

Next Steps towards Charitable Status for CCF

This paper sets out how we propose to use the CIO Association Model Constitution to closely replicate the governance of CCF under its present constitution. Below we present a simplified diagram of the proposal and a table – both of which were presented at the last CCF Council meeting but which have been modified slightly following discussion at that meeting and since between CCF Committee Members. Also appended is the Charities Commission’s model constitution, annotated to indicate the main choices and how we propose to tackle them.

The present proposal is that for the purposes of application, the present CCF Committee Members are listed and included as the initial Trustees (as Ex-Oficio), but the Governance and Trustees will be reviewed and, as necessary, amended and refined at the first AGM of the new Charity.

The suggested next steps are that Roger Mitchell now drafts the application to the Charity Commission – an online process – checks this in draft with CCF’s Executive Committee, and then makes the application.

Council are asked to approve the next steps and the submission of an application to the Charity Commission based on this and previous papers and discussions at CCF Council since 2012.

Simplified Diagram of the Proposed New Governance

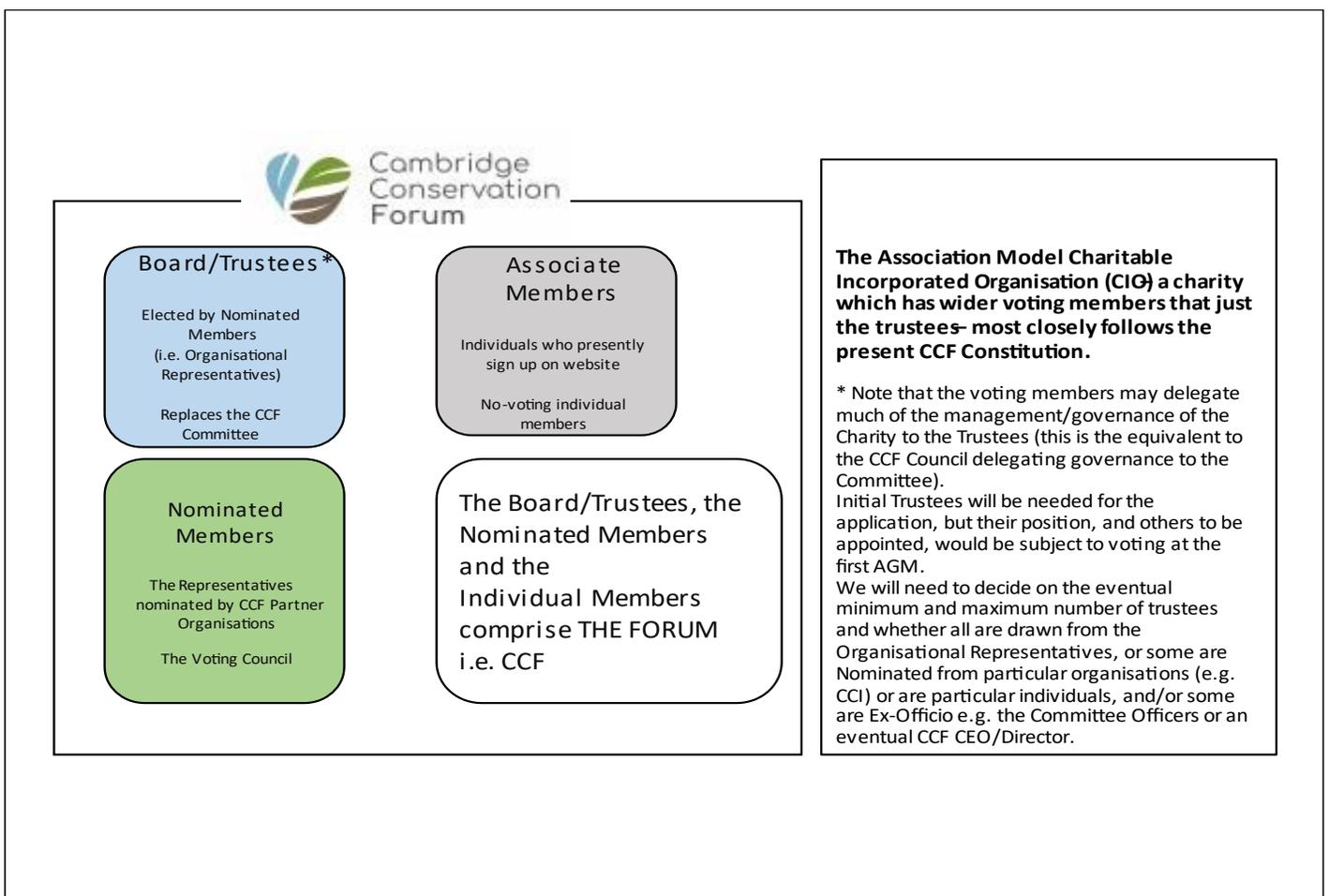


Table presenting key elements of the present CCF Constitution and how these would be transposed to the New Governance

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!