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GROUP CIRCULAR 994 / 26

To: Branches, Groups and Executive Council 25 September 2026

Proposed Incorporation Of CSPA as a Company Limited By Guarantee

Dear Colleague

Following the consultation with members, regions, Groups and Branches earlier in the year the Executive Council has decided to seek the AGM's approval in principle to proceed with incorporation as a company limited by guarantee. This will be debated as motion A5.

It would be unfair to expect representatives at the AGM to vote on this without knowing what the Articles of Association and the Rules of the company could look like. This Group Circular accompanies booklets containing draft Articles and draft Rules. There is also a table at Annex A showing where the current rules appear in these draft documents and highlight any potential changes. The intention is to keep the present constitutional provisions as much as we can but some changes would be required so CSPA can meet its legal obligations.

The draft Articles contain many new provisions that do not appear in CSPA's current Constitution. These are included either to satisfy company law or to be clear about the powers and authorities the company will have. Many of these reflect current practice but are not written down as requirements in the constitution. They include definitions of branch autonomy and group authority, as we have been advised it would be good governance to make that clear in the Articles. There is a list of the new Articles and their purpose at Annex B.

These are only drafts and, if the AGM motion is carried, they will be subject to a formal consultation period when comments on the drafts and suggested changes will be invited. These will then be considered by the EC and will inform further discussion with our legal advisers. It will be the 2027 AGM that will be asked to agree a final version and to proceed with incorporation.

Directors
It may be helpful at this stage to explain more about Directors. The 19 members of the Executive Council would be the Directors of the company, and they will be elected as now. Directors are required to verify their identity with Companies House, but there are no other checks and no financial or other implications. There are some legal restrictions on who can be a Director, mainly concerning previous financial impropriety. Any restrictions will be made clear at the time nominations for election are sought.

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There are 7 statutory duties Directors are required to undertake. These can be summarised as follows:

1. To act within their powers and to adhere to the company's articles
2. To promote the success of the company and to act in good faith
3. To exercise independent judgement
4. To exercise reasonable care, skill and diligence
5. To avoid conflicts of interest
6. Not to accept benefits from third parties
7. To declare any interest in proposed transactions

These are no different to the standards generally expected of any Executive Council member, whether of an incorporated company or not. CSPA Directors will not be paid, other than reimbursement of expenses as now.

Further Discussion and Consultation

Following the debate on Motion A5 at the AGM, there will be a workshop immediately afterwards, led by our adviser Bernard Seymour, at which Groups and Branches will be able to ask questions about these drafts and any other aspect of the incorporation and transitional process.

I realise there is a lot of detail in the documents attached. These are provided for information at this stage, and if Motion A5 is carried, the subsequent consultation period will give members, Groups and Branches a full opportunity to consider the draft Articles and Rules in detail, identify any issues.

The Executive Council hopes that members will take the opportunity to engage with this process, helping to ensure that any potential incorporated structure reflects CSPA's values, traditions and democratic governance while providing a strong and secure foundation for our future.

Kind regards,

Josie Irwin

Josie Irwin
GENERAL SECRETARY