



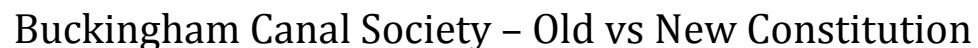
Buckingham Canal Society – Old vs New Constitution

Current Clause	New Clause	Comment
A Name The name of the Association is the Buckingham Canal Society (“the Charity”).	1. Name The name of the Charitable Incorporated Organisation (“the CIO”) is Buckingham Canal Society	Direct copy from old to new
B Administration Subject to the matters set out below the Charity (registered number 1072924) and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution (“the Executive Committee”).	10. Members’ decisions (1) General provisions Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause. (2) Taking ordinary decisions by vote Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting. (3) Taking ordinary decisions by written resolution without a general meeting a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that: (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its	Significantly more detail in new



Buckingham Canal Society – Old vs New Constitution

	<p>usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.</p> <p>b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.</p> <p>c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.</p> <p>d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.</p> <p>e) The charity trustees must within 21 days of receiving such a request comply with it if :</p> <p>i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;</p> <p>ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and</p> <p>iii. Effect can lawfully be given to the proposal if it is so agreed.</p> <p>f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.</p> <p>(4) Decisions that must be taken in a particular way</p> <p>(a) Any decision to remove a trustee must be taken in accordance with clause [15(2)].</p> <p>(b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).</p> <p>(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.</p>	
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Constitution Cross Ref Jan 2014



Buckingham Canal Society – Old vs New Constitution

<p>religion, ethnic or national origins, age, gender, marital status, sexual orientation or disability.</p> <p>Selection criteria and procedures are reviewed to ensure that members are selected, promoted and treated on the basis of their relevant merits and abilities.</p> <p>All members will be given equality of opportunity and, where appropriate and possible, special training to enable them to progress within and the society.</p> <p>The Buckingham Canal Society is committed to a continuing programme of action to make this policy effective and bring it to the attention of all members.</p>		
<p>D Powers</p> <p>In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:</p> <p>(i) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;</p>	<p>4. Powers</p> <p>The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO's powers include power to:</p> <p>(1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;</p> <p>(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;</p>	<p>Additional powers that include ability to borrow, employ and make use of property.</p>



Buckingham Canal Society – Old vs New Constitution

<ul style="list-style-type: none"> (ii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them; (iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects; (iv) power to appoint and constitute such advisory committees as the Executive Committee may think fit; (v) power to do all such other lawful things as are necessary for the achievement of the objects. 	<ul style="list-style-type: none"> (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011; (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses; (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; 	
<p>E Membership</p> <ul style="list-style-type: none"> (1) Membership of the Charity shall be open to: <ul style="list-style-type: none"> (i) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and 	<p>9. Membership of the CIO</p> <ul style="list-style-type: none"> (1) Admission of new members <ul style="list-style-type: none"> (a) Eligibility <p>Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.</p> <p>A member may be an individual, a corporate body, or [an individual or corporate body representing] an organisation which is not incorporated.</p> 	<p>Point E (2) “One member one vote” is now in 11.(6) (a)</p>



Buckingham Canal Society – Old vs New Constitution

<p>(ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").</p> <p>(2) Every member shall have one vote.</p> <p>(3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.</p> <p>(4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.</p> <p>(5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the</p>	<p>(b) Admission procedure</p> <p>The charity trustees:</p> <p>(i) may require applications for membership to be made in any reasonable way that they decide;</p> <p>(ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;</p> <p>(iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and</p> <p>(iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.</p> <p>(2) Transfer of membership</p> <p>Membership of the CIO cannot be transferred to anyone else [except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer].</p> <p>(3) Duty of members</p> <p>It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.</p>	
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Buckingham Canal Society – Old vs New Constitution

<p>case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.</p>	<p>(4) Termination of membership</p> <p>(a) Membership of the CIO comes to an end if :</p> <ul style="list-style-type: none">i. the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; orii. the member sends a notice of resignation to the charity trustees; oriii. any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; oriv. the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect. <p>(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:</p> <ul style="list-style-type: none">i. inform the member of the reasons why it is proposed to remove him, her or it from membership;ii. give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and	
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Buckingham Canal Society – Old vs New Constitution

