



Report on Member, Group and Branch Consultation on CSPA Status and Alternatives (Incorporation)

April 2026

Introduction

In October 2025, Motion A7/25, which was carried at the CSPA AGM. The wording of the motion follows.

This AGM instructs the EC to investigate the costs, benefits and risks of establishing CSPA as a Company Limited by Guarantee or Charitable Incorporated Organisation. Members, Groups and Branches are to be consulted, and the EC is to report back to the 2026 AGM.

The Executive Council stressed that it had not pre-determined the outcome of the proposed review and emphasised that the EC wanted to hear from as many CSPA members as possible, prior to taking any decisions on next steps.

The views of the wider membership were gauged via *the Pensioner* magazine's Spring issue (March 2026), with a survey questionnaire, accompanied by a short article providing an overview for members along with some FAQs to help readers with their responses.

A series of Regional Meetings were held, in Reading, London and Manchester, to ensure that representatives from as many Groups based in England and Wales as possible had an opportunity to participate in the review, ask questions and provide feedback. Alongside these Regional Meetings for Groups, separate meetings were had with the CSPA Northern Ireland and Scotland Branches to investigate the implications and alternatives open to them.

To ensure consistency, all five meetings were hosted by a panel comprised of the General Secretary, National Treasurer and Bernard Seymour LLB, of Regulatory Solutions Ltd.

This Report summarises feedback arising from *the Pensioner* reader survey and the initial round of meetings with CSPA Groups and Branches.

Individual Member Survey in *the Pensioner*

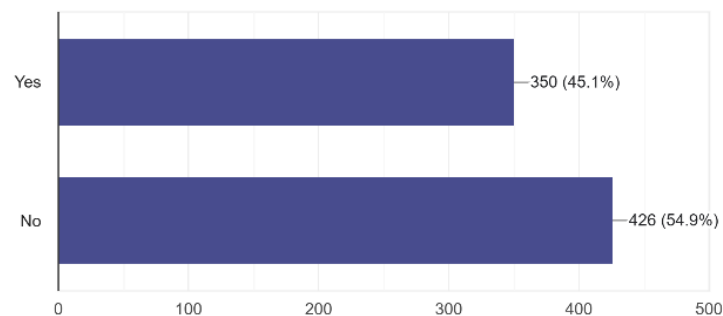
Members were invited to share their views on CSPA's legal status and the potential for CSPA to become incorporated. We received responses from 780 members; some being returned to us online and some in the post.

Respondent Profile

Of those who responded, around 55% were not part of an active CSPA Group or Branch, while 45% were.

Are you a member of a local CSPA group or branch?

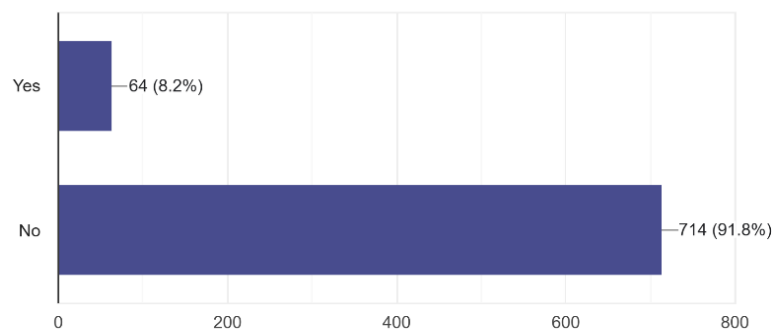
776 responses



Most respondents did not hold a position on the Executive Council (EC), or on their local Group or Branch Committees. Only 8% reported holding a role within a Group, Branch or on the EC.

Are you an elected member of the CSPA Executive Council or a CSPA group or branch committee?

778 responses

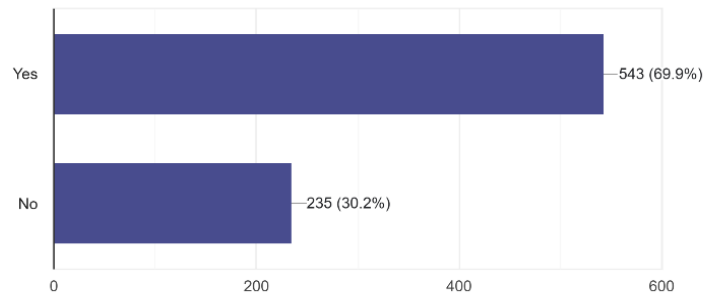


Key Findings

Just under three quarters of survey respondents were aware that CSPA is currently unincorporated. However, no clear view was expressed on whether this may affect members' willingness to take on leadership roles in the organisation. Around 54% of responders believed it would not act as a deterrent, whilst 46% thought that potentially it would.

