​**Notes on the proposed CIO constitution**

The following table provides notes on the clauses of the proposed CIO constitution for the Group Analytical Society international, including comparison with the current constitution of the Society.

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| Clause(s) | Notes |
| 1. Name | No change to the name of the Society |
| 2. Principal office | No change to the location (i.e. in England) |
| 3. Object | This is the formal legal object of the Society as a registered charity.  It must be charitable within the laws of England and Wales and it is best for it both to be a close as possible to the current object and as close as possible to a model object provided by the Charity Commission.  The current object is as “the relief of persons suffering from psychiatric disorders who are in need of treatment” and it is proposed to update this to as “the relief of persons suffering from mental ill-health” (to reflect modern practice and use of language). |
| 4. Powers | We do not recommend retaining the specific list of powers in the current constitution (these are unnecessarily specific restrictive in our view).  Instead we recommend relying on the general powers set out in the Charity Commission’s model constitution.  These also cover the powers in clauses 32 (employment) and 43 (investment) of the current constitution. |
| 5. Application of income and property | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution.  It is essential to include and basically requires that the charity’s funds and property are applied solely in furtherance of the objects. |
| 6. Benefits etc. to trustees etc. | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution.  It is essential to include and basically requires that trustees (and people connected to them) cannot benefit personally except in very specific circumstances with clear controls. |
| 7. Conflicts of interest | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution.  It is essential and sets out how conflicts of interest should be dealt with. |
| 8. Liability of members | We have assumed that members should have no liability for the debts/liabilities of the charity if it is wound up.  The alternative is to define a limit (usually £10). |
| 9. Membership | The current constitution sets out a fairly complex memberships structure consisting of voting and non-voting classes of membership.  Rather than setting these out on the face of the constitution we recommend that the constitution should provide for two distinct types of membership – Members (full voting members) and Associate Members (non-voting members) – and that in each case the constitution should provide a power for the trustees to create classes of membership with different eligibility criteria, rights and responsibilities.  That way the basic memberships structure can be retained but the trustees would have flexibility to amend the structure without the need to amend the constitution as a whole.  It is also less likely to attract detailed questions from the Charity Commission (because while the clause is clearly changed from that of their model constitution it is closer to it than it would otherwise have been).  A draft of rules to give effect to the different classes of membership is attached and also provides for transfer of membership from the unincorporated association to the new CIO. No provision has been made for Founder members as we understand this is no longer necessary.  The provisions in this clause on termination of memberships follow-closely the provisions of the Charity Commission’s model constitution incorporating the provision from clauses 39 and 40 of the current constitution, although they have more general effect than the current constitution. |
| 10. Members’ decisions  11. General meetings | These clauses closely mirror the provisions of the Charity Commission’s model constitution and broadly cover the provisions of clauses 6-16 and 21 of the current constitution.  As far as possible incorporated the provisions from the current constitution have been incorporated, while aiming to stay as close as possible to the model constitution, e.g.:  Clause 11(4) of the CIO constitution is a little simplified from clause 10 of the current constitution)  Clause 11(6) of the CIO constitution is a little simplified from clause 12 of the current constitution)  Clause 11(8) of the CIO constitution is a little simplified from clause 11 of the current constitution)  There is no equivalent of clause 13 of the current constitution in the CIO constitution as it is incorporated into the provisions relating to calling of polls.  General provision for proxy voting at general meetings have been included but postal voting is only permitted to elect trustees (and the President), in line with the current constitution (albeit in much more detail as required by the Charity Commission model constitution).  The details of for the nominations process (clauses 21 and 36 of the current constitution) are not included on the face of the constitution and instead have been provided for in rules (draft attached); not least because these provisions link to membership classes. |
| 12. Trustees  13. Appointment of trustees | These clauses largely mirror the provisions of the Charity Commission’s model constitution and broadly cover the provisions of clauses 17-23, 25, 27 and 28 of the current constitution. As far as possible these incorporatethe provisions from the current constitution, while aiming to stay as close as possible to the model constitution.  The first trustees of the CIO will be set as those who are currently members of the Committee and not standing down at the 2017 AGM plus those who are elected at that AGM (including the new President).  Clause 13(1) is drafted to ensure constitution of Trustee terms of office etc. from the current unincorporated association.  It also provides for election of trustees (and the President) ONLY by postal ballot as per the current constitution.  This means that (as under the current constitution) anyone present at the AGM who has not cast a valid ballot would not be able to vote on the election of Trustees. |
| 14. Information for new trustees | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 15. Retirement and removal of trustees | This mirrors clauses 29, 30 and 37 of the current constitution while staying as close as possible to the model constitution. |
| 16. Reappointment of trustees | This mirrors clauses 24 and 25 of the current constitution and aims to ensure continuity from the current unincorporated association. |
| 17. Trustee decisions | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 18. Delegation | This mirrors clause 31 of the current constitution while staying as close as possible to the model constitution. |
| 19. Trustee meetings etc. | This mirrors clauses 26 and 35 of the current constitution while staying as close as possible to the model constitution (including provision for electronic meetings). |
| 20. Saving provisions | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 21. Execution of documents | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 22. Electronic communications | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 23. Registers | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 24. Minutes | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 25. Records | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 26. Rules | This is analogous to clause 51 of the current constitution while staying as close as possible to the model constitution.  It should be noted that the current constitution requires a 75% majority of the members voting in general meeting to make by-laws, whereas rules in the Charity Commission’s model constitution can be made by a simple majority of the trustees.  The current constitution provision seems overly burdensome in our view and we recommend the approach in the Charity Commission’s model constitution plus the safeguard that the members can (by ordinary resolution) make rules or amend/rescind rules made by the Trustees. |
| 27. Disputes | This is the standard provision from the Charity Commission’s model constitution and has no obvious analogue in the current constitution. |
| 28. Amendment | This is analogous to clause 48 of the current constitution while staying as close as possible to the model constitution.  Note that the current constitution requires a general meeting convened for the purpose of amending the constitution (in the Charity Commission’s model constitution this could be any special general meeting).  We recommend the approach in the Charity Commission’s model constitution as it affords more flexibility. |
| 29. Dissolution | This is analogous to clauses 49 and 50 of the current constitution while staying as close as possible to the model constitution. |
| 30. Interpretation | N/A |

