



Information for BBS UK Members

Change to a Charitable Incorporated Organisation (CIO)

BBS UK is writing to update members on the progress of the change to its legal structure from a Charitable Unincorporated Association to a Charitable Incorporated Organisation (CIO) and to inform you of the resolutions which will be proposed at the Annual General Meeting on the 21st April 2018.

Why did the management committee want to change the legal status of BBS UK?

The principal reason for the change is to protect BBS UK trustees and members from potential personal liability. As an unincorporated charity, BBS UK is not currently a legal body in its own right and therefore trustees must enter into contracts personally and could be held personally liable if something goes wrong.

What is a Charitable Incorporated Organisation?

A CIO is a relatively new type of legal structure specifically designed for small to mid-sized charities. A CIO is a legal body in its own right and can therefore enter into contracts and take on liabilities in its own name. This means that trustees do not have to enter into contracts in their personal capacity which, in turn, limits their potential for personal liability. As a CIO, BBS UK would continue to file its annual return to the Charity Commission.

How would this change happen?

At the Annual General Meeting of BBS UK on the 23rd April 2016, trustees proposed to change its legal structure from a Charitable Unincorporated Association to a Charitable Incorporated Organisation (CIO) and also proposed that the constitution be adapted to a CIO model constitution to reflect this new legal change. Both resolutions were passed unanimously by members.

At the Annual General Meeting on the 21st April 2018, members will be asked to vote to adopt the new draft CIO constitution and authorise trustees to submit the new constitution to the Charity Commission and apply for a new CIO to be registered. After registration has been approved the trustees will then enter a legal agreement to transfer the assets and liabilities of the present charity to the new one. The new CIO will retain the name of Bardet-Biedl Syndrome UK (BBS UK).

Will there be a new Constitution?

There will be a new CIO constitution but the charitable objectives will remain the same. BBS UK has prepared a new draft CIO constitution based on the Charity Commission's Association model.

The CIO draft constitution will be available on our website www.bbsuk.org.uk from the 1st April 2018 and we ask all members to read and consider this document prior to the AGM.

How long will it take to set up the new CIO?

We will need time to liaise with the Charity Commission and may need to amend our proposed constitution to meet their requirements. The transfer of assets will include all contracts and bank accounts and may take a few months.

What will happen to my membership?

Members of the current charity will be required to apply for membership of the new CIO and we will write to let you know when this is happening nearer the time of completion.

What will happen to the current charity?

In due time, the BBS UK trustees will dissolve the current charity once the transfer to the new CIO charity is complete.

Resolutions to be presented at the Annual General Meeting on the 21st April 2018

BBS UK members will be asked to vote on the following resolutions:

1. To authorise the trustees to dissolve the existing unincorporated charity (in accordance with Clause 14 of the BBS UK Constitution) once the registration of the new Charitable Incorporated Organisation (CIO) has been approved by the Charity Commission.
2. To authorise the trustees to transfer the assets and liabilities of the existing unincorporated charity to the new CIO, following approval of the new CIO.
3. To accept the terms and conditions detailed in the draft CIO Constitution and to authorise the trustees to apply to the Charity Commission for registration as a Charitable Incorporated Organisation on the basis of the draft CIO Constitution.
4. To authorise the trustees to approve any further changes to the draft CIO Constitution as may be required by the Charity Commission following submission, in order to achieve registration of the new CIO.
5. To allow those BBS UK trustees who are in office at the time of registration to serve as trustees of the new Charitable Incorporated Organisation until they are due to retire by rotation in accordance with Clause 15 of the draft CIO Constitution.

Further questions?

We understand that members may want to ask questions about the conversion and you can contact the Secretary, Abbie Geeson by email at: abbie.geeson@bbsuk.org.uk. Abbie will also be available at the annual conference weekend on Friday 20th April should members have any questions prior to the AGM.