Resolution for the TSL Annual General Meeting 17/11/2026

Why the Trustees Are Proposing These Changes

Purpose of this proposal. The trustees ask members to consider changes to the constitution that would make membership, voting, meeting attendance and dispute resolution clearer. The aim is to keep meaningful member oversight while reducing uncertainty about who is a member, who may vote, and how many member organisations must attend before decisions can be made. The proposed approach follows Charity Commission best practice by ensuring that organisations with voting rights have their own legal personality and can therefore hold membership rights and responsibilities in their own name. The changes would also correct errors in the current text and bring it up to date with charity law.

The resolution: "The members approve the amended constitution of the CIO in the form circulated in advance of this Annual General Meeting, with effect from the close of this meeting. The amendments include provisions under which: voting members are eligible organisations with legal personality; each member organisation appoints one representative and has one vote; organisations without legal personality may take part through a non-voting membership class; the quorum for a general meeting is five voting member organisations and the quorum for a meeting held again after an adjournment is three; and disputes under the constitution must normally be referred to independent mediation before court proceedings. The charity trustees are authorised to send this resolution and the amended constitution to the Charity Commission within 15 days of the resolution being passed."

Voting requirement. This proposal changes the CIO's constitution. It will pass only if it receives the approval required by charity law: at least 75% of the votes cast at the general meeting.

None of the amendments alters the CIO's objects, its dissolution clause or its amendment clause, or authorises any benefit to trustees or members, so the Charity Commission's prior consent is not required. Under section 227 of the Charities Act 2011, as amended, the amendments take effect on the date stated in the resolution, which is the close of this meeting. The resolution and the amended constitution must be sent to the Commission within 15 days.

Rules for this meeting. This Annual General Meeting is held under the CIO's current constitution because the amendments take effect only at its close. The current rules on notice, quorum and voting therefore apply. Each member's authorised representative should attend and vote in person unless the current constitution expressly permits proxy or postal voting. Members should attend in person because the current constitution does not provide for general meetings to be held online.

Information for Members

What Would Change

1. **Voting members would be organisations with legal personality.** Only a charity or voluntary organisation with legal personality—such as a CIO, a company limited by guarantee or a registered society—could be a voting member. An individual could not be a voting member in their own right. Existing individual members would become non-voting members unless they chose to leave.
   In plain English, "legal personality" means that the organisation exists as a legal entity in its own right, separate from the people who run it. It can own property, employ staff, enter contracts and hold legal rights and responsibilities in its own name.
2. **Each member organisation would appoint one representative.** The organisation would remain the member. Its appointed representative could receive notices and attend, speak and vote on its behalf. Changing the representative would not change the organisation's membership. It could also name one alternate to act when its representative cannot attend.
3. **Organisations without legal personality can remain involved.** They can join as non-voting associate members, with rights set by the trustees under the constitution. The distinction relates to formal constitutional voting rights, not access to support or opportunities to contribute views. Examples of associate-member benefits and participation appear under "Points for Members to Consider".
4. **Each voting member organisation would have one vote.** It would count only once when deciding whether enough members are present to hold a valid meeting.
5. **The normal quorum would be five voting member organisations.** This represents one-third of the current average attendance of fifteen.
6. **The quorum at a meeting held again after an adjournment would be three voting member organisations.** The meeting could deal only with business included in the original notice.
7. **Mediation would come before court proceedings.** Members involved in a dispute under the constitution would first try to resolve it through independent mediation. Urgent court action would still be allowed where reasonably needed to protect the CIO, its property, its beneficiaries or a legal right.
8. **Other changes.** The amended constitution would also allow general meetings to be held online or as hybrid meetings; require a meeting requested by the required proportion of members to be held within 28 days of being called; require trustees to declare any grant or contract to their own member organisation as a conflict of interest; update the rules on trustees' incapacity and reappointment, allowing three consecutive terms followed by a break of at least 12 months; confirm that proxy, postal and email voting form part of the constitution; and correct numbering, cross-references and other drafting errors. Each change is explained in the schedule on page 3 of this document.

Practical Safeguards

A. The notice of each general meeting would explain how representatives may take part and vote, including at an online or hybrid meeting. The notice of an adjourned meeting would state the quorum.
B. The trustees intend that the minutes will record the quorum, the member organisations represented and whether the quorum remained present for each formal decision.
C. A member organisation with a conflict of interest would not count towards the quorum for that matter unless the constitution or the law clearly allowed it.
D. The trustees would review attendance each year. The quorum could be changed only through a further constitutional amendment approved by members.
E. The CIO's register of members would name the member organisations. Representatives would be recorded separately as contacts.

