

**Proposal for Conversion of the Society from an Unincorporated Association to a Charitable Incorporated Organisation (CIO)**

At the Anniversary Meeting Council will be proposing a number of formal resolutions to convert the Society into a Charitable Incorporated Organisation (CIO). This paper explains the background to this, what difference it will make to the way we conduct our business and what lies behind the four proposed resolutions.

**Rationale**

The Society is currently an unincorporated association, registered as a charity with the Charity Commission. That means that the Society itself does not exist as a separate legal entity and can only hold assets through holding trustees, which has given rise to some difficulties of operation in practice. The Society's assets are thus held by four named individuals, who are required to act in accordance with Council's instructions. At present the charity trustees (ie. the Members of Council, not to be confused with the holding trustees) have unlimited personal liability for the Society's liabilities, which may discourage good candidates from putting themselves forward for the role.

CIO status is a relatively new charity format, which offers the benefits of corporate status (principally limited liability for trustees and the ability to make contracts and hold assets in its own right) without the burdens of being a company registered under the Companies Act and making returns to Companies House. As being a CIO comes with a template constitution, which we have adapted to suit our needs, it offers a legally robust constitution which covers almost all the eventualities one can imagine.

Many similar organisations have made the change or are considering it. Our sister society, the Cumberland and Westmorland Antiquarian and Archaeological Society, has already changed its status to be a CIO.

Council has been involved in detailed discussions about the possible move to CIO status and has agreed the proposed CIO constitution which is being put forward for members' approval ([http://www.newcastle-antiquaries.org.uk/clearsight/documents/uploaded/DRAFT\\_Constitution\\_for\\_SANT\\_as\\_CIO.pdf](http://www.newcastle-antiquaries.org.uk/clearsight/documents/uploaded/DRAFT_Constitution_for_SANT_as_CIO.pdf)). Council has also taken legal advice from the Society's legal advisers, Watson Burton LLP.

The change will make very little difference to members and will make no difference to:

- The Society's name and charitable objects
- How the Society is managed by the Charity Trustees, who are the Members of Council, who will continue to be elected by the members.
- The role of the various committees of the Society, which are set out in the standing orders rather than in the constitution itself.
- The Society's charitable status, although we will get a new registration number as a CIO.
- The Society's programme of activities.

What will change:

- There will be no need for holding trustees, as the CIO can hold its own assets and make its own contracts. This will simplify the running of the Society.
- The size of Council will be reduced, but will still have up to 17 members (consisting of seven officers – President, Secretary, Treasurer, Librarian, Editor and the Keeper of the Archaeological Collection – plus the immediate past president ex officio and up to 10 elected members)

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- Past presidents and vice presidents will no longer be ex officio members of Council but will be able to stand for election if they so wish. They will not be obliged to undertake the onerous duties of charity trustees for life regardless of age or infirmity.
- The Members of the CIO Council will normally serve for 3-5 year terms, whereas at present the term of office is one year. Under the new CIO constitution two officers and two elected members stand down each year, but are eligible to stand for re-election with no limit on how many times they may stand.
- There will normally only be one general meeting of the Society each year, the annual general meeting which will take place in April, as against two under the current arrangements. The AGM will receive the annual report and financial statements, and will deal with the election of the Members of Council (charity trustees).
- Monthly meetings will no longer be formal general meetings of the Society.
- New members will be admitted by the Trustees (the Executive acting on behalf of Council) rather than by the full membership, as the current statutes require. This is close to current effective practice and we will still welcome new members at our monthly meetings

### Council's Recommendation

Council recommends to members that they vote for the four resolutions listed below.

1. That, in accordance with regulation 27 of the Statutes of the Charity, the Statutes be amended by the insertion of a new regulation 26.3.1. permitting the transfer of the assets of the Charity to a charity with the same or similar objects as the Charity, a copy of such amended Statutes having been provided to the trustees of the Charity. ([www.newcastle-antiquaries.org.uk/clearsight/documents/uploaded/Statutes\\_as\\_revised.pdf](http://www.newcastle-antiquaries.org.uk/clearsight/documents/uploaded/Statutes_as_revised.pdf))
2. That the assets of the Society of Antiquaries of Newcastle upon Tyne as an unincorporated association be transferred to a Charitable Incorporated Organisation (CIO) with the same name and charitable objects, the proposed constitution of which is available at [http://www.newcastle-antiquaries.org.uk/clearsight/documents/uploaded/DRAFT\\_Constitution\\_for\\_SANT\\_as\\_CIO.pdf](http://www.newcastle-antiquaries.org.uk/clearsight/documents/uploaded/DRAFT_Constitution_for_SANT_as_CIO.pdf)
3. That the new CIO (Society of Antiquaries of Newcastle upon Tyne) be registered with the Charity Commission.
4. That the Society of Antiquaries of Newcastle upon Tyne as an unincorporated association be wound up once all the assets have been transferred to the CIO and on such date as shall be agreed by the Charity Trustees and then deregistered with the Charity Commission.

### Notes

1. Resolution 1 is purely technical and would change the present statutes to give the unincorporated association the power to transfer its assets to the CIO.
2. Resolution 2 seeks members' approval of the conversion into a CIO and the transfer of the assets to the new CIO.
3. Resolution 3 - If members approve the first two resolutions, Council will formally apply to the Charity Commission for registration as a CIO, an application Council is already working on. Members are asked to authorise Council to do this.
4. Resolution 4 only applies once the CIO is approved and established and the assets have been transferred to it. It is intended, subject to approvals, that the Society would start operating as a CIO from 1 January 2021. After that the unincorporated association's registration with the Charity Commission would be removed, as there is no legal need to keep the old unincorporated association in existence.

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Members of the Society who have any queries are welcome to address them to the Hon. Treasurer, Simon Pallett by e-mail ([simonpallett@waitrose.com](mailto:simonpallett@waitrose.com)) or by post via the office. There will also be ample opportunity for members to ask questions at the Anniversary Meeting.