

## ANNEX B

## SPECIAL RESOLUTIONS

- ❖ Model special resolution converting a limited company to a CIC  
Companies registered in England, Wales and Scotland  
Companies registered in Northern Ireland
- ❖ Model special resolution converting a charity to a CIC  
Companies registered in England and Wales only
- ❖ Model special resolution converting a CIC to a charity  
Companies registered in England, Wales, Scotland  
Companies registered in Northern Ireland
- ❖ Model special resolution to alter the memorandum and articles of association to change or specify an asset locked body  
Companies registered in England, Wales and Scotland  
Companies registered in Northern Ireland
- ❖ Model special resolutions to alter the object statement of the memorandum and articles of association  
Companies registered in England, Wales and Scotland  
Companies registered in Northern Ireland
- ❖ Model special resolutions to insert, delete or alter a clause in the memorandum and articles of association  
Companies registered in England, Wales and Scotland  
Companies registered in Northern Ireland

**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](http://www.cicregulator.gov.uk) and click on the "forms" tab.**

**ANNEX B**

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS  
CONVERSION FROM AN "ORDINARY" LIMITED COMPANY TO A COMMUNITY  
INTEREST COMPANY

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_

LIMITED/PUBLIC LIMITED COMPANY [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

- (1) The following clause be added to the company's memorandum of association:

" [insert clause number] \_\_\_\_ [insert Company Name]

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ **Community**  
**interest company** 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 memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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](http://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 memorandum 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' memoranda or articles.
- (4) The precedent resolution complies with all these requirements. You may also want to make other changes (for example to the company's objects). Broadly speaking, any provision of the company's memorandum and articles can be changed by special resolution. However, there are certain exceptions to this:
  - (i) the clause in the memorandum which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland;
  - (ii) the "subscriber clause" in the memorandum identifying the original subscribers to the memorandum and details of the guarantee they have given (if the company is limited by guarantee) or the shares they have agreed to take (if the company is limited by shares); and
  - (iii) any clause which the memorandum states 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 change of name and 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 18 of the Companies Act 1985).

ANNEX B

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS  
CONVERSION FROM A CHARITY TO A CIC

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

---

---

LIMITED/PUBLIC LIMITED COMPANY [*delete as appropriate*]

Passed [*insert date*]

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

---

---

\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

- (1) The following clause be added to the company's memorandum of association:

" [insert clause number] \_\_\_\_ [insert Company Name]

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ **Community**  
**interest company** 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 memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
 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](http://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 memorandum 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 special resolution change its name (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' memoranda or 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 memorandum and articles can be changed by special resolution. However, there are certain exceptions to this:
  - (i) the clause in the memorandum which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland;
  - (ii) the "subscriber clause" in the memorandum identifying the original subscribers to the memorandum and details of the guarantee they have given (if the company is limited by guarantee) or the shares they have agreed to take (if the company is limited by shares); and

- (iii) any clause which the memorandum 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 memorandum before it becomes a CIC, you will need the prior written consent of the Charity Commission.

- (6) With the exception of the change of name and 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 18 of the Companies Act 1985).

ANNEX B

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS  
CONVERSION OF A CIC TO A CHARITY

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

- (1) The following clause be deleted from the company's memorandum of association:

" [*insert clause number*] \_\_\_\_ [*insert Company Name*]

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ **Community**  
**interest company** The company is to  
 be a community interest company."

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

[*insert Company Name*]

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ limited / p.l.c. [*delete as appropriate*]

- (3) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
 CHAIRMAN

.....  
 DATE

## 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](http://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 memorandum and 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 memorandum 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 memorandum 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. However, there are certain exceptions to this:
  - (i) the clause in the memorandum which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland;

- (ii) the “subscriber clause” in the memorandum identifying the original subscribers to the memorandum and details of the guarantee they have given (if the company is limited by guarantee) or the shares they have agreed to take (if the company is limited by shares); and
- (iii) any clause which the memorandum 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 memorandum once it has become a charity, you will need the prior written consent of the Charity Commission.

- (7) With the exception of the change of name and 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 the conversion under sections 53 to 55, the resolution will simply substitute a complete new form of memorandum and 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 memorandum and articles as altered by any special resolution: it is an offence not to do so (see section 18 of the Companies Act 1985).

