2 National location of principal office

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

3 Objects

The charity's objects are specifically restricted to the following, for the public benefit, primarily amongst the local communities surrounding Orion Education schools:

- the advancement of education through the provision of nurseries and childcare; extra-curricular and enrichment activities for children and young people; research and professional development;
- the provision of facilities for recreation and other leisure-time occupation in the interests of social welfare and development with the object of improving the conditions of life for children and families;
- and the relief of financial hardship through the provision of grants and goods.

Nothing in this constitution shall authorise an application of the property of the CIO for 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

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include 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. The CIO 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 the CIO. In exercising this power, the CIO 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 the CIO. The CIO 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 those clauses;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

(6) make grants or loans whether out of income or capital, upon such terms and conditions (if any) as to interest, repayment, security or otherwise, as the charity trustees see fit;

5 Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO or connected person. This does not prevent a member or connected person who is not also a charity trustee receiving:

(a) a benefit from the CIO as a beneficiary of the CIO; or

(b) reasonable and proper remuneration for any goods or services supplied to the CIO.

(3) 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 the CIO on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the CIO;

(c) be employed by, or receive any remuneration from, the CIO;

receive any other financial benefit from the CIO;

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

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

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the charity 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 the CIO 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 the CIO 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 charity trustee or connected person may receive rent for premises let by the trustee or person connected to the CIO. 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 the CIO on the same terms as members of the public.

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

(a) "the CIO" includes any company in which the CIO:

(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 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 the CIO or in any transaction or arrangement entered into by the CIO 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 the CIO 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 the CIO 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 the CIO

(1) Sole member

The sole member of the CIO shall be Orion Education (company number 07559170)

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of member

It is the duty of the member of the CIO to exercise its powers as a member of the CIO in the way it decides in good faith would be most likely to further the purposes of the CIO.

10 Member's decisions

(1) General provisions

Member's decisions shall be taken by way of written resolution, except where otherwise required by the General Regulations or by this constitution. The member must provide the charity trustees with details of any member's decision that has been taken.

(2) Decisions that must be taken in a particular way

(a) Any decision to remove a charity trustee must be taken in accordance with clause 15 of this constitution.

(b) Any decision to amend this constitution must be taken in accordance with clause 28 (Amendment of Constitution) of this constitution.

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 (Voluntary winding up or dissolution) of this constitution. Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act.

11 General meeting of member

There being only one member of the CIO, the member shall take decisions in accordance with clause 10(1) of this constitution and is not required to hold a general meeting but where general meetings would otherwise be required by the General Regulations or this constitution the member may call a meeting in accordance with the General Regulations and should invite the charity trustees to attend on reasonable notice.

12 Charity Trustees

(1) Functions and duties of charity trustees

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

(a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; 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 the CIO 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 one may be appointed as a charity trustee:

- 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 15(1)(f).

(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 must be at least three charity trustees. If the number falls below this minimum, the remaining charity trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.

(b) The maximum number of charity trustees that may be appointed to the CIO is ten charity trustees.

(4) First charity trustees

The first charity trustees of the CIO are Simon Garrill, Penelope Jones, Fathima Nazia Faiz and Nick Jackman.

13 Appointment of charity trustees

(1) Trustee-appointed charity trustees

(a) Apart from the first charity trustees, every trustee-appointed charity trustee must be appointed for a term of three years by a resolution either in writing or passed at a properly convened meeting of the charity trustees.

(b) In selecting individuals for appointment as trustee-appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

(2) Member-appointed charity trustees

(a) The member may appoint a minority of charity trustees.

(b) Any appointment must be made by a resolution either in writing or passed at a properly convened general meeting.

(c) Each appointment must be for a term of three years.

(d) The appointment will be effective the date on which the charity trustees are informed of the appointment.

(e) A charity trustee appointed by the member has the same duty under clause 12(1)(a) 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 the CIO.

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 the CIO's latest trustees' annual report and statement of accounts.

15 Retirement and removal of charity trustees

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

(a) retires by notifying the CIO 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 removed by the member of the CIO in accordance with sub-clause (4) of this clause; or

(f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) Any person retiring as a charity trustee is eligible for reappointment.

(3) A charity trustee who has served for three consecutive terms may not be reappointed for further consecutive terms unless a unanimous resolution is passed by either the charity trustees (in the case of a trustee-appointed charity trustee) or by the Member (in the case of a Member-appointed charity trustee).

(4) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed to the member for that purpose, a properly convened general meeting is held in accordance with clause 11 and clause 15(5), and the resolution is passed by the member.

(5) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the member of the CIO.

16 Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

17 Taking of decisions by charity trustees

(1) Any decision may be taken either:

(a) at a meeting of the charity trustees; or

(b) by resolution in writing or electronic form agreed by 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 each of which one or more charity trustees has signified their agreement.

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 must 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 two 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.

(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;

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 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) The CIO shall execute documents by signature.

(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) To the CIO

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

(2) By the CIO

Any member or charity trustee, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO by Electronic Means at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

23 Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its member and charity trustees.

24 Minutes

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of the CIO;

(3) 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;

(4) 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 accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, 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 the CIO entered on the Central Register of Charities.

26 Rules

The charity 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 CIO, 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 CIO on request.

27 Disputes

(1) Any dispute arising out of or in connection with this constitution that cannot be resolved by mediation, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration under the LCIA Rules, which Rules are deemed to be incorporated by reference into this clause.

(2) The number of arbitrators shall be one.

(3) The seat, or legal place, of arbitration shall be London.

(4) The language to be used in the arbitral proceedings shall be English.

(5) The governing law of the constitution shall be the substantive law of England and Wales.

(6) The arbitration shall be confidential.

28 Amendment of constitution

(1) As provided by sections 224 to 227 of the Charities Act:

(a) This constitution can only be amended by a resolution passed by the member.

(b) Any alteration of clause 3 (Object), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision of this constitution where the alteration would provide authorisation for any benefit to be obtained by the charity trustees or the member of the CIO or persons connected with them, requires the prior written consent of the Commission.

(c) No amendment that is inconsistent with the provisions of the Charities Act or the General Regulations shall be valid.

(d) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days

from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29 Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of the member.

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

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

(b) If the resolution does not contain such a provision, the member must decide how any remaining assets of the CIO shall be applied.

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

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

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

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

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

(4) If the CIO 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:

"Charities Act"	means the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
"charity trustee"	means a charity trustee of the CIO.
"CIO"	means the Charitable Incorporated Organisation created by this constitution.
"Commission"	means the Charity Commission.

"Communications Provisions" means the Communications Provisions in Part 9 of the General Regulations.

"Connected Person" means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

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

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

(d) an institution which is controlled:

(i) by the charity 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 charity trustee or any Connected Person failing 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 applies for the purposes of interpreting the terms used in this constitution.

"Derivative Contract" means any transaction (including an agreement with respect to any such transaction) which is a rate swap transaction, interest rate option, cap transaction, floor transaction or collar transaction as such terms are commonly used in investment parlance.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“Electronic Means”	means communications addressed to specified individuals by telephone, fax, email or website or, in relation to meetings, by telephone conference call or video conference.
“General Regulations”	means the Charitable Incorporated Organisations (General) Regulations 2012.