**Cambridge Conservation Forum AGM**

**21st July 2020**

**Paper No:**

**The Future Organisational Status of CCF**

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**Purpose**

This paper sets out how the Association CIO model constitution could be used to closely replicate the present governance of CCF under its present constitution and recommends that we should now agree to put the process in place to apply for CIO status to the Charity Commission.

**Background**

Although CCF Council first agreed that CCF should apply to become a Charitable Incorporated Organisation in 2012, this was put on hold several times as some Organisational Members of CCI were unhappy with the proposal as they considered, inter alia, that the new organisation might compete with CCI for funds etc. However, objections from CCI were later dropped. In the meantime, discussions between CCF and CCI representatives followed over three years and considered a spectrum of ideas for the future of CCF from merger with CCI to CCF becoming a CIO.

To try and break the apparent deadlock, at CCF Council in May 2019 it was agreed that a group of CCF members should consider again the options for the future organisational status of CCF. This group met in June 2019 and considered the advantages and disadvantages of six options for the future organisational status of CCF and recommended to Council in that the two key options for further consideration should be:-

1. Closer alignment of CCF and CCI, where CCF strengthens its governance by becoming a CIO
2. Full merger of CCF and CCI into one new group, where CCF does not become a CIO

In consequence, Council asked that (a) proposals should be developed for which constitutional model of CIO would be most suitable for CCF, and (b) discuss with CCI how the potential merger option might work. It was also noted that if at some point it was considered better for CCF to merge with CCI, it being a CIO would not necessarily militate against this.

Although (b) has not been actioned, some discussion of (a) has shown that of the two model CIO constitutions offered by the Charity Commission, the best fit to the present CCF Constitution is the Association Model with Voting Members, the members being the CCF Organisational Members.

See weblink to the Charity Commission’s model constitution: -<https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/778241/Association_Model_Constitution.pdf>

In December 2019 Council asked that an explanatory note should be prepared of the Association model CIO. The next part of this paper presents the main transitional similarities and differences from moving from the present CCF Constitution to an Association CIO.

**CCF as an Association Model CIO**

This table sets out how the Association CIO could be used to closely replicate the present governance of CCF under its present constitution.

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| **PRESENT ORGANISATION –** Unincorporated Organisation with Voting Members | **FUTURE ORGANISATION –** Charitable Incorporated Organisation with Voting Members | **NOTES** |
| **The Cambridge Conservation Forum** is comprised of the Organisational Members and the Individual Members. It is an unincorporated organisation governed by a constitution | **The Cambridge Conservation Forum** will retain this name as a Charitable Incorporated Organisation and be governed by a Charity Commission Association CIO model constitution. |  |
| **The Individual Members** of CCF. Persons become individual members presently by simply ticking the newsletter sign-up box on the CCF website. Individual Members are part of the Forum but do not have a vote at Council Meetings | **Associate Members** are provided for in the CIO constitution. Associate Members may attend all meetings of the CCF Council but will have no voting rights. | CCF may choose to decide to have a more formal route for individuals to sign up as Associate Members. At present nothing on the Newsletter sign-up tab indicates that this also signs up Individual Members, nor does the present constitution cover this. |
| The Council is comprised of the **Organisational Representatives**. These are individuals nominated by and representing the 70+ Organisational Members of CCF who vote at Council meetings. New Organisational Members must be approved by Council | **The (Organisational) Members** will be the same as those presently members of CCF if they wish to be members of the new CIO. They can be corporate or unincorporated organisations if their purposes fit the purposes of CCF. As at present, all new memberships will have to be agreed by Council. | The Council of Organisational Members is the main governing body of the CCF CIO, just as it is at present. Organisational members decide who their representatives will be on CCF Council and may authorise another person to represent them on Council if the usual representative cannot attend. |
| **The Committee** of CCF is presently comprised of the following officers: Chair, Deputy Chair, Treasurer, Council Secretary, Membership Co-ordinator, Communications Manager, Web Manager and Social Co-ordinator.These posts may be held by either Organisational Representatives or Individual Members.Committee Members must be approved by Council. | **Trustees**, like the present Committee, manage the affairs of the Organisation. We will need to decide whether we expand the number of Trustees beyond the present office holders, whether to keep the terms of appointments as at present and how to stagger terms of appointment so all do not have to stand down at once.We may decide to ensure, inter alia, that the smaller Organisational Members are represented on the Board of Trustees. | As happens with CCF in its present form, the Organisational Members may delegate as much of the management as they see fit to the Board of Trustees (i.e. equivalent to present Committee).An initial number of founder trustees will be required to set up the CIO (minimum of 3 required) but will all stand down at the first meeting of the CCF CIO for election of the new Board of Trustees. |
| **The Executive Committee** is comprised of the three senior officers of the Committee: The Chair, Deputy Chair and Treasurer. | The Trustees may delegate some of their powers to an **Executive Committee**, as at present, if considered necessary for the operation of the Charity. | This Executive Committee will have to comprise a minimum of three Trustees. |
| NB An Unincorporated Organisation is liable to pay Corporation Tax on profits/surpluses above a certain level.Members have no protection against financial liability except through an insurance policy. Many funders will not deal with an unincorporated organisation. | NB An Incorporated Charitable Organisation is not liable to pay Corporation Tax on profits except certain non-charitable trading profits. Members have protection against financial liability without the need for insurance. Most funders prefer to deal with Charitable Organisations. | CCF will need to continue to have an insurance policy to cover public, employee and professional indemnity, but not necessarily Trustee or Officer liability, but belt and braces! |