

# THE HORIZONS PROJECT

## Founding Constitution

## Pre-Incorporation Governance Framework

Version 1.2 — Review Draft

July 2026

### Document status statement

This Constitution governs The Horizons Project during its pre-incorporation phase. It does not constitute the Articles of Association of the proposed Community Interest Company and does not create statutory company directorships or company membership before incorporation.

This Constitution establishes the founding governance principles of The Horizons Project during its pre-incorporation phase. It sets out the organisation's purpose, interim governance arrangements and commitment to transparency, accountability, community benefit and responsible development.

It is supported by the organisation's current governance, safeguarding, financial management, risk management, information-governance and operational documents. These supporting documents may continue to develop as evidence, experience, professional consultation and organisational readiness evolve.

Following incorporation, the statutory governance of The Horizons Project CIC will be determined by its Articles of Association, applicable company and CIC legislation, and policies approved by its Board of Directors.

## 1. Name and Legal Status

1.1 The name of the organisation shall be The Horizons Project.

1.2 During the pre-incorporation phase, The Horizons Project is an unincorporated project operated by Adrian Abate, trading as The Horizons Project.

1.3 Until incorporation, Adrian Abate shall remain the person responsible for operating the Project, entering into any lawful arrangements on its behalf and meeting the legal and financial obligations arising from those arrangements, subject to applicable law.

1.4 The intended future company name is The Horizons Project CIC, a proposed Community Interest Company limited by guarantee, subject to name availability, approval of the community-interest application by the Regulator of Community Interest

Companies, registration by Companies House and adoption of appropriate Articles of Association.

1.5 The proposed Community Interest Company does not exist until incorporation has been completed. The unincorporated Project and the future company shall not be treated as the same legal entity before lawful incorporation and any properly recorded transfer arrangements.

1.6 This Constitution governs only the pre-incorporation phase of The Horizons Project.

1.7 Following incorporation, the Articles of Association of The Horizons Project CIC shall supersede this Constitution for the legal governance of the company.

1.8 This Constitution may be retained after incorporation as a historical record of the founding governance principles of The Horizons Project.

## 2. Definitions

2.1 In this Constitution, unless the context requires otherwise:

Founder means Adrian Abate, who established The Horizons Project and remains responsible for its pre-incorporation operation.

Constitution means this Founding Constitution governing the pre-incorporation phase.

Project means The Horizons Project during its unincorporated phase.

Interim Governance Group means the individuals formally appointed to provide oversight, advice, constructive challenge and support during the pre-incorporation phase.

Board means the statutory Board of Directors of The Horizons Project CIC after incorporation.

Director means a person formally appointed as a director of The Horizons Project CIC after incorporation.

Member means a constitutional participant during the pre-incorporation phase, or a company member following incorporation, depending on context.

Objects means the community benefit purposes set out in this Constitution.

Supporting Governance Documents means the organisation's approved policies, procedures, guidance, registers, risk documents and operational frameworks.

### 3. Objects

3.1 The Objects of The Horizons Project are to carry on activities for community benefit by promoting social inclusion, stability, wellbeing, resilience, purpose and community participation.

3.2 The Project shall support individuals experiencing instability, social exclusion or barriers to engagement with appropriate support, services, responsibilities, opportunities and community life.

3.3 The Project may provide non-clinical, relational and practical support intended to help individuals maintain engagement with appropriate services, responsibilities, opportunities and community life.

3.4 The Project shall support achievable steps towards stability, independence and positive personal development through ethical, relational, trauma-informed, practical and non-clinical support.

3.5 The Project shall work alongside statutory, voluntary, community and private sector organisations and shall seek to complement rather than replace existing services.

3.6 The Project may support Momentum as an engagement philosophy where it assists continuity of engagement, responsible participation and practical progress.

3.7 The Project may carry out proportionate research, evaluation, reflective learning, education, training and publication where connected to the Objects.

3.8 The Project shall promote safeguarding, accountability, equality, inclusion, professional boundaries and responsible practice.