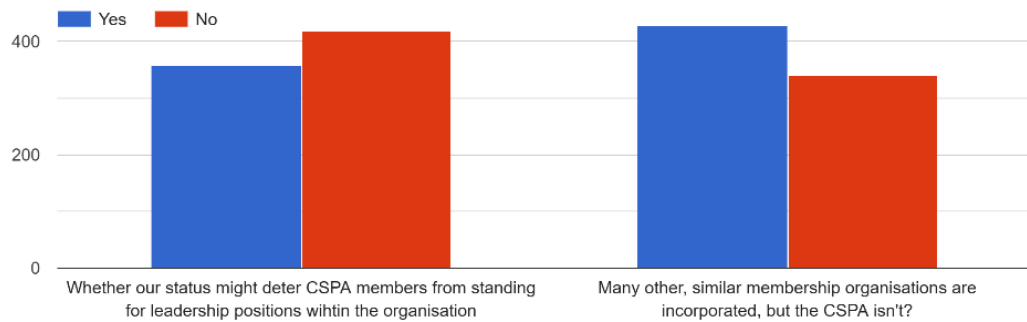
Are you aware that the CSPA is an unincorporated association?

777 responses



A similar pattern emerged where members were asked whether they were concerned that many comparable organisations had incorporated, whilst CSPA had not. In this case, 56% of responders expressed concern, compared to 44% who were not concerned.

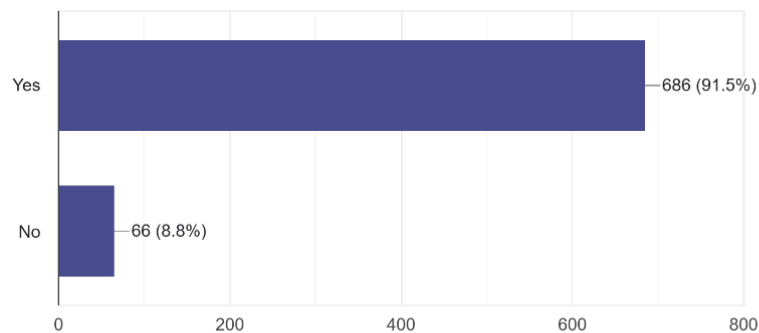
Are you concerned about any of the following things:



Despite these mixed views, there is a clear overall position. More than 90% of respondents believed that CSPA should become incorporated.

Do you think the CSPA should consider becoming incorporated?

750 responses



Member Feedback

Members highlighted a range of perspectives, including some of the following comments in their survey returns:

- “We need to protect those ‘brave’ enough to hold office.”
 - “If the current status has been satisfactory for so long, why is it felt necessary to change the status at such a high level of cost?”
 - “I would not stand for any office unless to a company limited by guarantee.”
 - “An organisation of this scale and scope can operate best as an incorporated association. The costs and additional regulation are outweighed by the better governance structure.”
 - “The CSPA is too large to remain unincorporated. The financial risks are too high.”
 - “Even some churches are considering incorporation as a more stable legal status.”
 - “We’ve managed quite well for 70 years.”
 - “It must remain a democratic organisation run by its members.”
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Regional Meetings to Consult with Members in Groups and Branches

In person meetings were held around the country as follows:

Date	Location/Venue	Branch/Regions	Attendees (excl. panel)
25 March 2026	Glasgow	Scotland Branch	5
14 April 2026	Belfast	Northern Ireland Branch	12
16 April 2026	Reading	Midlands, SW and Wessex	20
21 April 2026	London	Eastern, Greater London and Southern	26
23 April 2026	Manchester	North Wales Group, NE and NW Regions	20

All meetings were given a short update on CSPA's Campaigns and Work with Partner Organisations, followed by an introductory overview of CSPA's financial situation delivered by the National Treasurer.

