



Large or complex charities often consider themselves to be corporate organisations and arguably many more should do likewise. The Hewitsons Charities team understands both the charity and corporate worlds, together with the principles and practices each can learn from the other. We can assist you in matching your objectives to commercial realities within the charitable sector's legal and regulatory framework. Whether you are just starting out, planning to expand, or need advice on a specific operational matter, our tailored approach will provide you with the professional reassurance and risk management you need to achieve your charity's goals.

Our corporate and commercial services for charities cover the following:

- **Setting Up Your Charity**

Advising on the most suitable structure (company limited by guarantee, community benefit society (formerly known as an industrial and provident society), charitable incorporated organisation), preparation of constitution (including objects, powers, board structure), recruitment of trustees, incorporation and registration. We also provide a full post-registration checklist and service.
- **Governance**

Advising on director / trustee duties and best governance practice, dealing with conflicts of interest and payments to trustees, training, meeting support, delegation structures and terms of reference, strategic planning and reviews. We will also ensure your governing document is fit for purpose, and advise on other ancillary governance documents, for example, conflicts policies, members and board handbooks etc.
- **Mergers, Joint Ventures and Restructuring**

Advising on options for restructuring, mergers and collaborative arrangements and all implementation work associated with this, including due diligence, negotiations, project finance, and project management. We put together a team for each merger which is suited to the requirements and covers all commercial, charity, regulatory and other issues, drawing on the expertise of colleagues for employment, contractual, corporate and other matters.
- **Commercial Advice**

Advising on and preparing all forms of commercial contracts and any regulatory issues concerned, including supply of goods or services, IP licensing, distribution and agency agreements, contracting out, and contracts specific to particular sectors such as schools, conservation, social housing, sports and leisure, research, health and social care, and arts.
- **Trading**

Advice on compliance with charitable objects or trading through a subsidiary, establishment and governance of trading subsidiaries, tax implications of trading, managing conflicts, fundraising, lottery and commercial participation contracts.
- **Managing financial difficulties and insolvency**

Advising on financial controls and management, trustees' liability and obligations, claw-backs and other matters triggered by restructuring, options on financial difficulty or a potential insolvency, advising on Charity Commission regulatory involvement or statutory inquiry, arranging for hiving off of projects or group companies as well as de-mergers and separation arrangements.

■ **Risk Management**

Advising on risk management policies and systems, and integration with governance procedures, undertaking training and bespoke advice on particular issues.

■ **Compliance**

Advice on compliance with the Charities Act and Companies Act or other relevant legislation, fundraising regulations, data protection rules, intellectual property matters, health and safety, charity property regulations, planning, and a wide range of sector or activity specific regulatory regimes such as social housing, health, education, premises, and vehicles.

Our Service:

Our service is flexible so you can use it in the way which suits you. Here are some of the ways we work with charities:

■ **Here when you need us**

We will make ourselves available as and when

needed. Just make initial contact with us and we will be happy to help. In the meantime we will provide you with any developments or updates in charity law via our regular email service and website.

■ **Constitutional or governance review**

We can help design a constitutional and governance framework for you that meets your needs. For example, do you need to consider incorporating your charity to limit the extent of the trustees' and members' liability? Or do you need to make your committee structure work more effectively.

■ **Specific issues**

We regularly assist charities with transactions such as mergers, acquisitions and disposals, staff restructuring, outsourcing and joint ventures and fundraising arrangements. Please feel free to contact us if you have a specific issue and we will help.

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We pride ourselves on delivering an outstanding service to a wide range of individuals, businesses and institutions including charities, educational and sports bodies. The firm's size and breadth of specialisms means each client receives the focus it requires. We operate UK wide and have worldwide reach via our network of independent law firms, LawExchange International.

This document is written as an outline guide only and any action should not be based solely on the information given here. Appropriate professional advice should always be taken in specific instances.

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