3.9 The Project shall apply its resources solely for community benefit and in furtherance of the Objects.

3.10 The Project shall not replace statutory services, clinical services, emergency services, safeguarding authorities, crisis services, legal services or specialist professional services.

3.11 Where an individual's circumstances indicate a need for services outside the Project's role or competence, the Project shall act responsibly and may support signposting, referral or escalation where appropriate.

### 4. Founding Governance Principles

4.1 The Project shall be governed by the principles of community benefit, accountability, transparency, responsible stewardship, safeguarding, proportionality and evidence-informed development.

4.2 The Project shall recognise the limits of individual and organisational competence and shall seek appropriate advice, supervision or referral where required.

4.3 Constructive challenge, organisational learning, equality, inclusion, independence of judgement and responsible growth shall be treated as founding governance principles.

4.4 No individual shall exercise unchecked authority within the Project.

4.5 Good intentions do not remove the need for governance.

4.6 Governance exists to protect people, preserve organisational integrity and ensure that learning becomes responsible action.

## 5. Pre-Incorporation Responsibility

5.1 Before incorporation, the Founder shall remain legally and operationally responsible for the Project.

5.2 The Founder shall act consistently with the Objects, this Constitution and the Supporting Governance Documents.

5.3 The Founder shall maintain proportionate records and separate financial arrangements for the Project.

5.4 The Founder shall seek appropriate professional or specialist advice where an issue exceeds personal competence or the Project's current governance capacity.

5.5 The Founder shall not present the Project as already incorporated and shall take reasonable care not to imply that The Horizons Project CIC, statutory Directors or company Members already exist.

5.6 The Founder shall disclose actual, potential and perceived conflicts of interest and shall welcome proportionate challenge.

5.7 Significant governance, financial, safeguarding, reputational or strategic decisions shall be recorded.

5.8 The Founder shall, where reasonably practicable, consult the Interim Governance Group on significant governance, financial, safeguarding, reputational or strategic matters.

5.9 The Interim Governance Group shall provide oversight, advice and constructive challenge. Final legal responsibility for the unincorporated Project shall remain with the Founder until incorporation or lawful transfer of responsibility.

## 6. Interim Governance Group

6.1 The Founder shall establish an Interim Governance Group before public-facing delivery begins or before any material funding, contractual or service-delivery commitment is entered into, whichever occurs first.

6.2 The Project shall not proceed beyond that threshold until the Interim Governance Group has been established, unless urgent action is required to meet an existing legal obligation or protect a person from harm.

6.3 Until the Interim Governance Group is established, external advisers may provide governance consultation.

6.4 The Interim Governance Group shall support the development of governance, safeguarding, financial systems, risk management and organisational learning.

6.5 The Interim Governance Group may review readiness for incorporation, significant risks, conflicts of interest, proposed activities, competence boundaries and the need for external professional advice.

6.6 The Interim Governance Group shall support accountability and the transition to a statutory Board after incorporation.

6.7 Members of the Interim Governance Group are not statutory directors before incorporation, are not automatically company directors, do not acquire ownership rights and do not have authority to bind The Horizons Project CIC.

6.8 Members of the Interim Governance Group may later be considered for appointment as directors, subject to formal legal appointment, eligibility checks and the Articles of Association after incorporation.

6.9 The Founder may appoint and remove members of the Interim Governance Group following a fair, recorded and transparent process. Where reasonably practicable, the reasons for removal shall be recorded and the individual shall be given an opportunity to respond, except where immediate removal is necessary to protect people, information, funds or the integrity of the Project.

6.10 Where reasonably practicable, the Interim Governance Group shall include a reasonable range of governance experience, professional knowledge, community understanding, safeguarding awareness and financial or organisational insight.

6.11 The Interim Governance Group shall remain proportionate to the Project's stage of development and shall not be required to operate as a large committee before the Project is ready.

## 7. Powers

7.1 In furtherance of the Objects, the Project may undertake any lawful activity that supports its community benefit purposes.

