

MODEL SPECIAL RESOLUTIONS

The following model resolutions are examples only. To access templates for completion please click on the following: <Interactive templates> or visit www.cicregulator.gov.uk and click on the “forms” tab.

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Please note that no liability for any loss or damage arising from the use of the model special resolutions will be accepted by the Regulator, her staff or her legal advisors.

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

Conversion from an “ordinary” limited company to a community interest company

COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

Company no. [*insert number*] _____

Company name _____

_____ Limited/Public

Limited Company [*delete as appropriate*].

At a general meeting of the above company, duly convened and held at [*insert address*] _____

On [*insert date*] _____ the following resolution was passed as a special resolution.

RESOLUTION

That: The following clause be added to the company’s articles of association:

(1) [*Insert clause number*] _____ [*insert Company Name*]

_____ community interest company / C.I.C. / community interest public limited company / community interest p.l.c. [*delete as appropriate*]

“The company is to be a community interest company.”

(2) The company’s name be changed to:

[*insert company name*]

_____ community interest company / C.I.C./ community interest public limited company / community interest p.l.c. [*delete as appropriate*]

- (3) The company's articles of association be altered so as to take the form of the articles of association attached to this resolution, in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

.....
CHAIRMAN

DATE

NOTES

(1) On the formalities required when an existing company becomes a CIC, see generally section 37 of the Companies (Audit, Investigations and Community Enterprise Act) 2004 and Chapters 4.2, 5.1 and 5.3 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk).

(2) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.

(3) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". In addition, section 32 of the Act, and regulations made under it (see Part 3 of, and Schedules 1 to 3 to, the Community Interest Company Regulations 2005) prescribe that certain provisions relating to the governance of the company, and transfers of its assets (the "prescribed provisions"), must be included in CICs' articles.

(4) The precedent resolution complies with all these requirements. You may also want to make other changes. Broadly speaking, any provision of the company's articles can be changed by special resolution or notice of change of name by resolution, as appropriate. However, there are certain exceptions to this:

(i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland; and

(iii) any clause which the articles state is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.

(5) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the articles as a result of section 32 and the Regulations, the resolution will simply substitute a complete new form of memorandum and articles which includes all the changes. If, instead, you wish to introduce the prescribed provisions required by the Regulations (see note 3 above) piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006).

Change of name resolution

The company must notify the Companies House by delivering:

- a notice of change of name, [Form NM01](#) with the appropriate fee
- a copy of the special or written resolution
- a copy of the articles as altered

Sensitive words

Please note the following, if you are changing the name to include a new sensitive word:

If the proposed name contains sensitive or restricted words or expressions you must also complete a [Form NM06](#) request to seek comments of government departments or other specified body on change of name and appropriate supporting information before the name can be changed.

Please refer to the [Companies House booklet](#) GP3 'Life of a Company – Part 2 Event Driven Requirements.

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THE COMPANIES ACT 2006

SPECIAL RESOLUTION

Conversion from a charity to a community interest company

Company no. [*insert number*] _____

COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

Company name _____

_____ LIMITED/PUBLIC

LIMITED COMPANY [*delete as appropriate*]

At a general meeting of the above company, duly convened and held at [*insert address*] _____

On [*insert date*] _____ the following resolution was passed as a special resolution.

RESOLUTION

That: The following clause be added to the company's articles of association:

- (1) [*Insert clause number*] _____ [*insert Company Name*]

_____ community interest company / C.I.C. / community interest public limited company / community interest p.l.c. [*delete as appropriate*]

"The company is to be a community interest company."

- (2) The company's name be changed to:

[*insert company name*] _____

_____ community interest company / C.I.C./ community interest public limited company / community interest p.l.c. [*delete as appropriate*]

- (3) The company's articles of association be altered so as to take the form of the articles of association attached to this resolution, in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

.....
CHAIRMAN

.....
DATE

NOTES

- (1) On the formalities required when an existing charitable company becomes a CIC, see generally section 37 and 39 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and Chapters 4.3 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk).
- (2) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (3) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". However, you should note that a charitable company may not by notice of a change its name resolution (to comply with section 33) without the prior written consent of the Charity Commission (see section 39 of the Act).
- (4) In addition, section 32 of the Act, and regulations made under it (see Part 3 of, and Schedules 1 to 3 to, the Community Interest Company Regulations 2005) prescribe that certain provisions relating to the governance of the company, and transfers of its assets (the "prescribed provisions"), must be included in CICs' articles.
- (5) The precedent resolution complies with all these requirements. You may also want to make other changes. Broadly speaking, any provision of the company's articles can be changed by special resolution or a notice of a change of name by resolution, as appropriate. However, there are certain exceptions to this:
 - (i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland; and
 - (iii) any clause which the articles states is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.