These introductions were followed by an interactive, question and answer styled presentation by Bernard Seymour LLB Law, Director of Regulatory Solutions Ltd. Bernard provides the EC with advice on matters of governance and has previously assisted both CSPA's Later Life Ambitions' partners, NARPO and the NFOP, to incorporate in recent years.

In Scotland and Northern Ireland, meetings included discussions about Branch Constitutions, Branch autonomy, and any legislative differences that may apply if they were incorporate within a national CLG.

All five meetings were well attended, with the members present actively engaging in discussions underpinned by the presentations.

Summary of Bernard Seymour's Presentation

The brief outline below provides an overview of Bernard's presentations.

Legal Context

Bernard explained that an unincorporated association "does not exist" as a legal entity and cannot own property or sign contracts. Individuals within the organisation must therefore do so personally, exposing them to unlimited liability.

He compared three structures:

1. Unincorporated Association – highest personal risk – CSPA's status
2. Company Limited by Guarantee (CLG) – all members' liability limited to £1, Articles set out the Objects and Directors' delegated powers
3. CIC – likely to be unsuitable for CSPA due to rigid, government-set constitutions

Governance and Democracy

- CSPA intends to preserve its democratic model, where all members remain "guarantors".
- A "closed model" (with only the Directors as members) would be likely to be rejected by an AGM.
- Members could retain ultimate power, including changing rules or dissolving the organisation, if CSPA were to incorporate.
- In a CLG, Directors must follow the organisation's Objects: "the Directors have a mandatory duty... to carry out the Objects of the company".
- The 'Objects' in the Articles, could mirror CSPA's Objects under Rule 2 in the existing Rules & Constitution.
- The autonomy of the Branches, and that of Groups, under their current Constitutions, could be defined and included within the Articles.

Why Change Now?

- Rising litigation risk, especially in terms of GDPR and data breaches
- Personal liability for leases, employment and other contracts
- Growth and complexity of the organisation

Overview of Feedback from Group and Branch Representatives

The table below lists the most frequently raised concerns, and the responses given, across the five meetings.

	Questions / Concerns Raised	Responses
1	Although CSPA has a nationally applicable Reserves Policy, Groups/Branches generally do not	A template is to be shared to assist Groups/Branches to draft Reserves Policies
2	Groups/Branches need more GDPR advice, training and support	To be included in future AGM agendas, and in post-incorporation guidance to be issued
3	Groups/Branches need more advice about the legal requirements of Trustees	This is to be included in the post-incorporation guidance issued
4	What ongoing costs are involved in being a CLG?	Additional accountant's fees and a renewal fee for Companies House - est. £500 - £600 pa
5	EC and Branch/Group Committee members should have 'indemnity agreements' in place	A template agreement is to be provided by Regulatory Solutions for circulation
6	Would Groups and Branches need to change their bank accounts if CSPA incorporated?	Not strictly necessary, provided signed agreements are in place with account holders - advice to be circulated post-incorporation. If bank accounts were changed, all Directors would need to undergo ID checks in each instance
7	Would Group/Branch funds be placed 'at risk' if the CLG was sued?	Yes, but the reverse is also true as national reserves would protect any Groups/Branches subjected to a claim they could not meet
8	Would the 'culture' of CSPA be likely to change after incorporation	There is no need for the ethos or culture to change, as our democracy and ways of working would mostly remain as before
9	Would the £1 ever have to be collected from members?	Not in practice, as it would cost too much to retrieve
10	Would members have to 'join' the new company	No - a notice could be placed in the magazine so continued subscriptions would indicate consent to membership of the CLG