7.2 The Project may provide practical support, mentoring, supported communication, signposting, community engagement and other lawful activities consistent with the Objects.

7.3 The Project may provide non-clinical support, undertake research and evaluation, publish educational and governance materials, provide training within competence, work in partnership, apply for and receive funding, engage volunteers, contractors, advisers or consultants, acquire equipment or premises, establish bank accounts, obtain insurance, create policies and governance arrangements, conduct pilot activities, seek professional supervision and advice, and pause, restrict or discontinue an activity where safe governance cannot be maintained.

7.4 All powers shall be exercised lawfully, within competence, proportionately, in connection with the Objects and subject to safeguarding, risk and financial controls.

## 8. Pre-Incorporation Membership

8.1 The Founder shall be the sole constitutional Member during the pre-incorporation phase unless this Constitution is formally amended following governance and professional review.

8.2 Pre-incorporation membership shall create no ownership interest, entitlement to assets or private financial benefit.

8.3 The Founder shall uphold the Objects and the founding governance principles of the Project.

8.4 Pre-incorporation membership shall not automatically confer company membership after incorporation.

8.5 Future company membership shall be governed solely by the Articles of Association of The Horizons Project CIC.

## 9. Meetings and Decision-Making

9.1 Meetings of the Interim Governance Group may be held in person or electronically.

9.2 Reasonable notice shall be given and relevant papers shall be provided where practicable.

9.3 Significant decisions and recommendations shall be minuted.

9.4 The Interim Governance Group shall seek consensus wherever reasonably practicable.

9.5 Advisory recommendations may be agreed by a simple majority of those participating and not conflicted.

9.6 Tied advisory decisions shall be deferred, reconsidered or escalated for further advice rather than decided through a casting vote.

9.7 Where the Founder's final decision differs from the recommendation of the Interim Governance Group, the Founder shall record the decision and reasons.

9.8 Urgent decisions may be made between meetings where necessary, provided that they are recorded and reported to the Interim Governance Group as soon as reasonably practicable.

9.9 Written or electronic resolutions may be used where appropriate.

9.10 Conflicts must be declared before discussion or recommendation, and confidential matters must be handled appropriately.

## 10. Conflicts of Interest

10.1 Actual, potential and perceived conflicts of interest shall be declared and recorded.

10.2 The Founder shall disclose personal, financial or relational interests that may reasonably affect judgement or independence.

10.3 Members of the Interim Governance Group shall disclose personal, financial or relational interests that may reasonably affect judgement or independence.

10.4 Conflicted individuals shall not participate in recommendations where impartiality may reasonably be affected.

10.5 Conflicts may be managed through withdrawal, independent advice, additional oversight or recorded safeguards.

10.6 A register of interests shall be maintained and conflicts shall be reviewed periodically.

10.7 Where a significant conflict concerns the Founder, the matter shall, where reasonably practicable, be reviewed by at least two independent members of the Interim Governance Group or an appropriately qualified external adviser.

## 11. Transparency and Document Availability

11.1 Governance information should be available to legitimate stakeholders where appropriate.

11.2 Access to information shall remain subject to data protection, confidentiality, safeguarding and legal restrictions.

11.3 Significant decisions should be capable of explanation, and financial stewardship should be capable of review.

11.4 Supporting policies and procedures may evolve, provided that changes remain consistent with the Objects.

11.5 Public transparency should be proportionate to the Project's size, legal status and operational readiness.

11.6 The Project shall distinguish appropriately between public information, information available to authorised stakeholders, confidential operational information, personal data and safeguarding information.