	<p>v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.</p> <p>(5) Membership fees</p> <p>The CIO may require members to pay reasonable membership fees to the CIO.</p> <p>(6) Informal or associate (non-voting) membership</p> <p>a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.</p> <p>b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.]</p> <p>11. (6) Voting at general meetings</p> <p>(a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.</p>	
<p>F Honorary Officers</p> <p>At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.</p>	<p>24. Minutes</p> <p>The charity trustees must keep minutes of all:</p> <p>(1) appointments of officers made by the charity trustees;</p> <p>(2) proceedings at general meetings of the CIO;</p> <p>(3) meetings of the charity trustees and committees of charity trustees including:</p>	<p>"Clause F" now described in 24. (1)</p>



	<ul style="list-style-type: none"> the names of the trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions; <p>(4) decisions made by the charity trustees otherwise than in meetings.</p>	
<p>G Executive Committee</p> <p>(1) The Executive Committee shall consist of not less than 3 members nor more than 10 members being:</p> <p>(a) the honorary officers specified in the preceding clause;</p> <p>(b) not more than 7 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.</p> <p>(2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J (i) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the</p>	<p>12. Charity trustees</p> <p>(1) Functions and duties of charity trustees</p> <p>The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee :</p> <p>(a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and</p> <p>(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:</p> <p>(c) any special knowledge or experience that he or she has or holds himself or herself out as having; and</p> <p>(d) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.</p> <p>(2) Eligibility for trusteeship</p> <p>(a) Every charity trustee must be a natural person.</p> <p>(b) No one may be appointed as a charity trustee:</p> <p>(c) if he or she is under the age of 16 years; or</p>	



Buckingham Canal Society – Old vs New Constitution

<p>appointment shall run from the date when the post becomes vacant.</p> <p>(3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.</p> <p>(4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or any defect in the appointment or qualification of a member.</p> <p>(5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.</p> <p>(6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.</p>	<p>(d) if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].</p> <p>(e) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.</p> <p>(f) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.</p> <p>(3) Number of charity trustees</p> <p>(a) There must be at least [three] charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.</p> <p>(4) First charity trustees</p> <p>The first charity trustees of the CIO are –</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>13. Appointment of charity trustees</p> <p>(1) At every annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;</p> <p>(2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;</p> <p>(3) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;</p> <p>(4) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded;</p> <p>(5) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.</p> <p>14. Information for new charity trustees</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>The charity trustees will make available to each new charity trustee, on or before his or her first appointment:</p> <ul style="list-style-type: none"> (a) a copy of this constitution and any amendments made to it; and (b) a copy of the CIO's latest trustees' annual report and statement of accounts. 	
<p>H Determination of Membership of the Executive Committee</p> <p>A member of the Executive Committee shall cease to hold office if he or she:</p> <ul style="list-style-type: none"> (1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision); (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or (4) notifies to the Executive Committee a wish to resign (but only if at least three members of 	<p>15. Retirement and removal of charity trustees</p> <p>(1) A charity trustee ceases to hold office if he or she :</p> <ul style="list-style-type: none"> (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings); (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated; (c) dies; (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months; (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision). 	<p>Generally updated. (eg Charities Act 2011 now quoted)</p>



Buckingham Canal Society – Old vs New Constitution

<p>the Executive Committee will remain in office when the notice of resignation is to take effect).</p>	<p>(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a [two-thirds] majority of votes cast at the meeting.</p> <p>(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.</p> <p>16. Reappointment of charity trustees</p> <p>Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.</p>	
<p>J Executive Committee Members not to be personally interested</p> <p>(1) Subject to the provisions of sub-clause (2) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise as a trustee of the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.</p> <p>(2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may</p>	<p>7. Conflicts of interest and conflicts of loyalty</p> <p>A charity trustee must:</p> <p>i. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and</p> <p>ii. absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).</p>	<p>Generally old = new</p>



Buckingham Canal Society – Old vs New Constitution

<p>charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.</p>	<p>Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.</p> <p><i>[Clause J (2) now included in 4 (4). Powers to employ]</i></p>	
<p>K Meetings and proceedings of the Executive Committee</p> <p>(1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include the appointment of a co-opted member then not less than 21 days' notice must be given.</p> <p>(2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present</p>	<p>19. Meetings and proceedings of charity trustees</p> <p>(1) Calling meetings</p> <p>(a) Any charity trustee may call a meeting of the charity trustees.</p> <p>(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.</p> <p>(2) Chairing of meetings</p> <p>The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.</p> <p>(3) Procedure at meetings</p>	<p>Generally old = new.</p> <p>Holding a meeting by "electronic means" added. (19(4))</p>



