

3. Objects

Amend paragraph to not refer to Scotland or Northern Ireland

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable.

6. Benefits and payments to charity trustees and connected persons

Remove square brackets around "30" to include it

(b) "connected person" includes any person within the definition set out in clause 30 (Interpretation);

9. Membership of the CIO

Add requirement to be 18 years or older to align with Safeguarding Policy

A member must be 18 years or older.

Remove brackets around (ii) to include approval of membership

(1) Admission of new members

(b) Admission procedure

(ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

Remove brackets around (iv) to include refusal of membership

(1) Admission of new members

(b) Admission procedure

(iv) 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

Add

(3) Duty of members

Members are encouraged to update the CIO records by themselves (self service online) or advise the charity trustees in writing of a change in their contact details (email, address, phone) as soon as practically possible.

10. Members' decisions

Remove brackets around "28" in (b) to include

(4) Decisions that must be taken in a particular way

(b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

11. General meetings of members

Remove brackets around "13" in (1) to include

(1) Types of general meeting

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.

Amend days to notify members to be 21 days (from 14) & Add (f)

(3) Notice of general meetings

(a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 21 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.

(f) Nominations for charity trustees must be sent to secretary electronically or by post 7 days before the meeting. Nomination forms will be sent with the notice of the general meeting.

Amend paragraph to qualify each member has one vote.

(6) Voting at general meetings

(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 (including proxy and postal votes). Every member has one vote.

Remove brackets around "organisations" to include

(7) Representation of organisations and corporate members

Add

(9) Objectives of annual meeting

- i. Approval of previous year's minutes.
- ii. Adoption of annual charity trustees report and accounts.
- iii. Election of charity trustees.
- iv. Appointment of an independent examiner or auditor.

Add (as per Pat @ HVA)
(10) Proxy voting

- (a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - i. states the name and address of the member appointing the proxy;
 - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
 - iv. is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - i. allowing the person appointed under it as a proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the CIO by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the CIO a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy note was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

Add (as per Pat @ HVA)

(11) Postal Voting

- (a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- (c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:
 - i. a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - ii. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for Bohemia Walled Garden Association', at the CIO's principle office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the results of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

12. Charity trustees

Remove brackets around "15(1)(f)" to include & also amend age to 18

(2) Eligibility for trusteeship

- (b) No one may be appointed as a charity trustee:
- if he or she is under the age of 18 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

Remove brackets around "12" to include and amend to 8

(3) Number of charity trustees

- (b) The maximum number of charity trustees is 8. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

Remove option 1b and 2 completely

Option 1b

- (b) There is no maximum number of charity trustees that may be appointed to the CIO.

Option 2

- (a) There should be:
[Not less than... nor more than]... elected trustees;
[... ex officio trustee[s]; and
[Not less than... nor more than]... nominated trustees].

- (b) 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.

- (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause.
No trustee appointment may be made in excess of these provisions.

13. Appointment of charity trustees

Remove option 1 completely

Option 1

- (1) At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office;

Remove brackets around "15" and "12(3)" to include

- (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;

19. Meetings and proceedings of charity trustees

Add

(1) Calling meetings

(c) Trustee meetings will be held no less than 4 times annually.

Remove brackets around "one third" to include

(3) Procedure at meetings

(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 three 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.

22. Use of electronic communications

Add (as recommended by Pat)

(2) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

(i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings);

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the CIO's powers under clause 10 (Members' decisions), 10(3) (Decisions taken by resolution in writing), or the provisions for postal voting 10(11).

(c) The charity trustees must:

(i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form

25. Accounting records, accounts, annual reports and returns, register maintenance

Add

(3) The Finance Procedures in use by the CIO are available on the CIO's web site.

30. Interpretation

Add

A "term" is a period of three years in relation to the period a trustee can hold office.