



# Charities Act 2011

## 2011 CHAPTER 25

### PART 12

#### INCORPORATION OF CHARITY TRUSTEES

##### *General*

#### **251 Incorporation of charity trustees**

- (1) The Commission may grant a certificate of incorporation of the charity trustees of a charity as a body corporate if—
  - (a) the charity trustees of the charity, in accordance with section 256, apply to the Commission for such a certificate, and
  - (b) the Commission considers that the incorporation of the charity trustees would be in the interests of the charity.
- (2) Such a certificate is subject to such conditions or directions as the Commission thinks fit to insert in it.
- (3) But the Commission must not grant such a certificate if the charity—
  - (a) appears to the Commission to be required to be registered in accordance with section 30, but
  - (b) is not so registered.
- (4) On the grant of such a certificate—
  - (a) the charity trustees of the charity become a body corporate by such name as is specified in the certificate, and
  - (b) any rights or liabilities of those trustees in connection with any property vesting in the body under section 252 become rights or liabilities of that body.  
Paragraph (b) does not affect the operation of section 254 (liability of charity trustees not affected by incorporation).
- (5) After their incorporation the charity trustees—

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*Status: This is the original version (as it was originally enacted).*

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- (a) may sue and be sued in their corporate name, and
- (b) have the same powers, and are subject to the same restrictions and limitations, as respects the holding, acquisition and disposal of property for or in connection with the purposes of the charity as they had or were subject to while unincorporated;

and any relevant legal proceedings that might have been continued or commenced by or against the charity trustees may be continued or commenced by or against them in their corporate name.

- (6) In subsection (5) “relevant legal proceedings” means legal proceedings in connection with any property vesting in the incorporated body under section 252.
- (7) An incorporated body need not have a common seal.

## **252 Estate to vest in incorporated body**

- (1) The certificate of incorporation vests in the incorporated body all real and personal estate, of whatever nature or tenure, belonging to or held by any person or persons in trust for the relevant charity.
- (2) On the vesting of all real and personal estate under subsection (1), any person or persons in whose name or names any stocks, funds or securities are standing in trust for the relevant charity must transfer them into the name of the incorporated body.
- (3) Subsections (1) and (2) do not apply to property vested in the official custodian.

## **253 Gifts to take effect as gifts to incorporated body**

- (1) After the incorporation under this Part of the charity trustees of any charity, every relevant donation, gift and disposition of property made—
  - (a) to or in favour of the charity, or the charity trustees of the charity, or
  - (b) otherwise for the purposes of the charity,
 takes effect as if made to or in favour of the incorporated body or otherwise for the same purposes.
- (2) For the purposes of subsection (1), a donation, gift or disposition of property is a relevant one if (whether of real or personal property and whether made by deed, will or otherwise)—
  - (a) it was lawfully made before the incorporation but has not actually taken effect, or
  - (b) it is lawfully made after the incorporation.

## **254 Liability of charity trustees not affected by incorporation**

After a certificate of incorporation has been granted under this Part, all charity trustees of the charity are, despite their incorporation—

- (a) chargeable for such property as comes into their hands, and
- (b) answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of the charity and its property,

in the same manner and to the same extent as if no such incorporation had been effected.

**255 Charity trustees bound by conditions in certificate etc.**

- (1) All conditions and directions inserted in any certificate of incorporation are binding upon and must be performed or observed by the charity trustees as trusts of the charity.
- (2) Section 336 (enforcement of orders of Commission) applies to any charity trustee who fails to perform or observe any such condition or direction as it applies to a person guilty of disobedience to any such order of the Commission as is mentioned in that section.