Buckingham Canal Society – Old vs New Constitution

<p>shall choose one of their number to be chairman of the meeting before any other business is transacted.</p> <p>(3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.</p> <p>(4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.</p> <p>(5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.</p> <p>(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the, custody of documents. No rule may be made which is inconsistent with this constitution.</p>	<p>(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is [two] charity trustees, or the number nearest to [one third] of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.</p> <p>(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.</p> <p>(c) In the case of an equality of votes, the chair shall have a second or casting vote.</p> <p>(4) Participation in meetings by electronic means</p> <p>(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.</p> <p>(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.</p> <p>(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes</p> <p>17. Taking of decisions by charity trustees</p> <p>Any decision may be taken either:</p> <ul style="list-style-type: none"> • at a meeting of the charity trustees; or 	
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Buckingham Canal Society – Old vs New Constitution

<p>(7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.</p>	<ul style="list-style-type: none">• by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. <p>18. Delegation by charity trustees</p> <p>(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.</p> <p>(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -</p> <p>(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;</p> <p>(b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and</p> <p>(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.</p> <p>23. Keeping of Registers</p> <p>The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.</p>	
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<p>L Receipts and Expenditure</p> <p>(1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.</p> <p>(2) The funds belonging to the Charity shall be applied only in furthering the objects.</p>	<p>25. Accounting records, accounts, annual reports and returns, register maintenance</p> <p>(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.</p> <p>(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.. <i>[See also 5. (1)]</i></p>	<p>Generally old = new</p>
<p>M Property</p> <p>(1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:</p> <p>(a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and</p> <p>(b) all investments held by or on behalf of the charity;</p> <p>to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as</p>	<p>5. Application of income and property</p> <p>(1) The income and property of the CIO must be applied solely towards the promotion of the objects.</p> <p>(i) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.</p> <p>(ii) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.</p> <p>(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:</p>	



Buckingham Canal Society – Old vs New Constitution

<p>holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.</p> <p>(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.</p>	<p>(i) a benefit from the CIO as a beneficiary of the CIO;</p> <p>(ii) reasonable and proper remuneration for any goods or services supplied to the CIO.</p> <p>(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.</p>	
<p>N Accounts</p> <p>The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:</p>	<p>25. Accounting records, accounts, annual reports and returns, register maintenance</p> <p>(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the</p>	<p>Generally old = new</p>



Buckingham Canal Society – Old vs New Constitution

<p>(1) the keeping of accounting records for the Charity;</p> <p>(2) the preparation of annual statements of account for the charity;</p> <p>3) the auditing or independent examination of the statements of account of the Charity; and</p> <p>(4) the transmission of the statements of account of the Charity to the Commissioners.</p>	<p>Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.</p> <p>(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities..</p>	
<p>O Annual Report</p> <p>The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.</p>	<p>25. Accounting records, accounts, annual reports and returns, register maintenance</p> <p>(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.</p> <p>(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities..</p>	<p>Generally old = new</p>
<p>P Annual Return</p> <p>The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act)</p>	<p>25. Accounting records, accounts, annual reports and returns, register maintenance</p> <p>(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation</p>	<p>Updated (Charities Act 2011)</p>



<p>with regard to the preparation of an annual return and its transmission to the Commissioners.</p>	<p>and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.</p> <p>(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities..</p>	
<p>Q Annual General Meeting</p> <p>(1) There shall be an annual general meeting of the Charity which shall be held in the month of January in each year or as soon as practicable thereafter.</p> <p>(2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.</p> <p>(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.</p>	<p>11. General meetings of members</p> <p>(1) Types of general meeting</p> <p>There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13].</p> <p>Other general meetings of the members of the CIO may be held at any time.</p> <p>All general meetings must be held in accordance with the following provisions.</p> <p>(2) Calling general meetings</p> <p>(a) The charity trustees :</p> <p>(i) must call the annual general meeting of the members of the CIO in accordance with sub-clause of this clause, and identify it as such in the notice of the meeting; and</p> <p>(ii) may call any other general meeting of the members at any time.</p>	



