

## SCHEDULE 1

Regulation 26

### REGISTERS

#### PART 1

#### REGISTER OF MEMBERS

##### **Register of members**

1.—(1) In a register of members there must be entered for each member of the CIO—

- (a) the name of the member;
- (b) a service address of the member;
- (c) the date on which the person was registered as a member;
- (d) if the CIO has more than one class of member, a statement of the class to which the member belongs; and
- (e) the date on which the person ceased to be a member.

(2) For the purpose of sub-paragraph (1)(b) “The principal office of the CIO” may be entered as the service address.

(3) Every CIO having more than 50 members must keep the register in such a form as to constitute in itself an index.

##### **Single member CIO**

2.—(1) If a CIO has only one member there must be entered in the register, with the entry in the register relating to the sole member, a statement that the CIO has only one member.

(2) If the number of members of a CIO falls to one there must be entered in the register, with the entry in the register relating to the sole member, the date on which the CIO became a CIO having only one member.

(3) If the number of members of a CIO increases from one to two or more members there must be entered in the register, with the entry in the register relating to the sole member, the date on which the CIO ceased to be a CIO having only one member.

##### **Removal of entries relating to former members after 10 years**

3. An entry relating to a former member of a CIO may be removed from the register of members after the expiration of 10 years from the date on which that person ceased to be a member.

#### PART 2

#### REGISTER OF CHARITY TRUSTEES

##### **Register of charity trustees**

4.—(1) In a register of charity trustees there must be entered for each charity trustee of the CIO—

- (a) the name of the charity trustee, including in respect of an individual any former name or names;
- (b) a service address of the charity trustee;

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- (c) the date on which the person was registered as a charity trustee;
  - (d) if the CIO (being a foundation CIO) has more than one class of member, a statement of the class to which the charity trustee belongs;
  - (e) the date on which the person ceased to be a charity trustee.
- (2) If the charity trustee is an individual “The principal office of the CIO” may be entered as the service address.
- (3) If the charity trustee is a body corporate—
- (a) the service address entered in the register must be the registered or principal office of the body corporate;
  - (b) company registration information for the body corporate must be entered in the register.
- (4) If a person has been appointed interim manager of the CIO, there must be entered in the register—
- (a) a statement that such a manager has been appointed under section 76 of the 2011 Act (suspension of trustees etc and appointment of interim managers); and
  - (b) the interim manager particulars.
- (5) In this paragraph—
- “company registration information” means—
- (a) in the case of an EEA company to which the First Company Law Directive ([68/151/EEC](#))(1) applies, particulars of—
    - (i) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state); and
    - (ii) the registration number in that register;
  - (b) in the case of a body corporate which is not an EEA company mentioned in paragraph (a), particulars of—
    - (i) the legal form of the company or body corporate and the law by which it is governed; and
    - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register;
- “EEA company” means a company governed by the law of an EEA state(2);
- “interim manager particulars” means, in relation to a person appointed as interim manager under section 76 of the 2011 Act—
- (a) the person’s name;
  - (b) where the person appointed is a body corporate, the name of the individual responsible for dealing with all matters arising from the body corporate’s appointment as interim manager;
  - (c) the person’s service address; and
  - (d) the date on which the person was appointed as interim manager.

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(1) Directive of the Council on co-ordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 58 of the Treaty, with a view to making such safeguards equivalent throughout the Community. OJ No L 65, 14.03.1968, p8.

(2) For the meaning of “EEA state” see the Interpretation Act [1978 \(c.30\)](#), Schedule 1.

## PART 3

### MAINTENANCE OF AND ACCESS TO REGISTERS

#### Updating registers

5. The CIO must make an alteration to the register of members or register of charity trustees within 28 days of the date on which the event necessitating the alteration occurs.

#### Registers to be kept available for inspection

6. A CIO must keep a register maintained in accordance with this Schedule available for inspection at its principal office as it appears on the register of charities or, where the charity trustees pass a resolution to that effect, at any other address specified in the resolution.

#### Members register: rights of access

7.—(1) A member or charity trustee of the CIO is entitled on request to inspect or to be provided with a copy of all or part of the register of members where—

- (a) the request is made for the purposes of carrying out the requester's duties as a charity trustee or member of the CIO; or
- (b) the request is to inspect or to be provided with a copy of the entry in the register which is made for the requester.

(2) No other person is entitled to inspect or to be provided with a copy of the register kept by a CIO except as provided in sub-paragraph (3).

