



Charities Act 2011

2011 CHAPTER 25

PART 11

CHARITABLE INCORPORATED ORGANISATIONS (CIOS)

CHAPTER 4

CONVERSION, AMALGAMATION AND TRANSFER

Amalgamation of CIOs

235 Application for amalgamation of CIOs

- (1) Any two or more CIOs (“the old CIOs”) may, in accordance with this section, apply to the Commission to be amalgamated, and for the incorporation and registration as a charity of a new CIO (“the new CIO”) as their successor.
- (2) The old CIOs must supply the Commission with—
 - (a) a copy of the proposed constitution of the new CIO,
 - (b) such other documents or information as may be prescribed by CIO regulations, and
 - (c) such other documents or information as the Commission may require for the purposes of the application.
- (3) In addition to the documents and information referred to in subsection (2), the old CIOs must supply the Commission with—
 - (a) a copy of a resolution of each of the old CIOs approving the proposed amalgamation, and
 - (b) a copy of a resolution of each of the old CIOs adopting the proposed constitution of the new CIO.
- (4) The resolutions referred to in subsection (3) must have been passed—

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- (a) by a 75% majority of those voting at a general meeting of the CIO (including those voting by proxy or by post, if voting that way is permitted), or
 - (b) unanimously by the CIO's members, otherwise than at a general meeting.
- (5) The date of passing of such a resolution is—
- (a) the date of the general meeting at which it was passed, or
 - (b) if it was passed otherwise than at a general meeting, the date on which provision in the CIO's constitution or in regulations made under section 223 treats it as having been passed (but that date may not be earlier than that on which the last member agreed to it).

236 Notice of application for amalgamation

- (1) Each old CIO must—
- (a) give notice of the proposed amalgamation in the way (or ways) that in the opinion of its charity trustees will make it most likely to come to the attention of those who would be affected by the amalgamation, and
 - (b) send a copy of the notice to the Commission.
- (2) The notice must invite any persons who consider that they would be affected by the proposed amalgamation to make written representations to the Commission no later than a date determined by the Commission and specified in the notice.

237 Cases where application must or may be refused

- (1) The Commission must refuse an application for amalgamation if—
- (a) it is not satisfied that the new CIO would be a charity at the time it would be registered, or
 - (b) the new CIO's proposed constitution does not comply with one or more of the requirements of section 206 and any regulations made under that section.
- (2) In addition to being required to refuse it on one of the grounds mentioned in subsection (1), the Commission must refuse an application for amalgamation if it considers that there is a serious risk that the new CIO would be unable properly to pursue its purposes.
- (3) The Commission may refuse an application for amalgamation if—
- (a) the proposed name of the new CIO—
 - (i) is the same as, or
 - (ii) is in the opinion of the Commission too like,

the name [^{F1}or a working name] of any other charity (whether registered or not), or
 - (b) the Commission is of the opinion referred to in any of paragraphs (b) to (e) of section 42(2) (power to require charity's name [^{F2}or working name] to be changed) in relation to the proposed name of the new CIO (reading paragraph (b) as referring to the proposed purposes of the new CIO and to the activities which it is proposed it should carry on).
- (4) The Commission may refuse an application for amalgamation if it is not satisfied that the provision in the constitution of the new CIO about the matters mentioned in subsection (5) is—
- (a) the same, or

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- (b) substantially the same,
as the provision about those matters in the constitutions of each of the old CIOs.
- (5) The matters are—
 - (a) the purposes of the CIO,
 - (b) the application of property of the CIO on its dissolution, and
 - (c) authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them.
- (6) Sections 248 (meaning of “benefit”) and 249 (meaning of “connected person”) apply for the purposes of this section.
- (7) In this section and sections 238 and 239, “application for amalgamation” means an application under section 235.

Textual Amendments

- F1** Words in s. 237(3) inserted (14.6.2023) by Charities Act 2022 (c. 6), s. 41(4), **Sch. 2 para. 35(a)**; S.I. 2023/643, Sch. para. 20(r)
- F2** Words in s. 237(3)(b) inserted (14.6.2023) by Charities Act 2022 (c. 6), s. 41(4), **Sch. 2 para. 35(b)**; S.I. 2023/643, Sch. para. 20(r)

238 Registration of amalgamated CIO

- (1) If the Commission grants an application for amalgamation, it must register the new CIO in the register of charities.
- (2) The entry relating to the registration in the register of the charity constituted as the new CIO must include—
 - (a) a note that it is constituted as a CIO,
 - (b) the date of the charity's registration, and
 - (c) a note that the CIO was formed following amalgamation, and of the name of each of the old CIOs.
- (3) A copy of the entry in the register must be sent to the charity at the principal office of the new CIO.

239 Effect of registration

- (1) Upon the registration of the new CIO it becomes by virtue of the registration a body corporate—
 - (a) whose constitution is that proposed in the application for amalgamation,
 - (b) whose name is that specified in the constitution, and
 - (c) whose first members are the members of the old CIOs immediately before the new CIO was registered.
- (2) Upon the registration of the new CIO—
 - (a) all the property, rights and liabilities of each of the old CIOs become by virtue of this subsection the property, rights and liabilities of the new CIO, and
 - (b) each of the old CIOs is dissolved.

[^{F3}(3) Subsection (4) applies to a gift if—

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- (a) the gift would have taken effect as a gift to one of the old CIOs if it had not been dissolved, and
 - (b) the date on which the gift would have taken effect is a date on or after the date of the registration of the new CIO.
- (4) The gift takes effect as a gift to the new CIO.]

Textual Amendments

F3 S. 239(3)(4) substituted for s. 239(3) (7.3.2024) by [Charities Act 2022 \(c. 6\)](#), **ss. 33(2)**, 41(4) (with s. 33(5)); [S.I. 2024/265](#), [reg. 3](#), [Sch. 1 para. 8](#)

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 106(1)-(1B) substituted for s. 106(1) by [2022 c. 6 s. 16\(a\)](#)
- s. 322(2)(ea) inserted by [2022 c. 6 Sch. 2 para. 26](#)
- s. 331A331B and cross-heading inserted by [2022 c. 6 s. 15](#)