



# Charities Act 2011

## 2011 CHAPTER 25

### PART 11

#### CHARITABLE INCORPORATED ORGANISATIONS (CIOS)

#### CHAPTER 3

##### AMENDMENT OF CONSTITUTION

#### **224 Amendment of constitution and procedure**

- (1) A CIO may by resolution of its members amend its constitution (and a single resolution may provide for more than one amendment).
- (2) Such a resolution must be passed—
  - (a) by a 75% majority of those voting at a general meeting of the CIO (including those voting by proxy or by post, if voting that way is permitted), or
  - (b) unanimously by the CIO's members, otherwise than at a general meeting.
- (3) The date of passing of such a resolution is—
  - (a) the date of the general meeting at which it was passed, or
  - (b) if it was passed otherwise than at a general meeting, the date on which provision in the CIO's constitution or in regulations made under section 223 treats it as having been passed (but that date may not be earlier than that on which the last member agreed to it).

#### **225 Amendment of constitution and charitable status**

The power of a CIO to amend its constitution is not exercisable in any way which would result in the CIO's ceasing to be a charity.

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*Status: This is the original version (as it was originally enacted).*

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## **226 Amendment of constitution and Commission’s consent**

- (1) Subject to section 227(5), a resolution containing an amendment which would make any regulated alteration is to that extent ineffective unless the prior written consent of the Commission has been obtained to the making of the amendment.
- (2) The following are regulated alterations—
  - (a) any alteration of the CIO’s purposes,
  - (b) any alteration of any provision of the CIO’s constitution directing the application of property of the CIO on its dissolution, and
  - (c) any alteration of any provision of the CIO’s constitution 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.
- (3) Sections 248 (meaning of “benefit”) and 249 (meaning of “connected person”) apply for the purposes of this section.

## **227 Registration and coming into effect of amendments**

- (1) A CIO must send to the Commission a copy of a resolution containing an amendment to its constitution, together with—
  - (a) a copy of the constitution as amended, and
  - (b) such other documents and information as the Commission may require,by the end of the period of 15 days beginning with the date of passing of the resolution (see section 224(3)).
- (2) An amendment to a CIO’s constitution does not take effect until it has been registered.
- (3) The Commission must refuse to register an amendment if—
  - (a) in the opinion of the Commission the CIO had no power to make it (for example, because the effect of making it would be that the CIO ceased to be a charity, or that the CIO or its constitution did not comply with any requirement imposed by or by virtue of this Act or any other enactment), or
  - (b) the amendment would change the name of the CIO, and the Commission could have refused an application under section 207 for the constitution and registration of a CIO with the name specified in the amendment on a ground set out in section 208(2).
- (4) The Commission may refuse to register an amendment if—
  - (a) the amendment would make a regulated alteration, and
  - (b) the consent referred to in section 226(1) had not been obtained.
- (5) But if the Commission does register such an amendment, section 226(1) does not apply.