



CONSTITUTION as adopted by WEXP Annual General Meeting, 14/11/2015; updated after 2020 AGM

1. NAME

The name of the Charitable Incorporated Organisation is WATERWAYS EXPERIENCES (operating name WEXP)

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

The principal office of WATERWAYS EXPERIENCES is in England

3. OBJECTS

The objects of WATERWAYS EXPERIENCES are:

To provide or assist in the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life in particular by the provision of a boat base and canal boats.

Nothing in this constitution shall authorize an application of the property of WATERWAYS EXPERIENCES for purposes which are not charitable.

4. POWERS

WATERWAYS EXPERIENCES has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, In particular to:

- (1) borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed. WATERWAYS EXPERIENCES must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land. If the trustees wish to act in accordance with this clause they must give 28 days' notice to members so members may call an Extraordinary General Meeting if they feel further approval is required;
- (2) buy, take on lease or in exchange, hire or otherwise any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to WATERWAYS EXPERIENCES. In exercising this power, WATERWAYS EXPERIENCES must comply as appropriate with sections 117 and 119- 123 of the Charities Act 2011;
- (4) Subject to prior agreement in general meeting, employ and remunerate such staff as are necessary for carrying out the work of WATERWAYS EXPERIENCES. WATERWAYS EXPERIENCES may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6;
- (5) deposit or invest funds and arrange for the investments or other property of WATERWAYS EXPERIENCES 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 so by the Trustee Act 2000

5. APPLICATION OF INCOME AND PROPERTY

(1) The income and property of WATERWAYS EXPERIENCES must be applied solely towards the promotion of the objects.

(a) A trustee is entitled to be reimbursed from the property of WATERWAYS EXPERIENCES or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of WATERWAYS EXPERIENCES;

(b) A trustee may benefit from trustee indemnity insurance cover purchased at WATERWAYS EXPERIENCES'S expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

None of the income or property of WATERWAYS EXPERIENCES may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of WATERWAYS EXPERIENCES. This does not prevent a member who is not also a trustee receiving:

- (a) a benefit from WATERWAYS EXPERIENCES as a beneficiary of WATERWAYS EXPERIENCES;
 - (b) reasonable and proper remuneration for any goods or services supplied to WATERWAYS EXPERIENCES.
- (2) Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

(1) General provisions

No trustee or connected person may:

- (a) buy or receive any goods or services from WATERWAYS EXPERIENCES on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to WATERWAYS EXPERIENCES;
- (c) be employed by, or receive any remuneration from, WATERWAYS EXPERIENCES;
- (d) receive any other financial benefit from WATERWAYS EXPERIENCES;

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

- (a) A trustee or connected person may receive a benefit from WATERWAYS EXPERIENCES as a beneficiary of WATERWAYS EXPERIENCES provided that a majority of the trustees do not benefit in this way;
- (b) A 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 service to WATERWAYS EXPERIENCES where that is permitted in accordance with, and subject to, the conditions in sections 185 to 188 of the Charities Act 2011;
- (c) A trustee or connected person may receive interest on money lent to WATERWAYS EXPERIENCES at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate);
- (d) A trustee or connected person may receive rent for premises let by the trustee or connected person to WATERWAYS EXPERIENCES. The amount of rent and the other terms of the lease shall be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (e) A trustee or connected person may take part in the normal trading and fund-raising activities of WATERWAYS EXPERIENCES on the same terms as members of the public.