Buckingham Canal Society – Old vs New Constitution

<p>(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.</p> <p>(5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.</p>	<p>(b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if :</p> <p>(i) they receive a request to do so from at least 10% of the members of the CIO; and</p> <p>(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.</p> <p>(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.</p> <p>(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.</p> <p>(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.</p> <p>(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.</p> <p>(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.</p> <p>(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>(i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.</p> <p>(3) Notice of general meetings</p> <p>(a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.</p> <p>(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.</p> <p>(c) The notice of any general meeting must :</p> <p>(i) state the time and date of the meeting;</p> <p>(ii) give the address at which the meeting is to take place;</p> <p>(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and</p> <p>(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>(v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website.</p> <p>(d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.</p> <p>(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.</p> <p>(4) Chairing of general meetings</p> <p>The person nominated as chair by the charity trustees under clause [19](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.</p> <p>(5) Quorum at general meetings</p> <p>(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.</p> <p>(b) Subject to the following provisions, the quorum for general meetings shall be the greater of [5]% or [three] members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.</p> <p>(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the CIO's members at least seven clear days before the date on which it will resume.</p> <p>(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.</p> <p>(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.</p> <p>(6) Voting at general meetings</p> <p>(a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.</p> <p>(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.</p> <p>(d) A poll may be taken :</p> <p>(i) at the meeting at which it was demanded; or</p> <p>(ii) at some other time and place specified by the chair; or</p> <p>(iii) through the use of postal or electronic communications.</p> <p>(e) [In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.]</p> <p>(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.</p> <p>(7) Representation of [organisations and] corporate members</p> <p>A[n organisation or a]corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.</p> <p>The representative is entitled to exercise the same powers on behalf of the [organisation or] corporate body as the [organisation or] corporate body could exercise as an individual member of the CIO.</p> <p>(8) Adjournment of meetings</p>	
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Buckingham Canal Society – Old vs New Constitution

	The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.	
R Special General Meetings The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.	11. (2) Calling General Meetings (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if : (i) they receive a request to do so from at least 10% of the members of the CIO; and (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.	Old = new
S Procedure at General Meetings (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity. (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.	24. Minutes The charity trustees must keep minutes of all: (1) appointments of officers made by the charity trustees; (2) proceedings at general meetings of the CIO; (3) meetings of the charity trustees and committees of charity trustees including: <ul style="list-style-type: none"> • the names of the trustees present at the meeting; • the decisions made at the meetings; and • where appropriate the reasons for the decisions; 	Old = new



Buckingham Canal Society – Old vs New Constitution

	<p>(4) decisions made by the charity trustees otherwise than in meetings.</p> <p>11. (5) Quorum at general meetings</p> <p>(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.</p> <p>(b) Subject to the following provisions, the quorum for general meetings shall be the greater of [5]% or [three] members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.</p> <p>(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.</p> <p>(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the CIO's members at least seven clear days before the date on which it will resume.</p> <p>(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.</p> <p>(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.</p>	
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Buckingham Canal Society – Old vs New Constitution

T Notices Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or Executive Committee on any member either personally or, when authorised to do so by the member, by electronic transmission, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.		
U Alterations to the Constitution (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. (2) No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested	28. Amendment of constitution As provided by clauses 224-227 of the Charities Act 2011: (1) This constitution can only be amended: (a) by resolution agreed in writing by all members of the CIO; or (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO. (2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.	Updated (Charities Act 2011)



Buckingham Canal Society – Old vs New Constitution

<p>clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.</p> <p>(3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.</p> <p>(4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.</p>	<p>(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.</p> <p>(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.</p>	
<p>V Dissolution</p> <p>If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting</p>	<p>29. Voluntary winding up or dissolution</p> <p>(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:</p> <p>(a) at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:</p> <p>(i) by a resolution passed by a 75% majority of those voting, or</p> <p>(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or</p> <p>(b) by a resolution agreed in writing by all members of the CIO.</p> <p>(2) Subject to the payment of all the CIO's debts:</p>	<p>Generally old = new</p> <p>Clause 8 (Trustee liability) is additional.</p>



