



**THE GEN. W. SIKORSKI POLISH SUPPLEMENTARY ACADEMY**  
*POLSKA AKADEMIA UZUPEŁNIAJĄCA IM. GEN. W. SIKORSKIEGO*



## **Constitution**

### **Charitable Incorporated Organisation Trustee-only voting**

#### **1. Name**

The name of the CIO is: **The Gen. W. Sikorski Polish Supplementary Academy** Working name: **Gen. Sikorski Academy**

The name of the academy in Polish is: **Polska Akademia Uzupełniająca im. gen. W. Sikorskiego** Working name: **Akademia gen. Sikorskiego**

Address: **288 Milnrow Road, OL16 5BQ, Rochdale, Greater Manchester, Lancashire, UK** Established: **2025**

#### **2. National location of principal office**

The principal office of the CIO is in England and Wales.

#### **3. Objects**

**1. Charitable purposes** The objects of the CIO are, for the public benefit, to advance education and promote cultural understanding.

##### **2. Aims and beneficiaries**

a) To advance the education of young people (ages 3–18) in Rochdale and Greater Manchester in the Polish language, literature, history, geography, traditions, and values, fostering integration with British society and the local cultural environment.

b) To advance the education of the wider public in Greater Manchester by promoting Polish culture to all interested, through cultural and social events that bring together and integrate diverse communities.

##### **3. Application of funds**

Nothing in this constitution authorises the application of the CIO's property for any purpose that is not exclusively charitable under the law of England and Wales.

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Phone: +44 7784 956586 | +44 7892 686728 |

Email: [contact@sikorskiacademy.co.uk](mailto:contact@sikorskiacademy.co.uk) | Website: [www.sikorskiacademy.co.uk](http://www.sikorskiacademy.co.uk)

Operation Address: 365 Manchester Road, Rochdale, OL11 4LX|

Correspondence Address: 288 Milnrow Road, Rochdale, OL16 5BQ



#### **4. Powers**

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

1. Borrow money and to charge all or any part of its property as security for the repayment of money borrowed. If the CIO wishes to mortgage land, it must comply with sections 124 and 125 of the Charities Act 2011 (as amended).
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 with sections 117 and 119–123 of the Charities Act 2011 as appropriate.
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 permitted 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 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.

#### **5. Application of income and property**

1. The income and property of the CIO must be applied solely towards the promotion of its 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 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. Nothing in this clause shall prevent a charity trustee or connected person from receiving any benefit or payment that is authorised by clause 6.

#### **6. Benefits and payments to charity trustees and connected persons**

##### **1. General provisions**

- a) Except as provided below, no trustee or connected person may receive any benefit or payment from the charity, directly or indirectly, for acting as a trustee.
- b) A trustee or connected person may receive reasonable and proper payment for goods or services supplied to the charity (other than for acting as a trustee), provided that:

- The arrangement is in the charity's best interests.
- The amount paid is reasonable and does not exceed the market rate.
- The decision to pay is made in accordance with the charity's conflict of interest policy, with the relevant trustee absent from discussions and decisions relating to their own benefit.

c) A trustee may be reimbursed for reasonable expenses properly incurred in connection with their role as trustee (such as travel, subsistence, and childcare costs).

d) The charity may employ a trustee or connected person in a capacity other than as a trustee, subject to the same safeguards set out above.

e) Any payments or benefits must comply with the requirements of charity law and the charity's governing document.

f) All payments and benefits must be properly recorded in the charity's accounts and disclosed in accordance with applicable regulations.

These provisions are subject to any additional requirements or restrictions imposed by the charity's governing document or relevant laws.

## **2. Scope and powers permitting trustees' or connected persons' benefits**

a) A charity trustee or connected person may receive rent for premises let by them to the CIO, provided the amount of rent and other terms of the lease are reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal, the rent, or other terms of the lease are under discussion.

b) 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.

## **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.
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 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, its members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. 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 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 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 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 the CIO:
  - 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 charity trustee, whether on appointment or on any reappointment, 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) The charity shall have a minimum of three (3) trustees at all times, including the first trustees appointed at the establishment of the charity. No business shall be conducted at any meeting of the trustees unless at least three trustees are in office and present. 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.
- b) The maximum number of charity trustees is nine (9). The charity trustees may not appoint any charity trustee if, as a result, the number of charity trustees would exceed the maximum.