(3) A person is entitled on request to inspect or to be provided with a copy of all or part of the register of members if—

- (a) in accordance with its constitution, some or all of the members of the CIO are liable to contribute to its assets if it is wound up;
- (b) the CIO has been or is in the course of being wound up; and
- (c) the request is made for the purposes of recovering a member's contribution.

(4) For the purposes of sub-paragraph (3), if not all of its members are liable to contribute to its assets if it is wound up, the entitlement is limited to those entries on the register that relate to members who are so liable.

(5) Where a CIO makes the register available for inspection or provides a copy in response to a request other than under sub-paragraph (1) it may require payment of such fee as the charity trustees may reasonably require in respect of the costs of complying with the request.

#### Trustees register: rights of access

8.—(1) Any person is entitled on request to inspect or to be provided with a copy of all or part of the register of charity trustees kept by the CIO.

(2) Where a CIO makes the register available for inspection or provides a copy in response to a request other than under sub-paragraph (3), it may require payment of such fee as the charity trustees may reasonably require in respect of the costs of complying with the request.

(3) A member or charity trustee of the CIO is entitled to inspect or to be provided with a copy of all or part of the register without payment of a fee where—

- (a) the request is made for the purposes of carrying out the requester's duties as a charity trustee or member of the CIO; or

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- (b) the request is to inspect or to be provided with a copy of the entry in the register which is made for the requester.

### **Information relating to charity trustees: grounds for refusal**

**9.** A CIO may refuse a request under paragraph 8 in relation to any entry in the register relating to a person who is or was a charity trustee if that person is affected by a dispensation from any reporting requirements under regulations 40 and 41 of the Charities (Accounts and Reports) Regulations 2008<sup>(3)</sup>.

### **Information as to state of register**

**10.**—(1) When a person inspects a CIO’s register of members or register of charity trustees or is provided with a copy of the register or part of it, the CIO must provide that person with the information specified in sub-paragraph (2).

(2) The information to be provided is—

- (a) the most recent date (if any) on which alterations were made to the register or to the relevant part of it; and
- (b) confirmation either—
  - (i) that there are no further alterations to be made to the register or to the relevant part of it; or
  - (ii) if there are alterations to be made but which have not yet been made, that there are alterations to be made.

## **PART 4**

### **INTERPRETATION**

#### **Names and former names**

**11.**—(1) For the purposes of paragraphs 1 and 4 of this Schedule—

“name” means, in relation to an individual, the individual’s forename and surname;

“former name” means a name by which an individual was formerly known for business purposes but does not include—

- (a) in the case of a peer or an individual normally known by a British title, a name by which the person was known previous to the adoption of or succession to the title;
- (b) in the case of any person, a name that—
  - (i) was changed or disused before the person attained the age of 16 years; or
  - (ii) has been changed or disused for 20 years or more.

(2) Despite paragraph (1), in the case of a peer or an individual usually known by a title, the title may be stated instead of or in addition to the peer or individual’s forename and surname.

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(3) [S.I. 2008/629](#). There are amendments to the Regulations not relevant to these Regulations.

## SCHEDULE 2

Regulation 50

### DOCUMENTS AND INFORMATION SENT OR SUPPLIED TO A CIO

#### **Application of this Schedule**

1. This Schedule applies to documents or information sent or supplied to a CIO but not to documents or information sent or supplied by one CIO to another.

#### **Communications in hard copy form: introduction**

2. A document or information is validly sent or supplied to a CIO if it is sent or supplied in hard copy form in accordance with this Schedule.

#### **Method of communication in hard copy form**

3.—(1) A document or information in hard copy form may be sent or supplied by hand or by post to an address in accordance with paragraph 4.

(2) For the purposes of this Schedule, a person sends a document or information by post if the person posts a prepaid envelope containing the document or information.

#### **Address for communications in hard copy form**

4. A document or information in hard copy form may be sent or supplied—

- (a) to an address specified by the CIO for the purpose;
- (b) to the CIO's principal office as it appears on the register of charities.

#### **Communications in electronic form: introduction**

5. A document or information is validly sent or supplied to a CIO if it is sent or supplied in electronic form in accordance with this Schedule.

#### **Conditions for use of communications in electronic form**

6. A document or information may only be sent or supplied to a CIO in electronic form if—

- (a) the CIO has agreed (generally or specifically) that the document or information may be sent or supplied in that form and the CIO has not revoked that agreement; or
- (b) the CIO is treated by regulation 51 as having so agreed.