11	Why could CSPA not become a charity or a friendly society?	CSPA wouldn't meet the Charities Commission's criteria / being a charity may limit CSPA's ability to campaign / the legal requirements would be too restrictive
12	Why change our status now, after almost 75 years?	Society has become far more litigious, especially in terms of the recent spiralling data-related claims
13	Would there be a risk of the Directors acting contrary to the wishes of the Members?	No - the Members would retain powers - through the AGM - to 'tell' Directors what their roles, duties and responsibilities were. The Articles would set out the delegation of powers, with Directors having an over-riding responsibility to carry out the Objects in the Articles and act in the CLG's best interests
14	Would we still be called 'CSPA'?	It is possible to apply to Companies House to use 'CSPA' as opposed to 'CSPA Ltd'. We must note CLG status in the footers of all letters and emails, and on the website
15	Would it really be necessary to dissolve the association?	Not doing so would be complex in terms of ongoing risk and could prove costly
16	Why does insurance not offer adequate mitigation of risk?	The insurers could avoid cover in the event of any failure to have procedures in place or to follow them. Recent claims/awards for data breaches often exceeded the limits/amounts of cover organisations could afford
17	Will it be necessary to change the Articles once in place?	It should not - the solicitors would adapt Model Articles to include the essential parts of CSPA's Rules & Constitution, such as the Objects, leaving any other clauses within an Operating Document that could be amended by the AGM as needed
18	What were the main legal requirements to become incorporated?	Registration with Companies House, lodging audited accounts and the introduction of proxy voting. Directors would be required to register as 'Persons of Interest'

19	Was CSPA not more like a Trade Union in terms of status?	Most TUs were created by Statute, and had a very different status under law
20	Would incorporating have tax implications for CSPA?	CSPA already pays VAT/other forms of income tax, but further advice would be obtained
21	Are any changes to relationships with affiliated organisations likely, e.g. the Lifeboat Fund?	When a Transfer of Assets to a CLG takes place, all existing affiliations transfer as well
22	Members would need to be clear on what they were voting for at the AGM, allowing sufficient time for them to consider any proposed changes or Draft Articles	Any proposals were to be included in Motions/Constitutional Amendments to the AGM. Any Draft Articles issued are to highlight all variations from existing Rules and Constitutions to inform members

Additional Considerations for the Branches

1. Branch Officers' powers, the voting entitlements of Branch Representatives on the EC, and the autonomy of the two Branches, should all be clarified and set out in the Articles prior to incorporating.
2. Branches may need their Annual General Meetings (or Special Meetings) to agree prior to incorporation, the dissolution of their associations and the transfer of assets and liabilities to the CLG.
3. The Branches in Northern Ireland and Scotland need further advice and reassurance on their legal requirements and Branch Officers should have Governance Training addressing legal requirements applicable in Scotland and Northern Ireland.
4. The insurances carried by CSPA nationally are to be checked, annually, to ensure that cover extends to all the activities of the Branches.
5. Any incorporation timeline is to account for Branches' constitutional requirements on the preparation and auditing of Branch Accounts, as these would need to be included in the national CLG's audited accounts.

Summary of the Main Pros and Cons of Incorporation

Pros	Cons
Stronger legal protection for individuals/members	Additional legal and administrative requirements – staff time and other resource considerations
CSPA would become a legal entity in its own right	Modest, additional ongoing costs involved
Better protection against GDPR, personal injury, employment and other claims	Concerns about potential changes to the organisation’s ‘culture’/ethos
Clearer governance and accountability	Members still collectively bear costs through ‘CSPA Ltd’, although personal liability is minimal
Improved credibility – ability to enter contracts with landlords, suppliers and employees	Some additional administrative work for Groups and Branches, especially over the transition
Encourages participation through the reduction of personal risk	Increased legal duties for Directors of the Company

Conclusions

In view of the strong mandate from Individual Members responding to the Survey in *the Pensioner*, along with collated feedback from the five Regional Meetings with Groups and Branches being generally in favour of moving to incorporation, the EC has decided to take the steps set out below.

Paul Matthews, of WHN Solicitors, has been appointed to prepare ‘Draft Articles’ for the EC to consider at its meeting on 16 June 2026.

- The EC is to agree an outline Timeline for incorporation, which is to take account of:
 - Further legal advice to be obtained
 - Any further Group and Branch consultation required
 - Accounting arrangements (Group/Branch/national)
 - Staff capacity and continuity considerations
- The EC will also consider the necessary motion/s to take to the 2026 AGM, alongside the Draft Articles, when it meets on 16 June 2026
- The members will ultimately determine any changes to be made at the 2026 and 2027 AGMs.

This document is to be issued to all Groups and Branches and to any member requesting it. It will also be posted to the website and referred to in the June 2026 issue of *the Pensioner*.