## 12. Safeguarding, Risk and Professional Boundaries

12.1 Safeguarding is a core governance responsibility of the Project.

12.2 Activities shall remain within competence and shall be supported by appropriate risk-management arrangements.

12.3 Concerns shall be escalated responsibly in accordance with applicable policies, law and professional advice.

12.4 The Project does not provide emergency, clinical or statutory safeguarding services.

12.5 Workers or volunteers must not hold risk beyond their role, competence or authority.

12.6 Significant concerns shall be referred to appropriate services where required.

12.7 Clear professional boundaries shall be maintained.

12.8 Public-space delivery and communication methods must be risk assessed.

12.9 Safeguarding and risk policies should be reviewed as practice develops.



## 13. Research, Evaluation and Organisational Learning

13.1 The Project may conduct proportionate research, evaluation and reflective learning where connected to the Objects.

13.2 Personal data shall be handled lawfully, and informed consent shall be used where appropriate.

13.3 Research involving people should be proportionate and ethically considered.

13.4 Anonymous learning may be used to improve practice.

13.5 Published material shall distinguish evidence, interpretation, lived experience and organisational opinion.

13.6 New evidence may lead to policy or practice change.

13.7 Learning shall, where relevant and proportionate, be recorded and translated into organisational action.

13.8 Learning that never changes behaviour is simply observation. Governance turns observation into responsible action.

## 14. Finance and Financial Management

14.1 Before incorporation, the Project's financial activity shall, where banking facilities permit, be administered through a dedicated account in the name or trading style Adrian Abate T/A The Horizons Project, supported by separate and complete bookkeeping records.

14.2 Organisational funds shall be kept separate from personal spending, and clear bookkeeping records shall be maintained.

14.3 Income, expenditure, liabilities and commitments shall be identifiable and recorded.

14.4 Funds shall be used only in furtherance of the Objects, and expenditure shall be capable of explanation and justification.

14.5 Restricted funding conditions shall be followed, and appropriate authorisation arrangements shall be developed.

14.6 Records should be available to legitimate funders, regulators, advisers and governance participants where appropriate, subject to confidentiality, data protection and legal restrictions.

14.7 The Project shall seek, receive and apply funding transparently and responsibly and shall not knowingly use funding in a manner inconsistent with the funder's conditions or for expenditure already fully funded where this would create improper duplication.

14.8 Detailed funding, bookkeeping, authorisation and assurance processes should be set out in Supporting Governance Documents.

14.9 After incorporation, funds, assets, contractual arrangements and liabilities should be transferred only through lawful and properly recorded arrangements.

14.10 Following incorporation, new company financial activity shall be administered through an account held in the name of The Horizons Project CIC as soon as appropriate banking facilities are available. Any transfer of existing funds shall be lawful, properly recorded and consistent with funding conditions and other obligations.

## 15. Records and Organisational Memory

15.1 The Project shall maintain proportionate records of significant decisions, governance meetings, conflicts of interest, financial transactions, policies and revisions, safeguarding concerns, significant risks, organisational learning, advice obtained, appointments and resignations, and constitutional amendments.

15.2 Records shall be accurate, proportionate, securely retained, accessible only to authorised persons and compliant with data-protection and confidentiality requirements.

## 16. Responsible Growth and Protection of Purpose

16.1 The Project shall grow only where governance can support the next stage, competence is available, resources are sufficient, safeguarding remains effective, professional oversight remains proportionate, information can be managed responsibly, and quality and boundaries can be maintained.

16.2 Growth is not success by itself. Responsible growth is success.

16.3 Not every useful activity belongs within Horizons.

16.4 New activities shall be assessed against the Objects, competence, governance, duplication of existing services, safeguarding, financial sustainability, organisational capacity and community benefit.

## 17. Transition to Incorporation

17.1 Before incorporation, the Founder and Interim Governance Group shall review the proposed Articles of Association, CIC community-interest requirements, director eligibility, conflicts of interest, company membership, asset-transfer arrangements, financial records, insurance, safeguarding systems, policies, banking, contracts, data-controller responsibilities and operational readiness.

17.2 No person shall be treated as a statutory director of The Horizons Project CIC until formally appointed in accordance with law and the Articles of Association after incorporation.