(3) Payment for supply of goods only – controls

WATERWAYS EXPERIENCES and its trustees may only rely upon the authority provided by sub-clause (2) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between WATERWAYS EXPERIENCES and the trustee or connected person supplying the goods ("the supplier");

(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;

(c) The other trustees are satisfied that it is in the best interests of WATERWAYS EXPERIENCES to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantages of contracting with a trustee or connected person against the disadvantages of doing so;

(d) The supplier is absent from the part of any meeting at which there is a 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 WATERWAYS EXPERIENCES;

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting;

(f) The reason for their decision is recorded by the trustees in the minute book;

(g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) "WATERWAYS EXPERIENCES" includes any company in which WATERWAYS EXPERIENCES:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

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

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A trustee shall:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with WATERWAYS EXPERIENCES or in any transaction or arrangement entered into by WATERWAYS EXPERIENCES which has not previously been declared; and

(2) absent himself or herself from any discussions of the 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 WATERWAYS EXPERIENCES and any personal interest (including but not limited to any financial interest).

Any trustee absenting himself or herself from any discussions in accordance with this clause shall not vote or be counted as part of the quorum in any decision of the trustees on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF WATERWAYS EXPERIENCES IF IT IS WOUND UP

If WATERWAYS EXPERIENCES is wound up, the members of WATERWAYS EXPERIENCES shall have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. MEMBERSHIP OF WATERWAYS EXPERIENCES

(1) Admission of new members

(a) Eligibility

Membership of WATERWAYS EXPERIENCES is open to anyone who is interested in furthering its Objects and who, by applying for membership, has indicated acceptance of the duty of members.

A member may be an individual, a corporate body, or an organisation which is not incorporated.

(b) Admission procedure

Applicants for membership:

- (i) shall submit the appropriate form to the membership secretary,
- (ii) shall agree to a clearance check through the Disclosure and Barring Service (DBS) or a successor body, being obtained should this be required by the member's voluntary role
- (iii) shall agree to pay a membership fee if determined by the trustees under Clause 9 (5)
- (iv) shall have their details advised to the trustees when formalities are completed
- (v) shall be refused membership if the trustees believe that it is in the best interests of WATERWAYS EXPERIENCES for them to do so

(c) Refusal of membership

Before the trustees take any decision to refuse membership of WATERWAYS EXPERIENCES they must:

- (i) inform the applicant within 21 days of the reason(s) why it is proposed to refuse membership to him her or it;
- (ii) give the applicant at least 21 clear days' notice in which to appeal against the refusal;
- (iii) at a duly constituted meeting of the trustees give fair consideration of any such appeal and shall inform the applicant of their decision, but any decision to confirm refusal for membership shall be final

(2) Transfer of membership

Membership of WATERWAYS EXPERIENCES cannot be transferred.

(3) Duty of members

It is the duty of each member of WATERWAYS EXPERIENCES to exercise his or her powers as a member of WATERWAYS EXPERIENCES in the way he or she decides in good faith would be most likely to further the Objects of WATERWAYS EXPERIENCES.

(4) Termination of membership

(a) Membership of WATERWAYS EXPERIENCES shall end if:

- (i) the member dies, or, in the case of an organisation, that organisation ceases to exist; or
- (ii) the member sends a notice of resignation to the trustees; or
- (iii) any sum of money due from the member is not paid in full within 3 months of its falling due; or
- (iv) the trustees decide that it is in the best interests of WATERWAYS EXPERIENCES that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the trustees take any decision to remove someone from membership of WATERWAYS EXPERIENCES they must:

- (i) inform the member of the reason(s) 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 trustees as to why he, she or it should not be removed from membership;
- (iii) at a duly constituted meeting of the trustees, consider any representations which the member makes as to why the member should not be removed;

(5) Membership fees

Membership fees shall be determined by the trustees. At the discretion of the trustees, an individual's membership fee may

be waived.

(6) Continuity of membership

Members shall re-affirm their membership annually by completing the appropriate form issued with the notice of the Annual General Meeting

10. MEMBERS' DECISIONS

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision 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.

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

(a) Any decision to remove a trustee shall be taken in accordance with clause 15(2).