#### **Address for communications in electronic form**

7.—(1) Where a document or information is sent or supplied in electronic form by electronic means, it may only be sent or supplied to an address—

- (a) specified for the purpose (generally or specifically) by the CIO; or
- (b) treated by regulation 51 as being so specified.

(2) Where a document or information is sent or supplied in electronic form by hand or by post, it must be sent or supplied to an address to which, if it were in hard copy form, it could be validly sent in accordance with paragraphs 3 and 4.

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## SCHEDULE 3

Regulation 50

### COMMUNICATIONS BY A CIO

#### **Application of this Schedule**

1. This Schedule applies to documents or information sent or supplied by a CIO, including documents or information sent or supplied by one CIO to another.

#### **Communications in hard copy form: introduction**

2. A document or information is validly sent or supplied by a CIO if it is sent or supplied in hard copy form in accordance with this Schedule.

#### **Method of communication in hard copy form**

3.—(1) A document or information in hard copy form must be—

- (a) handed to the intended recipient; or
- (b) sent or supplied by hand or by post to an address in accordance with paragraph 4.

(2) For the purposes of this Schedule, a person sends a document or information by post if the person posts a prepaid envelope containing the document or information.

#### **Address for communications in hard copy form**

4.—(1) A document or information in hard copy form may be sent or supplied by the CIO—

- (a) to an address specified for the purpose by the intended recipient;
- (b) to a person in their capacity as a member of the CIO at that person's address as shown in the CIO's register of members;
- (c) to a person in their capacity as a charity trustee of the CIO at that person's address as shown in the CIO's register of charity trustees;
- (d) to another CIO at its principal office as it appears on the register of charities.

(2) Where the CIO is unable to obtain an address falling within sub-paragraph (1), the document or information may be sent or supplied to the intended recipient's last address known to the CIO.

#### **Communications in electronic form: introduction**

5. A document or information is validly sent or supplied by a CIO if it is sent in electronic form in accordance with this Schedule.

#### **Conditions for use of communications in electronic form**

6. A document or information may only be sent or supplied by a CIO in electronic form to a person who has agreed (generally or specifically) that the document or information may be sent or supplied in that form and the person has not revoked that agreement.

#### **Address for communications in electronic form**

7.—(1) Where a document or information is sent or supplied in electronic form by electronic means, it may only be sent or supplied to an address specified for the purpose (generally or specifically) by the intended recipient.

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(2) Where a document or information is sent or supplied in electronic form by hand or by post, it must be—

- (a) handed to the intended recipient; or
- (b) sent or supplied to an address to which, if it were in hard copy form, it could be validly sent in accordance with paragraphs 3 and 4.

#### **Communications by means of a website: introduction**

8. A document or information is validly sent or supplied by a CIO if it is made available on a website in accordance with this Schedule.

#### **Agreement to use of website**

9. A document or information may only be sent or supplied by the CIO to a person (“A”) by being made available on a website if A—

- (a) has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, and has not revoked that agreement; or
- (b) is treated as having so agreed under paragraph 10.

#### **Implicit agreement of members to use of website**

10.—(1) This paragraph applies to a document or information to be sent or supplied by a CIO to a person in their capacity as a member of the CIO.

(2) To the extent that—

- (a) the members of the CIO have resolved that the CIO may send or supply documents or information to members by making them available on a website; or
- (b) the CIO’s constitution contains provision to that effect,

a person in relation to whom the conditions in sub-paragraph (3) are met is treated as having agreed that documents or information may be sent or supplied to them in that manner.

(3) The conditions are—

- (a) the person (“M”) has been asked individually by the CIO to agree that the CIO may send or supply documents or information generally, or the documents or information in question, to M by means of a website; and
- (b) the CIO has not received a response from M within the period of 28 days starting with the date on which the CIO’s request was sent.

(4) M is not treated as having agreed if the CIO’s request—

- (a) did not state clearly what the effect of a failure to respond would be; or
- (b) was sent less than 12 months after a previous request made to M for the purpose of this paragraph in respect of the same or a similar class of documents or information.

#### **Availability of document or information on website**

11.—(1) A document or information authorised or required to be sent or supplied by a CIO by means of a website must be made available in a form, and by a means, that the CIO reasonably considers will enable the intended recipient—

- (a) to read it; and
- (b) to retain a copy of it.

