

Consents for charitable companies – frequently asked questions

Q1. We have revised our company's governing document to keep it up to date. Do we need the Charity Commission's permission to make these changes?

Your governing document may say that our permission is required before any changes are made to it. If the governing document does not say this, you will still need our permission to make a regulated change.

Q2. What is a regulated change?

A regulated change is:

- an amendment of the company's articles of association adding, removing or altering a statement of the company's objects
- any alteration of any provision of its articles of association directing the application of property of the company on its dissolution
- any alteration of any provision of its articles of association where the alteration would provide authorisation for any benefit to be obtained by directors or members of the company, or persons connected with them.

If the change is a regulated change, you will need to obtain our written consent before the company members agree to the change.

Q3. Do we need the consent of the Commission to changes which are not regulated?

Generally, your company would not require our consent. An exception to this would be where the effect of the change is to remove an express prohibition in the governing document for paying a trustee. This change would require our consent.

Q4. What do we need to send to the Commission to obtain its consent?

You or your legal advisers can make an application for consent. You should send us a copy of the existing governing document and a copy of the draft governing document with the proposed changes.

Q5. What will the Commission do to process the application?

We will scrutinise both documents to ensure that the charitable nature of the company has not been affected by the changes. If we have no objection to the change, we will send the consent in writing to the applicant.

Q6. What if the Commission is not satisfied with our new objects?

We will object to the changes and provide reasons for our objection. It may then be possible for your company to make amendments so that the new objects satisfy our requirements.

Q7. How long will it take?

We aim to process applications within three months of receipt. In the event of your company wishing to change its objects, the change will come into effect once registered with Companies House. In a case where there is no change to the objects, the alteration will come into effect once the resolution is passed (and, if required, our consent is obtained).

Q8. Are there any other requirements?

Once you have our written consent, you may put the changes to the membership for approval by special resolution. You will then have to forward a copy of your articles following alteration to Companies House along with a copy of the special resolution. The change does not become effective until the special resolution has been passed.

For further information on company requirements you should contact Companies House www.companieshouse.gov.uk.

If your charity is registered with the Commission, you must notify us that the special resolution has been passed so that we can update your charity details on the register of charities.

Q9. What other actions by companies must the Commission consent to?

Certain acts of companies require the approval of members, for example, awards of long term service contracts or the provision of loans to directors. Approval of members will be ineffective without our prior written consent. For full details of consents, please see our guidance document [Consents for charitable companies](#).

Q10. What if we or someone connected to the company is unhappy with the decision you have given?

Anyone who is unhappy with the decision can apply to us for a review of our decision. Where possible we will refer the matter to someone who did not make the original decision. This means that someone else will look at the papers to see if the decision can be changed. More information on our decision review process is available [here](#). The decision can also be appealed to the Charity Tribunal.