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

(c) Any decision to wind up or dissolve WATERWAYS EXPERIENCES shall be taken in accordance with clause 29 of this constitution. Any decision to amalgamate or transfer the undertaking of WATERWAYS EXPERIENCES to one or more other CIOs shall be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS OF MEMBERS

(1) Types of general meeting

There shall be an annual general meeting (AGM) of members. AGMs shall be held at intervals of not more than 15 months. The AGM shall receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and shall elect trustees as required under clause 13.

Other general meetings of WATERWAYS EXPERIENCES may be held at any time.

All general meetings shall be held in accordance with the following provisions.

(2) Calling general meetings

(a) The trustees:

(i) Shall call the Annual General Meeting in accordance with sub-clause (1) of this clause and identify it as such in the notice of the meeting; and

(b) May call any other general meeting at any time. The trustees shall, within 21 days, call a general meeting if:

(i) they receive a request to do so from at least 10% of the members of WATERWAYS EXPERIENCES; 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;

(c) If, at the time of any such request, there has not been any general meeting of the members for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%;

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed at the meeting;

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious;

- (f) Any general meeting called by the trustees at the request of the members shall be held within 21 days from the date on which it is called;
- (g) If the trustees fail to comply with this obligation to call a general meeting then the members who requested the meeting may themselves call a general meeting;
- (h) A general meeting called in this way shall be held not more than 2 months after the date when the members first requested the meeting;
 - (i) WATERWAYS EXPERIENCES must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees duly to call the meeting and WATERWAYS EXPERIENCES shall be entitled to be indemnified by the trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The trustees, or as the case may be the relevant members of WATERWAYS EXPERIENCES, must give at least 14 clear days' notice of any general meeting;
- (b) If it is agreed by not less than two-thirds of members present, 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 under another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting shall:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (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
 - (iv) if a proposal to alter the constitution is to be considered at the meeting, include the text of the proposed alteration;
 - (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, details of where the information may be found on WATERWAYS EXPERIENCES's website.
- (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.
- (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 WATERWAYS EXPERIENCES.

(4) Chairing of general meetings

The person nominated as chair by the trustees under clause 19(2) shall, if present at a general meeting and willing to act, preside as chair of the meeting. Subject to that, the members who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum of general meetings

- (a) No business may be transacted at any general meeting unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be no less than 15% of the membership or twice the number of trustees whichever is the greater. 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.

- (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 shall be closed.
- (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 shall adjourn the meeting. The date, time and place at which the meeting will resume shall be either announced by the chair or notified to members at least 7 clear days before the date on which it will resume.
- (e) 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 shall be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(3) shall be taken by a simple majority of votes cast at the meeting. Every member shall have one vote.
- (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 demanded. A poll may be demanded by the chair or by at least 10% of the members present at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment shall be taken immediately.
- (d) A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair shall decide, provided that the poll shall be taken, and the result of the poll announced, within 30 days of the demand for the poll
- (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, casting, vote

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of WATERWAYS EXPERIENCES may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of WATERWAYS EXPERIENCES.

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 WATERWAYS EXPERIENCES.

(8) Adjournment of meetings

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.

12 TRUSTEES

(1) Functions and duties of trustees

The trustees shall be responsible for management of the affairs of WATERWAYS EXPERIENCES, including oversight of the Management Committee provided for under Clause 18 (1), and may for that purpose exercise all the powers of WATERWAYS EXPERIENCES. It is the duty of each trustee.

- (a) to exercise his or her powers and to perform his or her functions as a trustee of WATERWAYS EXPERIENCES in the way he or she decides in good faith would be most likely to further the purposes of WATERWAYS EXPERIENCES; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
- (ii) if he or she acts as a trustee of WATERWAYS EXPERIENCES in the course of a business or profession, 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.

(2) Eligibility for trusteeship

- (a) Every trustee must be a natural person.
- (b) Every trustee must be a member of WATERWAYS EXPERIENCES
- (c) No one may be appointed as a 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)
- (d) No one is entitled to act as a trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee.

