W3 FOUNDATION – DRAFT UK CIO FOUNDATION CONSTITUTION

IMPORTANT STATUS NOTICE

This document is a founding draft prepared for the proposed W3 Foundation. It is not evidence of registration, tax exemption, charitable status or regulatory approval. The final governing documents must be reviewed, completed and executed in the form required by the relevant authorities.

Proposed jurisdiction: England and Wales. Proposed structure: Charitable Incorporated Organisation (Foundation model), with the charity trustees as the only voting members.

1. Name and status

The name of the organisation is W3 Foundation (the “CIO”). The CIO is intended to be a charitable incorporated organisation and shall have no share capital. It shall have a legal identity distinct from its trustees and members once established in accordance with law.

2. Objects

For the public benefit, the CIO’s objects are: (a) the prevention or relief of poverty and financial hardship; (b) the advancement of education; (c) the advancement of health and the relief of sickness; (d) the relief of those in need by reason of humanitarian emergency, disaster, conflict or other hardship; (e) the advancement of citizenship or community development; and (f) the advancement of employment, enterprise and skills development for public benefit; and (g) such other purposes as are exclusively charitable in law and beneficial to the public.

3. Application of income and property

The income and property of the CIO shall be applied solely towards the promotion of its objects. No part shall be paid or transferred directly or indirectly by way of profit to members or trustees, except for lawful and properly authorised payments such as reasonable expenses, remuneration where permitted by law and the governing document, or payments for services properly authorised and in the CIO’s best interests.

4. Powers

The CIO may do anything lawful that is necessary or desirable to further its objects, including making grants, entering partnerships, employing staff, commissioning services, acquiring or leasing property,

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Subject to finalisation of the estates of Williams and Wood investing funds, borrowing money where lawful, fundraising and supporting charitable activity outside England and Wales where such activity furthers its objects.

5. Membership

The only voting members shall be the charity trustees. Each trustee becomes a member on appointment and ceases to be a member when ceasing to be a trustee, subject to any transitional provisions required by the applicable model constitution.

6. Trustees

There shall be not fewer than three charity trustees. The trustees shall collectively manage the affairs of the CIO and shall exercise their powers in accordance with the CIO's purposes, this constitution and charity law.

7. Appointment and retirement

Trustees shall be appointed by resolution of the existing charity trustees following appropriate due diligence, skills assessment and eligibility checks. The Board shall maintain a balanced mix of skills, experience, independence and lived experience relevant to the Foundation's purposes.

8. Chair and officers

The trustees may appoint a Chair, Treasurer and such other officers as they consider necessary. Officers remain accountable to the full Board.

9. Trustee meetings and decisions

The trustees shall meet as often as necessary for the effective governance of the CIO and normally at least quarterly. The quorum shall be three trustees or one-third of the total trustees, whichever is greater, subject to the final registered constitution. Decisions shall be made collectively and recorded in minutes.

10. Conflicts of interest and loyalty

A trustee must declare any actual, potential or perceived conflict of interest or loyalty. A conflicted trustee shall not participate in discussion or voting where required by law or the constitution and shall not be counted in the quorum for that decision where applicable. The CIO shall maintain a register of interests.

11. Benefits to trustees and connected persons

Any trustee benefit must be expressly authorised by the governing document, applicable legislation or the Charity Commission and must be demonstrably in the CIO’s best interests. The CIO shall not use charitable funds to confer private benefit merely because a trustee or connected person is involved.

12. Finance and banking

The CIO shall maintain proper accounting records, prepare annual accounts and reports as required by law, operate bank accounts in the CIO’s name and maintain appropriate financial controls. At least two authorised persons should normally approve payments above thresholds set by the Board.

13. Investments and reserves

The trustees shall adopt an investment and reserves policy appropriate to the scale and risks of the CIO and shall review it periodically.

14. Grant-making

Grants may be made to charities and other organisations or individuals only where the grant furthers the CIO’s objects, the trustees have undertaken appropriate due diligence, conflicts have been managed and the grant is properly authorised and monitored.

15. Safeguarding and risk

The trustees shall maintain proportionate safeguarding, risk-management, fraud-prevention, data-protection and incident-management arrangements appropriate to the CIO’s activities.

16. Records and transparency

The CIO shall keep minutes, financial records, registers, policies and supporting documentation for the periods required by law and shall provide information to regulators where required.

17. Amendment

This constitution may be amended only in accordance with the statutory rules applicable to CIO constitutions and any Charity Commission approval or consent required. Amendments must remain consistent with exclusively charitable purposes.

18. Dissolution

If the CIO is dissolved, any remaining assets after liabilities are satisfied shall be transferred to one or more charities or other institutions with purposes similar to those of the CIO, in accordance with the applicable statutory requirements. No assets shall be distributed to members or trustees.

19. Public benefit

The trustees shall carry out the CIO's purposes for the public benefit and shall have regard to relevant Charity Commission guidance when making decisions. The annual report shall explain the public benefit delivered.

Schedule A – Initial trustee details

Trustee 1	Name: ________________________ Signature: ________________________
Trustee 2	Name: ________________________ Signature: ________________________
Trustee 3	Name: ________________________ Signature: ________________________
Additional trustee	Name: ________________________ Signature: ________________________

Schedule B – Registration checklist

- Confirm final charitable purposes and public benefit rationale.
- Confirm proposed trustees meet eligibility requirements.
- Complete the Charity Commission CIO Foundation-model constitution in the prescribed format.
- Prepare trustee eligibility/declaration information.
- Prepare initial policies and a first-year budget.
- Submit CIO registration application and supporting information.
- After registration, complete HMRC registration for tax relief/Gift Aid as appropriate.

The Charity Commission states that a governing document is the legal rulebook for a charity and that a CIO using the Foundation model is appropriate where the only voting members are the charity trustees. ✂cite turn0search3 turn0search10☎