



Charities Act 2011

2011 CHAPTER 25

PART 12

INCORPORATION OF CHARITY TRUSTEES

Administration etc. of charity whose charity trustees are incorporated

259 Filling up of vacancies in charity trustees

- (1) This section applies where a certificate of incorporation is granted under this Part.
- (2) Vacancies in the number of the charity trustees of the charity must from time to time be filled up so far as required by the constitution or settlement of the charity, or by any conditions or directions in the certificate—
 - (a) by such legal means as would have been available for the appointment of new charity trustees of the charity if no certificate of incorporation had been granted, or
 - (b) otherwise as required by such conditions or directions.

260 Execution of documents by incorporated body: general

- (1) This section and section 261 have effect as respects the execution of documents by an incorporated body.
- (2) If an incorporated body has a common seal, a document may be executed by the body by the affixing of its common seal.
- (3) Whether or not it has a common seal, a document may be executed by an incorporated body by being—
 - (a) signed by a majority of the charity trustees of the relevant charity and expressed (in whatever form of words) to be executed by the body, or
 - (b) executed in pursuance of an authority given under section 261(1).

Status: This is the original version (as it was originally enacted).

- (4) A document duly executed by an incorporated body which makes it clear on its face that it is intended by the person or persons making it to be a deed has effect, upon delivery, as a deed; and it is presumed, unless a contrary intention is proved, to be delivered upon its being so executed.
- (5) In favour of a purchaser a document is to be treated as having been duly executed by an incorporated body if it purports to be signed by—
- (a) a majority of the charity trustees of the relevant charity, or
 - (b) such of the charity trustees of the relevant charity as are authorised by the charity trustees of that charity to execute it in the name and on behalf of the body,
- and, if the document makes it clear on its face that it is intended by the person or persons making it to be a deed, it is to be treated as having been delivered upon its being executed.
- (6) For the purposes of subsection (5) “purchaser”—
- (a) means a purchaser in good faith for valuable consideration, and
 - (b) includes a lessee, mortgagee or other person who for valuable consideration acquires an interest in property.

261 Conferral of authority to execute documents

- (1) For the purposes of section 260(3)(b) the charity trustees of the relevant charity in the case of an incorporated body may, subject to the trusts of the charity, confer on any two or more of their number—
- (a) a general authority, or
 - (b) an authority limited in such manner as the charity trustees think fit,
- to execute in the name and on behalf of the body documents for giving effect to transactions to which the body is a party.
- (2) An authority under subsection (1)—
- (a) suffices for any document if it is given in writing or by resolution of a meeting of the charity trustees of the relevant charity, despite the want of any formality that would be required in giving an authority apart from that subsection;
 - (b) may be given so as to make the powers conferred exercisable by any of the charity trustees, or may be restricted to named persons or in any other way;
 - (c) subject to any such restriction, and until it is revoked, has effect, despite any change in the charity trustees of the relevant charity, as a continuing authority given by the charity trustees from time to time of the charity and exercisable by such charity trustees.
- (3) In any authority under subsection (1) to execute a document in the name and on behalf of an incorporated body there is, unless the contrary intention appears, implied authority also to execute it for the body in the name and on behalf of the official custodian or of any other person, in any case in which the charity trustees could do so.