(3) Number of trustees

- (a) There shall be a minimum of five and a maximum of nine trustees. If the number falls below the minimum, the remaining trustee or trustees may act only to call a meeting of the trustees or appoint a new trustee or trustees.
- (b) Any decision to increase the maximum number of trustees shall be taken at a general meeting

13. APPOINTMENT OF TRUSTEES

- (1) At every annual general meeting of WATERWAYS EXPERIENCES, one-third of the trustees shall retire from office. If the number of trustees is not a multiple of three, then the number nearest to one-third shall retire from office;
- (2) The 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;
- (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 (4) of this clause; A person so appointed by the members shall retire in accordance with the provisions of sub-clause (2) of this clause;
- (4) The trustees may at any time decide to appoint a new trustee in place of a trustee who has resigned or been removed in accordance with clause 15; A person so appointed by the trustees shall retire at 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 trustees is to retire by rotation at that meeting.

14. INFORMATION FOR NEW TRUSTEES

The trustees shall make available to each new trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the latest trustees' annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF TRUSTEES

- (1) A trustee shall cease to hold office if he or she:

- (a) retires by notifying WATERWAYS EXPERIENCES in writing.
 - (b) is absent without the permission of the trustees from three consecutive meetings and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to WATERWAYS EXPERIENCES, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) is removed by the members in accordance with sub-clause (2) of this clause;
 - (f) is disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting called for that purpose and properly convened in accordance with clause 11 and the resolution is passed by two-thirds of votes cast at the meeting.
- (3) A resolution to remove a 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 WATERWAYS EXPERIENCES.

16. RE-ELECTION OF TRUSTEES

Any person who retires as a trustee by rotation or by giving notice to WATERWAYS EXPERIENCES shall be eligible to stand for re-election at an Annual General Meeting for re-appointment. A trustee who has served for three consecutive terms of three years may not be re-appointed for a fourth consecutive term but may be re-appointed after an interval of at least three years.

17. TAKING OF DECISIONS BY TRUSTEES

Any decision may be taken either:

- at a meeting of the trustees; or
- by resolution in writing or electronic form agreed by all of the 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 trustees has signified their agreement.

18. DELEGATION BY TRUSTEES

- (a) A Management Committee shall be appointed by the trustees to manage the day to day operations of WATERWAYS EXPERIENCES. The members of the Committee and their roles shall be determined by the trustees and resubmitted by the trustees for ratification at each Annual General Meeting
- (b) A trustee may also be a member of the Management Committee. However at least 3 members of the Committee shall be appointed from among members who are not trustees.
- (c) The trustees may in addition delegate any of their powers or functions to one or more other committees and, if they do, shall determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions or revoke the delegation.
- (d) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements:
 - a committee may consist of two or more persons
 - the acts and proceedings of any committee shall be brought to the attention of the trustees as

a whole within seven days of the committee's meeting

- the trustees shall on at least an annual basis review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEEDINGS OF TRUSTEES

(1) Calling meetings

- (a) Any trustee may call a meeting of the trustees.
- (b) Subject to that, the trustee shall decide how their meetings are to be called and what notice is required.

(2) Chairing of meetings

The trustees shall appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one had 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 trustees present shall appoint one of their number to chair that meeting.

(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 shall be two thirds of the total number of the trustees or the nearer number to two-thirds of the total number of trustees. A 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.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second, casting, vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
- (b) Any trustee participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting held by electronic means shall comply with rules for meetings, including chairing and the taking of minutes.

20. SAVING PROVISIONS

- (1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - 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 conflict of interest or otherwise;if, without the vote of that trustee and that trustee being counted in the quorum, the decision would have been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for clause (1), the resolution would have been void, or if the trustee has not complied with clause 7

21. EXECUTION OF DOCUMENTS

WATERWAYS EXPERIENCES shall execute documents by signature

- (1) A document shall be validly executed by signature if it is signed by at least two of the trustees.