The following clauses from the current constitution have not been covered in the proposed CIO constitution:

Clause 42 (property), because it is unnecessary for an incorporated charity.

Clauses 44-46 (banking), because these are more properly dealt with in rules (i.e. financial regulations) rather than the constitution.  The Society should adopt comprehensive policies on financial control and management that cover these points.

Clause 47 (auditors), because this is a legal requirement in any case and is also covered in part in various other clauses of the new constitution

​**Process and timescales**

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| Stage | Steps required/recommended | Timescales |
| Prepare constitution | Adoption of the constitution in principle by the Committee  Consultation with the Members on the draft constitution. | 25 March 2017  April-June 2017 |
| Member approval | A resolution by 75% majority or great of the Members present at a General Meeting of the Society is required to approve the dissolution of the current unincorporated members’ association and the transfer of its assets and liabilities to the new CIO. | August 2017 AGM |
| Registration of the new CIO | An application must be made to the Charity Commission for registration of the new CIO. | ASAP after 2017 AGM |
| Transfer of assets to new CIO | The Charity Commission’s formal agreement to the transfer of assets will be required.  A formal transfer of assets, liabilities and employees from the unincorporated association to the new CIO is required (with a formal transfer agreement).  Various third parties will also need to be informed/procedure followed including banks etc. as the CIO will have a new charity number. | ASAP after registration of the CIO  ASAP after agreement to transfer confirmed. (a formal transfer date of 1 April 2018 may be sensible to coincide with the accounting year end). |
| Dissolution of the unincorporated association | The unincorporated association needs to be formally wound up and removed from the register of charities (the formal mechanism is notification of a “merger” to the charity commission)  Submission of closing accounts for the dissolved unincorporated association. | As soon as all the formalities of transfer are complete. |