Buckingham Canal Society – Old vs New Constitution

<p>period of the Charity must be sent to the Commissioners.</p>	<p>(a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.</p> <p>(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.</p> <p>(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.</p> <p>(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:</p> <p>(a) the charity trustees must send with their application to the Commission:</p> <p>(i) a copy of the resolution passed by the members of the CIO;</p> <p>(ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and</p> <p>(iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;</p> <p>(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.</p> <p>(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>8. Liability of members to contribute to the assets of the CIO if it is wound up</p> <p>If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.</p>	
<p>W Arrangements until the first Annual General Meeting</p> <p>Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.</p>	Not in new constitution	Not Applicable
<p>This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.</p> <p>(signed) S.G. Miles, Chairman,</p> <p>S.G. Morley, Hon. Secretary.</p> <p>Amendment 1: Adopted by voting members at AGM on 26 January 2006</p> <p>(a) insertion of registered charity number into Clause B</p> <p>(b) Insertion of new para 4 – Equal Opportunities - to Clause C</p> <p>Amendment 2: Adopted by voting members at AGM on 30 January 2010</p> <p>(a) Alteration to Clause S permitting the use of electronic communication when issuing notices to members</p>	Not in new constitution	Not Applicable



Buckingham Canal Society – Old vs New Constitution

Amendment 3: Adopted by voting members at AGM on 28 January 2012 (a) Amended referencing of paras K to W to eliminate duplication		
Not in old constitution:	2. National location of principal office The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.	
Not in old constitution:	6. Benefits and payments to charity trustees and connected persons (1) General provisions No charity trustee or connected person may: (i) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public; (ii) sell goods, services, or any interest in land to the CIO; (iii) be employed by, or receive any remuneration from, the CIO; (iv) receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value. (2) Scope and powers permitting trustees’ or connected persons’ benefits	



Buckingham Canal Society – Old vs New Constitution

	<p>(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.</p> <p>(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.</p> <p>(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.</p> <p>(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).</p> <p>(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.</p> <p>(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.</p> <p>(3) Payment for supply of goods only – controls</p> <p>The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).</p> <p>(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.</p> <p>(c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.</p> <p>(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.</p> <p>(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.</p> <p>(f) The reason for their decision is recorded by the charity trustees in the minute book.</p> <p>(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.</p> <p>(4) In sub-clauses (2) and (3) of this clause:</p> <p>(a) “the CIO” includes any company in which the CIO:</p> <p>i. holds more than 50% of the shares; or</p>	
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Buckingham Canal Society – Old vs New Constitution

	<p>ii. controls more than 50% of the voting rights attached to the shares; or</p> <p>iii. has the right to appoint one or more directors to the board of the company;</p> <p>(b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);</p>	
Not in old constitution:	<p>20. Saving provisions</p> <p>(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:</p> <ul style="list-style-type: none">• who was disqualified from holding office;• who had previously retired or who had been obliged by the constitution to vacate office;• who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; <p>if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.</p> <p>(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).</p>	



Buckingham Canal Society – Old vs New Constitution

Not in old constitution:	<p>21. Execution of documents</p> <p>(1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).</p> <p>(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.</p> <p>(3) If the CIO has a seal:</p> <p>(a) it must comply with the provisions of the General Regulations; and</p> <p>(b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.</p>	
Not in old constitution:	<p>22. Use of electronic communications</p> <p>(1) General</p> <p>The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:</p> <p>(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;</p> <p>(b) any requirements to provide information to the Commission in a particular form or manner.</p>	
Not in old constitution:	<p>26. Rules</p>	



Buckingham Canal Society – Old vs New Constitution

	The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.	
Not in old constitution:	<p>27. Disputes</p> <p>If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.</p>	
Not in old constitution:	<p>30. Interpretation</p> <p>In this constitution:</p> <p>“connected person” means:</p> <ul style="list-style-type: none"> (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee; (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above; (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above; (d) an institution which is controlled – <ul style="list-style-type: none"> (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or 	



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	<p>(ii) by two or more persons falling within sub-clause (d)(i), when taken together</p> <p>(e) a body corporate in which –</p> <p>(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or</p> <p>(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.</p> <p>Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.</p> <p>“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.</p> <p>“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.</p> <p>The “Communications Provisions” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.</p> <p>“charity trustee” means a charity trustee of the CIO.</p> <p>A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.</p>	
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