

Leeds Civic Trust
Annual General Meeting
Conversion to a Charitable Incorporated Organisation

This note provides members with background information about the proposal for the Trust to convert to a Charitable Incorporated Organisation (CIO)

Background

Members will recall that the Trust presented a vision document at the last AGM. This sets out the Trust's broad objectives for the next five years. During the course of this process, it became apparent that the Trust's current Constitution was in need of updating (the last such update was 30 years ago). The Trust was thus presented with two options:

- 1) To retain the existing constitution but to propose a number of changes to members
- 2) Convert to a new entity – a Charitable Incorporated Organisation (CIO)

Trustees have considered this matter and are recommending to members that the Trust converts to a CIO. The CIO model constitution was prepared by the Charity Commission, is fully up to date and compliant with relevant legislation and incorporates best practice in relation to the governance of charities. The CIO model also means that in future, the Trust will not report to Companies House as it will cease to be a Company Limited by Guarantee.

Over the last 12 months, Trustee John Pike, and advisor Kathryn Hodges have developed a draft CIO constitution. This has been subject to discussion and amendment by Council and the document prepared for the AGM has been agreed by Council.

The New Constitution

The new constitution is based on a model provided by the Charity Commission but has been amended to suit the Trust's organizational arrangements and any specific requirements. It is specifically designed for charities such as ours which have voting members as well as Trustees. It gives the Trust more flexibility. We are able, for example, to adjust our committee structure without the need to amend the constitution. It is important to stress that the Trust does not lose its identity, history, name or charity number. Member voting rights are maintained and strengthened in some areas.

The original intention had been to hold an EGM in the Spring. This would have enabled us to gain agreement and implementation in time for the AGM. This means that the list of first Trustees listed in the constitution was likely to be accurate. A consequence of Covid-19 was some slippage in our timetable. As a consequence, whilst the list is correct at this point in time, it will change before the CIO comes into being (note that John Pike has served six years on Council and so has to stand down for a year. Cath Black has completed three years of service on Council and is choosing not to stand again)

Next steps

We are asking our membership to approve and adopt the new constitution as drafted. This will then be subject to final approval by the Charity Commission. The formal conversion process will take place during the course of 2021. Subject to the approval process being completed, it is expected that the Trust's next AGM will be held under the new constitution.

Martin Hamilton

25 October 2020

Appendix A – Proposed CIO Constitution for approval