

**Charity no. 1100180**

**Association for Citizenship Teaching**

**(the “Charity”)**

**Annual General Meeting**

**12 pm | 28 September 2019**

**76 Vincent Square, London SW1P 2PD**

**1. Notice and quorum**

- 1.1 Scott Harrison took the chair and chaired the meeting throughout (the “**Chair**”).
- 1.2 The Chair reported that due notice of the meeting had been given and that a quorum was present in accordance with Part 2, clauses K and L of the Charity’s constitution (the “**Constitution**”). Accordingly, the Chair declared the meeting open.

**2. Background**

- 2.1 The Chair reported that the meeting had been convened to:
  - (a) hear the Trustees Annual Report for 2018-19 (the “**Trustee Annual Report**”) before submission to the Charity Commission of England and Wales (the “**Commission**”); and
  - (b) consider, and if thought fit, approve various matters in connection with the proposed change of charitable structure of the Charity from an unincorporated association to a charitable incorporated organisation (“**CIO**”). The meeting was reminded that the Charity’s trustees’ (the “**Trustees**”) rationale for this proposed change had been circulated to each member together with the notice of the meeting.

**3. Trustee Annual Report 2018-19**

- 3.1 The Chair presented the key points from the Trustee Annual Report which was tabled for the meeting. The Treasurer outlined the main points in the financial statement to 31 March 2019. The Trustee Annual Report has completed independent review and will be submitted to the Commission.

**4. Incorporation as a charitable incorporated organisation**

- 4.1 The Chair explained that an unincorporated association has no separate legal personality, meaning:
  - (a) the Trustees’ liability and members’ liability can be unlimited; and
  - (b) the Charity cannot enter into contracts on its own behalf or hold property on its own behalf.

- 4.2 In contrast, the Chair further explained that a CIO is a relatively new corporate structure designed specifically and exclusively for registered charities. CIOs have a separate legal personality and can contract and hold property in the name of the CIO. The liability of a CIO's charity trustees and members is limited.
- 4.3 The Chair took the meeting through the steps to be carried out to effect the change of charitable structure, namely:
- (a) an application by the Trustees to the Commission to incorporate a CIO; and
  - (b) subject to and conditional upon the incorporation of the CIO, the winding-up and dissolution of the Charity, including the transfer of all assets and liabilities of the Charity to the CIO.
- 4.4 The draft constitution of the CIO had been circulated to all members of the Charity in advance of the meeting (the "**Proposed CIO Constitution**"). In particular it was noted that:
- (a) the Commission's '*Foundation Model*' constitution for CIOs is adopted, meaning the only voting members of the CIO will be the trustees of the CIO;
  - (b) the Proposed CIO Constitution designates the present Trustees as the first trustees of the CIO and the Chair and Vice Chair of the ACT Council as ex officio trustees; and
  - (c) the Proposed Constitution sets out the same objects as set out in the Constitution.
- 4.5 The meeting was reminded that under Part 1, clause F(1) of the Constitution, the members were entitled to pass a resolution to dissolve the Charity and that the current Trustees of the Charity would remain in office as the Charity Trustees and be responsible for winding up the affairs of the Charity. The meeting was further reminded that the Trustees' discretion in the transfer of assets was limited, but the Constitution permitted the transfer of such assets to the CIO, being a charity with purposes the same as or similar to the Charity.
5. **Questions**
- 5.1 Two questions were raised by members and answered by the Chair.
- (a) A member asked if the ACT Council would continue to have a similar function within the new CIO. The Chair confirmed that the new Board would have the authority to delegate areas to committees and the intention is for the ACT Council to operate as a sub-committee of the CIO's Board, which will allow the ACT Council to maintain its role in informing the work of the CIO.
  - (b) A second member asked if the new CIO Board would consult with the wider subscription membership in the event of any serious issues affecting the subscription membership. The Chair responded that he felt the new Board would want to consult the wider subscription membership in any such event and that this point would be noted and discussed by the Board of the CIO.
6. **Resolutions**
- 6.1 **IT WAS UNANIMOUSLY RESOLVED THAT:**
- 1. The change of legal structure from an unincorporated association to a CIO be approved.

2. The proposed CIO constitution tabled to the meeting and circulated to the members prior to the meeting be approved as the governing document of the CIO.
  3. The appointment of Scott Harrison, Rob Pope, Gordon Mattocks, Helen Shreeve, Marcus Bhargava, Sarah Maclean, Helen Blachford and Hans Svennevig as the first trustees of the CIO be approved.
  4. The Trustees be and are hereby authorised to take all and any actions required in connection with the change of the legal structure from an unincorporated association to a CIO, including the submission of the application to the Commission to incorporate and register the CIO in substitution for, and to the exclusion of, the existing unincorporated association.
  5. Subject to and conditional upon the incorporation of the CIO and compliance with the resolution 6, the Charity be dissolved and that the Trustees be authorised to take any and all steps and actions in connection with the same.
  6. Following incorporation of the CIO, the Trustees shall apply all remaining assets and liabilities of the unincorporated association to the CIO.
7. **Close**
- There being no further business, the Chair declared the meeting closed.



Chair

Date: 7 October 2019