

- 1 A CIO's constitution must be in the form specified in regulations made by the Charity Commission (CC), or as near to that form as the circumstances admit.
- 2 The Charities Act 2011 and regulations set out the conditions on which the constitution of a CIO may be amended, which are as follow:
  - (a) the written consent of the CC is necessary for any amendment which would make any regulated alterations;
  - (b) regulated alterations are and alteration of
    - (i) the CIO's purpose,
    - (ii) the application of the CIO's property on dissolution , and
    - (iii) of any provision authorising any benefits to be obtained by charity trustees, members or persons connected with them;
  - (c) the CIO sends to the CC within fifteen days of the resolution copies of
    - (i) the resolution amending the constitution,
    - (ii) the constitution as amended, and
    - (iii) any other documents and information as the CC requires;
  - (d) the amendment does not take effect until it hs been registered; and
  - (e) an existing member is not bound by any amendment that increases the member's liability to contribute on a winding up, unless the member has, either before or after the amendment, agreed in writing.
- 3 The CC must refuse to register an amendment if
  - (a) in its opinion the CIO had no power to make it, or
  - (b) if it would change the CIO's name, and the CC could have refused the registration of the CIO with the changed name on the grounds that it is the same as or too like that of any other charity or if is likely to mislead the public (in the ways specified in the legislation) or is offensive.
- 4 The CC may refuse to register an amendment if it would make a regulated alteration and its consent has not been obtained, but if the CC does register it, the need for written consent does not apply.
- 5 The CC's model constitutions, both foundation and association, contain the following provisions about amending a CIO's constitution.
  - (a) a resolution agreed in writing by all the members; or
  - (b) a resolution passed by a 75% majority of votes cast as a general meeting.

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