

Notes on use of this form of Resolution In Writing Of CIO Members.

(N.B. These notes do not form part of the legal document)

A written resolution is passed by the CIO on a signed document which is agreed by 50% of the eligible members of the CIO.

Regulation 13(8) of **The Charities (Accounts and Records) Regulations 2012** provides that if a CIO's constitution provides for a written resolution, then the constitution must make provision as to the legal power to pass a written resolution.

This written procedure can therefore be used (in place of a meeting) where the CIO's constitution provides for it. The Foundation model constitutions included in the **CIO Constitution** provide for a written resolution procedure. If the Association model constitution is adopted, clause 10(3) of that constitution will then allow such a procedure.

Our adapted versions (also included in the Commission's model constitution) do not include a written resolution procedure. We have excluded from our versions provisions which are not legally required. As a result, they do **not** include a written resolution procedure. However, if a charity does decide to use one, it can, if it wishes, re-instate in our versions the provisions of the Commission's models.

When deciding whether to include a written resolution procedure, the CIO should consider that to pass an ordinary resolution at a meeting requires a majority of only those present and voting, whereas a written ordinary resolution requires a majority of all members eligible to vote, not just a majority of the members present.

You must simply enter the details of the proposed resolution to the members of the CIO.

Whilst some members might prefer a written resolution procedure, it is administratively preferable for a CIO's trustees in that it avoids the need for a meeting.

Resolutions to remove a trustee, to amalgamate or transfer the unincorporated CIO, or to wind up or dissolve the CIO, or to do any of these things, cannot be taken using this written resolution procedure. The constitution will specify in each case how such a decision may be taken.

The CIO indicating their agreement to the resolution by signing the document to which he/she is agreeing. Over 50% of the eligible members of the CIO must agree to the resolution before it can be passed.

Resolutions (General) Regulations provide that a CIO must make decisions otherwise than by a written resolution, then the constitution must make provision to do so. Members of a CIO only have the legal power to pass a written resolution if the constitution provides provision to do so.

This written procedure can therefore be used (in place of a meeting) where the CIO's constitution provides for it. The Association and Foundation model constitutions included in the **CIO Constitution** provide for a written resolution procedure. If the Association model constitution is adopted, clause 10(3) of that constitution will then allow such a procedure.

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Charity Registered No. << >>

1

CHARITABLE ORGANISATION

WRITTEN RESOLUTION[S]

<< Full Name of Charity >> "CO.CIO" >>

<< Circulation Date (Date Of Board Meeting) >>

Pursuant to Regulation 13(8) of the Charities (Accounts and Reports) Regulations 2012 and [10(3)] of the Charities Act 2006, the trustees of the Charity propose that the following Resolution(s) be passed as ordinary resolution(s):

ORDINARY RESOLUTION(S)

1. << Insert text of resolution >>

[2. << Insert text of resolution >>]

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution(s).

The undersigned, [a] person(s) have agreed to the Resolution(s) on << Circulation Date (Date Of Board Meeting) >>

Dated this << >> day of << >>

Name
<< >>
<< >>

NOTES

1. You can choose to agree to all of the Resolution(s), or none of them but you cannot agree to only some of the Resolution(s). If you do not agree to all of the Resolution(s), please indicate your agreement by signing the document where indicated above and returning the signed version to << Name And Address >> [or by email to << Email Address >>].

You may not return the Resolution(s) by any other method.

If you do not agree to all of the Resolution(s), you will not be deemed to agree if you do not sign the Resolution(s).

2. Once you have indicated your agreement to the Resolution(s), you may not revoke your agreement.

3. Unless, by << Date 28 Days After Circulation Date >> sufficient agreement has been received for the Resolution(s) to be passed, you agree to the Resolution(s) on this date.

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