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UDOIT Dance Foundation – Constitution

A Charitable Incorporated Organisation (CIO) – Foundation Model

July 2026 Review Date – July 2027

1. Name

The organisation is called **UDOIT Dance Foundation**.

2. Principal Office

Millgrove House, Parc Ty Glas, Llanishen, CF14 5DU

These objects remain fully charitable under the Charities Act 2011.

3. Our Purpose (Why We Exist)

UDOIT Dance Foundation exists to help children and young people who need us most — using dance to change lives and create safe, joyful spaces for growth. We focus on those facing inequality, isolation, trauma, or limited opportunities, providing inclusive, creative programmes that build confidence, wellbeing, and connection. We achieve this through the provision of accessible dance, creative arts, early-help interventions, and programmes that build confidence, resilience, identity, social connection and community safety.

Our charitable aims are to:

1. Make street dance and other dance styles accessible to everyone, no matter their background or postcode.
2. Use dance to build confidence, wellbeing, identity, and connection.
3. Remove barriers so young people can express themselves, feel safe, and thrive.
4. Create pathways into education, leadership, training, and employment.
5. Deliver trauma-informed, inclusive programmes that:
 - Support mental and physical wellbeing



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- Celebrate diversity and identity
- Build resilience and social connection
- Reduce antisocial behaviour and inequality
- Develop life skills and future opportunities

4. What We Can Do (Our Powers)

To achieve our purpose, UDOIT can:

- Employ staff and practitioners
- Work with schools, communities, and partners
- Apply for grants and funding
- Rent, buy, or use buildings and equipment
- Invest funds responsibly
- Deliver programmes across England and Wales
- Develop training, resources, and workforce pathways
- Do anything else lawful that helps us achieve our aims

5. How We Use Our Money

- All income and property must be used to further UDOIT's charitable aims.
- Trustees can claim reasonable expenses.
- Trustees cannot receive profit or personal benefit unless allowed under charity law (see Clause 6).
- UDOIT may pay for trustee indemnity insurance.

6. Trustee Benefits and Payments

Trustees and connected persons may only receive benefits where legally permitted, including:

- Reimbursement of reasonable expenses
- Payment for professional services (with proper conflict-of-interest management)
- Participation in UDOIT programmes (as long as most trustees do not benefit)

This follows the Charities Act 2011.



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7. Conflicts of Interest

Trustees must declare any conflict and step back from discussions or decisions where a conflict exists.

8. Liability of Members

As a Foundation CIO, the trustees (who are the only members) have no personal liability if the CIO is wound up.

9. Trustees (Who We Are and What We Do)

Duties

Trustees are responsible for the overall leadership, strategy, and safeguarding of the organisation. They must act:

- In good faith
- With reasonable care and skill
- In line with UDOIT's purpose and values
- With a trauma-informed, inclusive mindset

Eligibility

Trustees must be 16+ and not disqualified under charity law.

Number

Minimum 3, maximum 12 trustees.

Terms

Trustees serve a three-year term, renewable twice (maximum three consecutive terms) before taking a mandatory one-year break, unless the Board approves an exception in exceptional circumstances.

To ensure continuity, existing trustees at the time of adopting this constitution will have staggered terms



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Current Trustees

- Simon Dibley
- Duncan Evans
- Mark Guinibert
- Alp Orge
- Caroline Prothero
- Michael Barnfather
- JP Omari

10. Appointing Trustees

Trustees are appointed by Board resolution. Appointments must consider the skills and experience needed for strong governance, safeguarding, finance, youth work, and regional growth.

11. Induction

New trustees receive:

- This constitution
- The latest annual report and accounts
- A structured induction supported by the Chair, CEO

12. When Trustees Leave

A trustee leaves their role if they:

- Resign
- Miss all meetings for six months without permission
- Become medically unable to act
- Are disqualified under charity law
- Pass away

Retiring trustees may be reappointed under the rules in Clause 9.

13. How Decisions Are Made



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Decisions can be made:

- At Board meetings
- By written or electronic resolution

A quorum is two trustees or one-third of the Board (whichever is greater). The Chair has a casting vote if needed.

14. Delegation

The trustees may delegate day-to-day management and operational decision-making to the CEO or senior staff, while retaining overall responsibility and oversight. Delegated authority must be set out in writing and reviewed regularly.

Committees must include at least one trustee and operate within written terms of reference.

15. Meetings

- Any trustee can call a meeting with support from two others.
- Meetings may be held in person or online.
- Minutes must be kept of all decisions.
- Regular board meetings are held and, in any case, no fewer than two meetings in each calendar year.

16. Decisions Reserved for Members

Members (trustees) must approve:

- Changes to the constitution
- Mergers or transfers
- Winding up the CIO

These require a **75% majority**.

17. Finance and Reporting



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Trustees must:

- Keep accurate accounts
- Submit annual reports and returns to the Charity Commission
- Maintain registers of trustees and members
- Notify the Commission of changes within 28 days

18.Data Protection

The CIO will comply with the UK General Data Protection Regulation (UK GDPR) and the Data Protection Act 2018. Trustees must ensure appropriate policies, training and safeguards are in place for handling personal data, particularly relating to children and young people.

19.Serious Incident Reporting & Whistleblowing

The trustees will comply with the Charity Commission's serious incident reporting requirements and maintain a whistleblowing policy to ensure concerns can be raised safely and addressed appropriately.

20.Equality, Diversity & Inclusion in Governance

UDOIT is committed to equality, diversity and inclusion in its governance. Trustee recruitment, induction, meeting accessibility and decision-making processes will reflect this commitment and seek to ensure diverse representation and equitable participation.



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21. Safeguarding, Inclusion, and Practice

UDOIT commits to:

- Strong safeguarding and trauma-informed practice
- Inclusive access for SEND and neurodivergent CYP
- Bilingual and accessible resources where needed
- Embedding youth voice and co-design
- High-quality delivery across all regions
- Compliance with safeguarding legislation and local authority requirements

22. Place-Based Work and Partnerships

UDOIT works with:

- Sport Wales, Sport England, Youth Sport Trust, StreetGames
- Local authorities, schools, and community organisations

We use local data (IMD/WIMD, school need, youth voice) to target areas where CYP need us most.

23. Changing the Constitution

Changes require:

- A unanimous written resolution, or
- A 75% majority at a general meeting

Changes to objects require Charity Commission consent.

24. Dissolution



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If UDOIT is dissolved:

- All debts must be settled
- Remaining assets must be used for similar charitable purposes
- Trustees must follow Charity Commission dissolution regulations
- Remaining assets must be transferred to another CIO or charity with similar charitable purposes, and not to any trustee, member, or connected person.

25. Asset Lock

The assets and income of UDOIT Dance Foundation must be applied solely for its charitable purposes. No part of the charity's assets may be distributed to members, trustees, or connected persons except where permitted by charity law. If the CIO is wound up, any remaining assets must be transferred to another Charitable Incorporated Organisation or charity with similar purposes, as approved by the trustees and the Charity Commission.

26. Interpretation

"Connected person" includes close family members, business partners, and organisations controlled by a trustee or connected person.

27. Review

This constitution will be reviewed annually to ensure it reflects UDOIT's strategy, values, and legal obligations.

Approval Date: 30th July 2026

Trustee 1 - Signature:

A black ink signature, likely belonging to Simon Dibley, written in a cursive style.

Simon Dibley

Trustee 2 – Signature:

A blue ink signature, likely belonging to Mark Guinibert, written in a cursive style.

Mark Guinibert