Points for Members to Consider

F. **Representation.** Limiting voting membership to organisations with legal personality means that some current or potential participants may instead become non-voting associate members.
G. **Participation.** A quorum of five is based on current average attendance of fifteen. If attendance falls, meetings may need to be adjourned; if it rises significantly, members may later wish to review the figure.
H. **Accountability.** The proposal keeps a wider voting membership rather than making trustees the only members. Voting members would continue to decide matters reserved to them by law or the constitution, including appointing and removing trustees, approving constitutional amendments, considering resolutions at general meetings and, where required, approving arrangements such as a merger or dissolution.
I. **Associate-member benefits and participation.** Non-voting associate members would continue to receive member benefits, including website resources, advice and guidance services, free website advertising and free training, subject to the CIO's current service arrangements. The CIO would continue to listen and respond to their needs through member polls, surveys and its networks.
J. **Legal process.** The amendments described in this document have been reviewed for consistency with charity law and follow the Charity Commission's association-model CIO constitution as closely as possible.

Schedule of Amendments

The amended constitution makes the following changes to the current constitution. Clause numbers are those of the amended constitution.

Clause 5(2) – Payments to members. Refers to member organisations, and confirms that a member organisation connected with a trustee may receive a payment or benefit only where clause 6 allows it.

Clause 7(3) – Conflicts of interest. A trustee who represents, or is a trustee, director, officer or employee of, a member organisation must treat any grant, contract or other benefit to that organisation as a conflict of interest.

Clause 9(1)(a) – Eligibility. Voting membership is open to charities and voluntary organisations with legal personality that support the CIO's purposes, cannot distribute profits for private benefit and appoint one representative.

Clause 9(3) – Duty of members. Each member organisation must exercise its powers in good faith in the way most likely to further the CIO's purposes, as section 220 of the Charities Act 2011 requires. Its representative is not personally a member.

Clause 9(4) – Termination of membership. Membership also ends if an organisation is dissolved or becomes insolvent, or stops meeting the eligibility rules and does not put this right within three months of being asked.

Clause 9(7) – Existing members. Existing individual members become non-voting members unless they choose to leave, and organisations that do not meet the new rules become non-voting members. Eligible organisations continue as members and must name their representative within 28 days.

Clause 11(2)(f) – Meetings requested by members. Such a meeting must be held within 28 days of being called, instead of 14.

Clause 11(3) – Notice of general meetings. Notice goes to all members and to every trustee, and explains how to take part in a meeting held online or as a hybrid meeting.

Clause 11(5) – Quorum. The quorum is five voting member organisations, and three at an adjourned meeting, which may deal only with business in the original notice. If there is no quorum within 30 minutes, the meeting closes or is adjourned.

Clause 11(7) – Representatives. Each member organisation appoints one representative by written notice and may name one alternate. Each organisation has one vote and counts once towards the quorum.

Clause 11(9) – Electronic meetings. General meetings may be held in person, online or as hybrid meetings.

Clause 15(1)(d) – Incapacity of trustees. A trustee leaves office if a registered medical practitioner gives a written opinion that they are incapable of acting and may remain so for more than three months. This replaces the reference to "mental disorder".

Clause 16 – Reappointment of trustees. A trustee may serve three consecutive terms, about nine years under the rotation in clause 13, and may return after a break of at least 12 months instead of three years.

Clause 20 – Saving provisions. The clause heading is restored, which corrects the numbering of clauses 21 to 30 and their cross-references.

Clause 27 – Disputes. Parties must try independent mediation before starting court proceedings, except where urgent court action is reasonably needed.

Clause 30 – Interpretation. Adds definitions of “member”, “representative”, “clear days” and “Charities Acts”.

Schedule. Proxy voting (clause 11(10)), postal and email voting (clause 11(11)) and electronic communications (clause 22(2) and (3)) now expressly form part of the constitution. Disputes about a postal or email ballot go to an independent ballot body instead of the Electoral Reform Society.

Minor corrections. Numbering, cross-references, square brackets left over from the model constitution, a duplicated paragraph, statutory references, grammar and spacing are corrected throughout. These do not change what the constitution does.

Clauses not changed. Clause 3 (Object), clause 28 (Amendment of constitution) and clause 29 (Dissolution) keep their current wording, and the substance of clause 6 (Benefits to trustees) is unchanged, so the Charity Commission’s consent is not needed.
