

E-mail from Charity Commission 14/09/11

Dear Mr Brooks

ARUN ARTS COMPANY LIMITED - 1061163

We have received a revised version of the above charity's governing document anonymously on 5 September 2011.

Firstly, I would like to point out that this charity's Annual Return submission for 2010 is still not up to date. We have only received the 2010 accounts. As soon as this information is received we will then be able to make any amendment updates that you may require providing that we have sufficient information and that you have the power to make such changes.

Secondly, we do not have the resources to sift through the document that has been submitted in order to find out what has changed. Such changes should be clearly described in an appropriately drafted special resolution in accordance with Company Law.

Please note that we can accept administrative changes only. If there are also other "Regulated Alterations" too then the trustees must first seek our prior written approval before they can go ahead with making such changes. I have explained this procedure below for you:

Your charity is governed by a Memorandum and Articles of Association. It is therefore of the charitable company type. The trustees can therefore make administrative amendments to the charity's governing document by passing a special resolution in accordance with Company Law. This would involve calling a special general meeting where all the members attending are required to vote on any proposals made.

If the membership has approved its proposed administrative amendments then we would be grateful if you could send us the following information as soon as conveniently possible:

- A signed certified true copy of the passed special resolution in accordance with Company Law. This Special Resolution must be dated and clearly describe what changes were approved.
- A signed certified true copy of revised Memorandum and Articles of Association in accordance with Company law.

Upon our receipt of this information, we will then be able to update the Central Register of charities accordingly.

If the trustees also want to make "regulated alterations" then our permission is required before the trustees can go ahead with the procedure of passing a special resolution in accordance with Company Law. The provisions of Section 64 of the Charities Act 1993 (as amended by the Charities Act 2006) explains the procedure about this. Regulated alterations are regarded as changes to any of the following clauses:

- the objects clauses of the charitable company's memorandum of association;
- any provision of its memorandum or articles of association directing the application of property of the company on its dissolution, and
- any provision of its memorandum or 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.

Further details about making amendments to your charity's governing document can be found at the following link to our website:

http://www.charitycommission.gov.uk/Manage_your_charity/Change_Governing_Document_index.aspx?Type=PAGE#2

<http://www.charitycommission.gov.uk/Publications/cc36.aspx#36>

I trust that this response is helpful to you and look forward to receiving your charity's Annual Return submission for the financial year ending 31 August 2010 shortly as it is still overdue.

Very often the quickest way to answer any enquiries that you have is to look on our website, especially the [frequent questions](#) covering the main issues that we are being asked about. You will also find the latest news, together with our publications and guidance. You can even [sign up for email updates](#).

Yours sincerely

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