Furthermore, if you wish to alter the statement of the company's objects in its articles before it becomes a CIC, you will need the prior written consent of the Charity Commission.

- (6) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the memorandum and articles as a result of section 32 and the Regulations, the resolution will simply

substitute a complete new form of memorandum and articles which includes all the changes. If, instead, you wish to introduce the prescribed provisions required by the Regulations (see note 3 above) piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the memorandum and articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006).

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THE COMPANIES ACT 2006
MODEL SPECIAL RESOLUTIONS

Conversion of a community interest company to a charity

Company no. [*insert number*] _____

COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

Company name _____
_____ community interest
company / C.I.C. / community interest public limited company / community interest
p.l.c. [*delete as appropriate*]

At a general meeting of the above company, duly convened and held at [*insert
address*] _____

On [*insert date*] _____ the following resolution was passed as a
special resolution.

That:

- (1) Clause _____ [*insert clause number*] containing the following wording be
deleted from the company's articles of association:

“The company is to be a community interest company.”

- (2) The company's name be changed to:

[*insert company
name*] _____

_____ Limited/Public Limited Company [*delete as appropriate*].

- (3) The company's articles of association be altered so as to take the form of the
articles of association attached to this resolution, in substitution for, and to the
exclusion of, any memorandum or articles of association of the company
previously registered with the Registrar of Companies.

NOTES

- (1) On the formalities required when a CIC becomes a charitable company, see generally section 53 to 55 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and Chapters 10.2 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk).
- (2) You will need to satisfy the Charity Commission that your company's constitution fulfils the requirements of charity law, particularly with regard to the statement of its objects which appears in its memorandum. Section 54(7) requires a statement from the Charity Commissioners that in their opinion, if the special resolutions take effect and the company ceases to be a community interest company the company will be an English charity and not an exempt charity. Or a statement by the Scottish Charity Regulator that, if the special resolutions take effect and the company ceases to be a community interest company, the company will be entered on the Scottish Charity Register"
- (3) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (4) You may wish to replace your existing articles with something more closely based on one of the precedents published by the Charity Commission (see <http://www.charity-commission.gov.uk/registration/mgds.asp>).
- (5) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". When a company ceases to be a CIC, it must remove this statement from its articles and adopt a name which does not include a CIC designation.
- (6) Broadly speaking, any provision of the company's memorandum and articles can be changed by special resolution or a notice of a change of name by resolution, as appropriate. However, there are certain exceptions to this:
 - (i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland; and
 - (ii) any clause which the articles state is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.

Furthermore, if you wish to alter the statement of the company's objects in its articles once it has become a charity, you will need the prior written consent of the Charity Commission.

- (7) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the articles, as a result of the conversion under sections 53 to 55, the resolution will simply substitute a complete new form of articles which includes all the changes. If, instead, you wish to introduce all the changes piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006).

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THE COMPANIES ACT 2006

MODEL SPECIAL RESOLUTIONS

Change, specify or remove an asset-locked body

COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

Company no. [*insert number*] _____

Company name _____

_____ community interest company / C.I.C. / community interest public limited company / community interest p.l.c. [*delete as appropriate*]

At a general meeting of the above company, duly convened and held at [*insert address*] _____

On [*insert date*] _____ the following resolution was passed as a special resolution.

That:

- (1) Clause _____ [*insert the number of the clause*] be amended in the company's articles of association as follows:

- (2) The company's articles of association be altered so as to take the form of the articles of association attached to this resolution, in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

.....
CHAIRMAN

.....
DATE

NOTES

- (1) This precedent is drafted, as a certificate of passing of the special resolution which a company must pass to alter its articles of association. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document, which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (2) You must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006)

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THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To add, remove, or alter the company's objects

COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

Company no. [*insert number*] _____

Company name _____

_____ community interest company / C.I.C. / community interest public limited company / community interest p.l.c. [***delete as appropriate***]

At a general meeting of the above company, duly convened and held at [*insert address*] _____

On [*insert date*] _____ the following resolution was passed as a special resolution.

That:

(1) The following clause be amended in the company's articles of association as follows:

(1) Clause _____ [*insert clause number*] _____

(2) The company's articles of association be altered so as to take the form of the articles of association attached to this resolution, in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

.....
CHAIRMAN

.....
DATE

NOTES

(1) This precedent is drafted, as a certificate of passing of the special resolution which a company must pass to alter its articles of association. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document, which should be forwarded to Companies House to show that the resolutions have been passed as required.

(2) You must file a consolidated text of the memorandum and articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006).