17.3 Before incorporation, the Founder and Interim Governance Group shall determine whether the proposed CIC will use a small-membership or wider-membership structure and shall select or adapt the appropriate CIC model Articles following professional review.

17.4 The transition review shall identify all intellectual property, publications, domains, branding, records, licences and other assets created or acquired before incorporation and determine whether and how they will be licensed, assigned or transferred to The Horizons Project CIC through properly recorded arrangements.

17.5 No pre-incorporation constitutional membership shall automatically become company membership unless formally provided for within the incorporation arrangements and Articles of Association.

17.6 The transition to incorporation shall be recorded clearly and shall avoid implying that the proposed CIC existed before incorporation.

## 18. Amendment and Review

18.1 Before incorporation, this Constitution may be amended by a recorded decision of the Founder following proportionate consultation with the Interim Governance Group or external advisers.

18.2 Amendments shall remain consistent with community benefit, the Objects, transparency, accountability, responsible stewardship, safeguarding and lawful operation.

18.3 This Constitution shall be reviewed at least annually during the pre-incorporation phase and earlier where there is a significant change in legal status, governance arrangements, operational activity or organisational risk.

18.4 An amendment record shall be maintained, including version, date, approving person and summary of change.

18.5 After incorporation, amendments to statutory governing documents must follow the Articles of Association and applicable law.

## 19. Dissolution Before Incorporation

19.1 If the Project ceases before incorporation, the Founder shall take reasonable steps to conclude its affairs lawfully, transparently and responsibly.

19.2 Lawful liabilities shall be identified and paid where funds are available and obligations are properly due.

19.3 Funding conditions shall be complied with, including any requirements for repayment, reporting or consent.

19.4 No surplus assets shall be distributed privately.

19.5 Remaining assets shall, where practicable and lawful, be transferred to organisations with similar community benefit purposes.

19.6 Proper records of the dissolution process shall be maintained.

19.7 After incorporation, dissolution shall be governed by the Articles of Association and the statutory CIC asset lock.

## 20. Adoption

20.1 This Constitution shall take effect on the date of adoption shown below. Until signed and dated, it remains a draft for governance and professional review.

Adoption date: \_\_\_\_\_

20.2 Until incorporation, this Constitution shall serve as the principal founding governance document of The Horizons Project.

20.3 Following incorporation, this Constitution shall no longer serve as the statutory governing document but may be retained as a record of the principles that informed the establishment of The Horizons Project CIC.

Founder

Signature: \_\_\_\_\_

Printed name: Adrian Pietro Vittorio Abate

Role: Founder

Date: \_\_\_\_\_

Witness or Interim Governance Group representative, where available

Signature: \_\_\_\_\_

Printed name: \_\_\_\_\_

Role: \_\_\_\_\_

Date: \_\_\_\_\_

Review date: \_\_\_\_\_

Version number: 1.2

## Appendix 1: Version History

| Version    | Date      | Status         | Summary                                                                                                                                   |
|------------|-----------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1.0</b> | July 2026 | Original Draft | Initial founding Constitution                                                                                                             |
| <b>1.1</b> | July 2026 | Revised Draft  | Clarified pre-incorporation governance, interim oversight and transition to CIC                                                           |
| <b>1.2</b> | July 2026 | Review Draft   | Refined legal responsibility, membership, Interim Governance Group threshold, banking, intellectual property and incorporation transition |

## Appendix 2: Short Change Summary

This revised draft replaces pre-incorporation references to a statutory Board of Directors with an Interim Governance Group and clarifies that legal and operational responsibility remains with the Founder before incorporation.

It distinguishes the current unincorporated Project from the proposed future The Horizons Project CIC and states that the proposed CIC, statutory directors and company members do not exist until lawful incorporation and appointment.

It adds dedicated provisions on definitions, conflicts of interest, safeguarding, risk, professional boundaries, research and learning, records, responsible growth, transition to incorporation, amendment and dissolution before incorporation.

It confirms that the Articles of Association will govern the statutory company after incorporation and that this Constitution may remain as a record of founding governance principles.