(2) For this purpose a document or information can only be read if—

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- (a) it can be read with the naked eye; or
- (b) to the extent that it consists of images (for example photographs, pictures, maps, plans or drawings) it can be seen with the naked eye.

#### **Notification of availability on website**

- 12.**—(1) The CIO must notify the intended recipient of—
- (a) the presence of the document or information on the website;
  - (b) the address of the website;
  - (c) the place on the website where it may be accessed; and
  - (d) how to access the document or information.
- (2) The document or information is treated as having been sent or supplied—
- (a) on the date on which the notification required by this paragraph is sent; or
  - (b) if later, the date on which the document or information first appears on the website after the notification is sent.

#### **Period of availability of website**

- 13.**—(1) The CIO must make the document or information available throughout—
- (a) any period specified by any applicable charity law provision; or
  - (b) if no such period is specified, the period of 28 days starting on the date on which the notification required under paragraph 12 is sent to the person in question.
- (2) For the purposes of this paragraph, a failure to make a document or information available on a website throughout the period mentioned in sub-paragraph (1) is to be disregarded if—
- (a) it is made available on the website for part of that period; and
  - (b) the failure to make it available throughout that period is wholly attributable to circumstances that it would not be reasonable to expect the CIO to prevent or avoid.

## SCHEDULE 4

Regulation 63

### CONSEQUENTIAL AMENDMENTS

#### **Amendment of the Charities (Exception from Registration and Accounts) Regulations 1965**

**1.** After sub-paragraph (c) of regulation 2 of the Charities (Exception from Registration and Accounts) Regulations 1965<sup>(4)</sup> insert—

“or

- (d) a charitable incorporated organisation.”.

#### **Amendment of the Charities (Exception of Universities from Registration) Regulations 1966**

**2.** In regulation 2 of the Charities (Exception of Universities from Registration) Regulations 1966<sup>(5)</sup>, after “Charities Act 1960” insert “or a charitable incorporated organisation”.

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(4) S.I. 1965/1056.

(5) S.I. 1966/965.



### **Amendment of the Charities (Misleading Names) Regulations 1992**

3. In the Schedule to the Charities (Misleading Names) Regulations 1992<sup>(6)</sup>—
- (a) after “Building society” insert “Charitable incorporated organisation”; and
  - (b) after “Royalty” insert “Sefydliad elusennol corfforedig”.

### **Amendment of the Charities (Exception from Registration) Regulations 1996**

4.—(1) The Charities (Exception from Registration) Regulations 1996<sup>(7)</sup> are amended as follows.

- (2) In regulation 4—
- (a) at the start of paragraph (2), insert “Subject to paragraph (4),”; and
  - (b) after paragraph (3), insert—  
“<sup>(4)</sup> This regulation shall not apply to a charity which is constituted as a charitable incorporated organisation.”.
- (3) In regulation 5—
- (a) at the start of paragraph (2), insert “Subject to paragraph (3),”; and
  - (b) after paragraph (2), insert—  
“<sup>(3)</sup> This regulation shall not apply to a charity which is constituted as a charitable incorporated organisation.”.

### **Amendment of the Charities (Exception from Registration) Regulations 2008**

5.—(1) The Charities (Exception from Registration) Regulations 2008<sup>(8)</sup> are amended as follows.

- (2) In regulation 2—
- (a) at the start of paragraph (2), insert “Subject to paragraph (4),”; and
  - (b) after paragraph (3), insert—  
“<sup>(4)</sup> This regulation does not apply to a charity which is constituted as a charitable incorporated organisation.”.

### **Amendment of the Charities (Exception from Registration) Regulations 2010**

6.—(1) The Charities (Exception from Registration) Regulations 2010<sup>(9)</sup> are amended as follows.

- (2) In regulation 2 after “Subject to” insert “regulation 4 and to”.
- (3) In regulation 3 after “Subject to” insert “regulation 4 and to”.
- (4) After regulation 3 insert—  
“<sup>(4)</sup> These Regulations do not apply to a charity which is constituted as a charitable incorporated organisation.”.

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<sup>(6)</sup> S.I. 1992/1901.

<sup>(7)</sup> S.I. 1996/180, amended by S.I. 2007/2655.

<sup>(8)</sup> S.I. 2008/3268, amended by S.I. 2011/1725.

<sup>(9)</sup> S.I. 2010/502.