

Completing a CIO Foundation Model Constitution (only voting members are its charity trustees)

Introduction

This model constitution is for groups who have decided that a specified number of trustees are empowered to make decisions about the charitable incorporated organisation (CIO). Other individuals, such as supporters and beneficiaries can advise and have their wishes taken into account, but only the trustees can make decisions by a majority vote.

If you are unsure which structure to choose for your group, see the Essential Guides, 'Legal Structures at a Glance' and 'CIO or CIC?'. We organise regular free training events to help you work through the process of setting up a community group. Please check the website for information.

The foundation model has been carefully thought through by the Charity Commission and covers most eventualities. It is worth keeping your constitution as simple as possible and following their model closely to complete the registration process.

The foundation model constitution can be found [here](https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents) (https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents).

You may wish to convert the foundation model constitution into a Word document to make it easier to format. If you do not have the software to support this, try an online conversion service such as [Zamzar](http://www.zamzar.com) (www.zamzar.com) or contact us for help.

The form itself comes with lots of helpful notes. We recommend that you go through the document with as many trustees present as possible. This ensures that everyone shares the same understanding and the document is embedded in how the trustees conduct themselves. Time spent doing this now avoids potential misunderstandings later. It is good practice for new Trustees to go read through the constitution with the chair prior to appointment. We also provide induction training for new trustees.

The document will be familiar to those with experience of volunteering in the community. It is mainly "common sense". Adopting the wording and format means that everything is covered and the appropriate terminology is used. There are a few paragraphs to add and some options to choose from, but most of the work has been done for you. The following draws your attention to sections of the form that require decision, but you should read through the whole document and the accompanying notes.

A Guide to Completing the Form

'Foundation' model constitution

Please do NOT insert a date here; the Charity Commission will insert the date of successful registration.

1. Name

Insert the agreed name of the proposed CIO. Check it is brief, unique, to the point and does not make an unfortunate acronym. Check the spelling so that it is the same as on the bank account.

2. National location of principal office

Choose 'England'.

3. Object[s]

This section will require discussion and careful thought as it is a concise illustration of your aims and mission. The objects must be exclusively charitable. The Charity Commission provides guidance on its [website](http://www.gov.uk/guidance/how-to-write-charitable-purposes) (www.gov.uk/guidance/how-to-write-charitable-purposes).

Examples objects can be found [here](http://www.gov.uk/government/publications/example-charitable-objects) (www.gov.uk/government/publications/example-charitable-objects) or contact 3VA for a summary of those most relevant to your group.

Objects must include:

- The purpose
- Who will benefit
- Any geographical limits

For example, the conservation of the environment should include the following:

- "To promote for the benefit of the public the conservation protection and improvement of the physical and natural environment [by promoting biological diversity]".
- It is also acceptable for environmental charities to have an additional object of advancing the education of the public where appropriate.
- "To advance the education of the public in the conservation, protection and improvement of the physical and natural environment"

8. Liability of members

We recommend that you chose option 1.

9.3 Number of charity trustees

Decisions are required about the number of trustees.

We recommend that you choose option 1 as this is the simplest.

If you have a lot of people wanting to become trustees, you may wish to decide on a maximum number to keep it manageable, stating the maximum number by choosing Option 1a rather than 1b.

Option 2 is for circumstances where key stakeholders such as local councils or schools who lease premises or have an interest in the project. If you choose this option you must take advice from the Charity Commission to take this into account in other sections of your draft constitution.

For more resources, visit www.3va.org.uk.

You can also contact us at info@3va.org.uk or on 01323 639 373.

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9.4. First charity trustees

Complete details and decide the terms of office.

10. Appointment of charity trustees

Select option 1 unless you have ex-officio members.

12 Retirement and removal of trustees

Decide if you want to have the clause 12 (3) which makes trustees vacate their position for a brief interval after consecutive terms.

15. Meetings of charity trustees

Decide if the person chairing the meeting has the casting vote in 15 (3) (a).

17. Informal or associate (non-voting) membership

Decide if you want to create informal or associate membership. In some circumstances this would be useful if you need to charge fees to raise funds. Be clear, however, that only trustees can vote and make binding decisions. Associate or informal members can only advise the trustees.

22. Use of electronic communications

Decide if you want to retain this paragraph. Good guidance on use of e-mail etc. and hard copies of documentation.

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