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS CHANGE, OR  
TO SPECIFY, AN ASSET LOCKED BODY

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

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

" [*insert clause number*] \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

- (2) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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 18 of the Companies Act 1985)

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS TO ALTER THE OBJECT STATEMENT OF THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

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

" [*insert clause number*] \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- (2) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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 18 of the Companies Act 1985)

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS TO INSERT, DELETE OR ALTER A CLAUSE IN THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

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

" [*insert clause number*] \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- (2) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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 18 of the Companies Act 1985)

**ANNEX B**

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS  
CONVERSION FROM AN "ORDINARY" LIMITED COMPANY TO A COMMUNITY  
INTEREST COMPANY

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES (NORTHERN IRELAND) ORDER 1986  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_

LIMITED/PUBLIC LIMITED COMPANY [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

- (1) The following clause be added to the company's memorandum of association:

" [insert clause number] \_\_\_\_ [insert Company Name]

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ **Community**  
**interest company** 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 memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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](http://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 Registry to show that the resolutions have been passed as required.
- (3) Section 32 obliges every CIC to include in its memorandum 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' memoranda or articles.
- (4) The precedent resolution complies with all these requirements. You may also want to make other changes (for example to the company's objects). Broadly speaking, any provision of the company's memorandum and articles can be changed by special resolution. However, there are certain exceptions to this:
  - (i) the clause in the memorandum which specifies whether the company's registered office is to be located in Northern Ireland;
  - (ii) the "subscriber clause" in the memorandum identifying the original subscribers to the memorandum and details of the guarantee they have given (if the company is limited by guarantee) or the shares they have agreed to take (if the company is limited by shares); and
  - (iii) any clause which the memorandum states 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 change of name and 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 18 of the Companies Act 1985 or Article 29 of the Companies (Northern Ireland) Order 1986).

ANNEX B

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS  
CONVERSION OF A CIC TO A CHARITY

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES (NORTHERN IRELAND) ORDER 1986  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

- (1) The following clause be deleted from the company's memorandum of association:

" [*insert clause number*] \_\_\_\_ [*insert Company Name*]

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ **Community**  
**interest company** The company is to  
 be a community interest company."

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

[*insert Company Name*]

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ limited / p.l.c. [*delete as appropriate*]

- (3) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
 CHAIRMAN

.....  
 DATE

## 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](http://www.cicregulator.gov.uk)).
- (2) Section 54(7) requires a statement from the Commissioners of Her Majesty's Revenue and Customs that the company has claimed exemption under 505(1) of the Income and Corporation Taxes Act 1988.
- (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 Registry to show that the resolutions have been passed as required.
- (4) You may wish to replace your existing memorandum and 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 memorandum 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 memorandum 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. However, there are certain exceptions to this:
  - (i) the clause in the memorandum which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland;
  - (ii) the "subscriber clause" in the memorandum identifying the original subscribers to the memorandum and details of the guarantee they have given (if the company is limited by guarantee) or the shares they have agreed to take (if the company is limited by shares); and

- (iii) any clause which the memorandum 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 memorandum once it has become a charity, you will need the prior written consent of the Charity Commission.

- (7) With the exception of the change of name and 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 the conversion under sections 53 to 55, the resolution will simply substitute a complete new form of memorandum and 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 memorandum and articles as altered by any special resolution: it is an offence not to do so (see section 18 of the Companies Act 1985 or Article 29 of the Companies (Northern Ireland) Order 1986).

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS CHANGE, OR  
TO SPECIFY, AN ASSET LOCKED BODY

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES (NORTHERN IRELAND) ORDER 1986  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

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

"[*insert clause number*] \_\_\_\_\_

---

---

- (2) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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 Registry 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 18 of the Companies Act 1985) or Article 29 of the Companies (Northern Ireland) Order 1986.).

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS TO ALTER THE OBJECT STATEMENT OF THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES (NORTHERN IRELAND) ORDER 1986  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

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

" [*insert clause number*] \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- (2) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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 (Article 29 of the Companies (Northern Ireland) Order 1986).

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, his staff or his legal advisors.

MODEL SPECIAL RESOLUTIONS TO INSERT, DELETE OR ALTER A CLAUSE IN THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION

Company no. [*insert number*] \_\_\_\_\_

THE COMPANIES (NORTHERN IRELAND) ORDER 1986  
COMPANY LIMITED BY SHARES / GUARANTEE [*delete as appropriate*]

SPECIAL RESOLUTION  
OF  
[*insert company name*]

\_\_\_\_\_  
\_\_\_\_\_  
COMMUNITY INTEREST COMPANY / C.I.C. / COMMUNITY INTEREST PUBLIC LIMITED  
COMPANY / COMMUNITY INTEREST P.L.C. [*delete as appropriate*]

\_\_\_\_\_  
Passed [*insert date*]  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ on [*insert date*] \_\_\_\_\_ at [*insert time*] \_\_\_\_\_  
am/pm the following resolution was passed as a special resolution.

RESOLUTION

That:

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

" [*insert clause number*] \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- (2) The company's memorandum and articles of association be altered so as to take the form of the memorandum and 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.

.....  
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 (Article 29 of the Companies (Northern Ireland) Order 1986).