### **4. First charity trustees**

- Edyta Stefanska – 4 years
- Arkadiusz Domin – 3 years

## **10. Appointment of charity trustees**

### **1. Appointed charity trustees**

a) Apart from the first charity trustees, every appointed trustee must be appointed for a term of two years by a resolution passed at a properly convened meeting of the charity trustees.

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

### **2. Ex officio trustee**

a) The Head Teacher, for the time being (“the office holder”), shall automatically (“ex officio”) be a charity trustee, for as long as he or she holds that office.

b) If unwilling to act as a charity trustee, the office holder may:

i. Before accepting appointment, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or ii. After accepting the appointment, resign under the provisions contained in clause 12 (Retirement and removal of charity trustees).

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

### **3. Nominated trustees**

a) The first charity trustees (“the appointing body”) may appoint three (3) charity trustees.

b) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.

c) Each appointment must be for a term of three (3) years.

d) The appointment will be effective from the later of:

i. The date of the vacancy; or ii. The date on which the charity trustees or their secretary or clerk are informed of the appointment.

e) The person appointed need not be a member of the appointing body.

f) A trustee appointed by the appointing body has the same duty under clause 9(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 the CIO.

## **12. 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 CIO, 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 charity trustee by virtue of sections 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 a fourth consecutive term but may be reappointed after an interval of at least one year.

### **13. 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 writing or electronic form agreed by a majority of all the charity trustees. This may comprise either a single document or several documents containing the text of the resolution in like form, to which the majority of all the charity trustees have 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 the charity trustees; and
- The majority of all of the charity 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(s), or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

### **14. Delegation by charity trustees**

1. The charity trustees may delegate any of their powers or functions to a committee or committees. If they do so, 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) Acts and proceedings of any committee must be brought to the attention of the charity trustees as soon as is reasonably practicable.

c) The charity trustees shall, from time to time, review the arrangements which they have made for the delegation of their powers.

### **15. Meetings 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.
- 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.

## **16. Membership of the CIO**

- 1. The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership in the CIO cannot be transferred to anyone else.
- 2. Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

## **17. Informal or associate (non-voting) membership**

- 1. The charity 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 Charities Acts, General Regulations, or Dissolution Regulations.

### **18. Decisions which must be made by the members of the CIO**

1. Any decision to:

a) Amend the constitution of the CIO; b) Amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or c) Wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the CIO’s members (rather than by a resolution of the charity 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 provisions of the Charities Act 2011, the General Regulations, or the Dissolution Regulations as applicable. Such 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 CIO has specified.

The resolution in writing may comprise several copies, each of which one or more members have signified their agreement. Eligibility to vote on the resolution is limited to CIO members on the date the proposal is first circulated.

### **19. General meetings of members**

#### **1. Calling of general meetings of members**

The charity trustees may designate any of their meetings as a general meeting of the CIO’s members. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 18 (Decisions which must be made by the members of the CIO).

#### **2. Notice of general meetings of members**

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

b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011, or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

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.

## **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:

- 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; or
- For whom there is a technical defect in their appointment as 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 and conflicts of loyalty).

## **21. Execution of documents**

1. The CIO 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.

3. If the CIO has a seal:

a) It must comply with the provisions of the General Regulations; and

b) The seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and, unless otherwise so determined, it shall be signed by two charity trustees.

## **22. Use of electronic communications**

### **1. General**

The CIO 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 the CIO**

Any member or charity trustee of the CIO may communicate electronically 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.

## **3. By the CIO**

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

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 19(2) (Notice of general meetings); ii. Give charity trustees notice of their meetings in accordance with clause 15(1) (Calling meetings); iii. Submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 18 (Decisions which must be made by the members of the CIO).

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; and 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**

The CIO 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. 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:

- 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 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, 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 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 byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

## **27. Disputes**

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **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 the CIO; or b) By a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

2. Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO 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 every resolution amending the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

## **29. Voluntary winding up or dissolution**

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

a) At a general meeting of the members of the CIO called in accordance with 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 CIO.

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 charity trustees must decide how any remaining assets of the CIO shall be applied.

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

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:

• "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 falling within sub-clauses (a) to (c) has a substantial interest; or
- ii. Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

- “General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.
- “Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- “The Communications Provisions” means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.
- “Charity trustee” means a charity trustee of the CIO.
- “A poll” means a counted vote or ballot, usually (but not necessarily) in writing.

This constitution was adopted and signed on the **15th of November 2025**.

Edyta Stefanska (Founder)

Arkadiusz Domin (Founder)