(2) The trustees will determine and authorise who shall sign any document on their behalf

22. USE OF ELECTRONIC COMMUNICATIONS

(1) General

WATERWAYS EXPERIENCES shall comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (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;
- (b) any requirements to provide information to the Commission in a particular form or manner

(2) To WATERWAYS EXPERIENCES

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

(3) By WATERWAYS EXPERIENCES

- (a) Any member or trustee of WATERWAYS EXPERIENCES, by providing WATERWAYS EXPERIENCES with his or her email address or similar, is taken to have agreed to receive communications from WATERWAYS EXPERIENCES in electronic form at that address, unless the member has indicated to WATERWAYS EXPERIENCES his or her unwillingness to receive such communications in that form.
- (b) The 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);
 - (ii) give trustees notice of their meetings in accordance with clause 19(1).
- (c) The trustees shall:
 - (i) take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice;
 - (ii) send any such notice in hard copy form to any member or trustee who has not consented to receive communications in electronic form

23. KEEPING OF REGISTERS

WATERWAYS EXPERIENCES shall comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and trustees.

24. MINUTES

The trustees shall keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at general meetings of WATERWAYS EXPERIENCES;
- (3) meetings of the trustees and committees of trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made by the meetings; and
 - where appropriate the reasons for the decisions;

(4) decisions made by the trustees otherwise than in meetings shall be ratified at the next meeting of the trustees.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

- (1) The trustees shall 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 WATERWAYS EXPERIENCES, within 10 months of the financial year end.
- (2) The trustees shall comply with their obligation to inform the Commission within 28 days of any change in the particulars of WATERWAYS EXPERIENCES entered on the Central Register of Charities.

26. RULES

The 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 WATERWAYS EXPERIENCES, 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 shall be made available to any member on request.

27. DISPUTES

If a dispute arises between members 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.

28. AMENDMENT OF CONSTITUTION

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution may only be amended:
 - (a) by resolution agreed in writing by all members; or
 - (b) by a resolution passed by 75% of the votes cast at a general meeting of members
- (2) Any alteration of clauses of this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of WATERWAYS EXPERIENCES's constitution as amended, must be sent to the Commission within 14 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.

29. VOLUNTARY WINDING UP OR DISSOLUTION

- (1) As provided by the Dissolution Regulations, WATERWAYS EXPERIENCES may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve WATERWAYS EXPERIENCES can only be made:
 - (a) at a general meeting of the members of WATERWAYS EXPERIENCES called in accordance with clause 11, of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% of those voting, or
 - (ii) by a resolution passed by a decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of WATERWAYS EXPERIENCES.

- (2) Subject to the payment of all WATERWAYS EXPERIENCES's debts:
- (a) Any resolution for the winding up of WATERWAYS EXPERIENCES, or for the dissolution of WATERWAYS EXPERIENCES without winding up, may contain a provision directing how any remaining assets of WATERWAYS EXPERIENCES shall be applied
 - (b) If the resolution does not contain such a provision, the trustees shall decide how any remaining assets of WATERWAYS EXPERIENCES shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of WATERWAYS EXPERIENCES.
- (3) WATERWAYS EXPERIENCES must observe the requirements of the Dissolution Regulations in applying to the Commission for WATERWAYS EXPERIENCES to be removed from the Register of Charities, and in particular:
- (a) the trustees must send with their application to the Commission;
 - (i) a copy of the resolution passed by the members of WATERWAYS EXPERIENCES;
 - (ii) a declaration by the trustees that any debts and other liabilities of WATERWAYS EXPERIENCES have been settled or otherwise provided for in full; and
 - (iii) a statement by the trustees setting out the ways in which any property of WATERWAYS EXPERIENCES has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the trustees must ensure that a copy of the application is sent within 7 days to every member and employee of WATERWAYS EXPERIENCES, and to any trustee of WATERWAYS EXPERIENCES who was not privy to the application.
- (4) If WATERWAYS EXPERIENCES is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. INTERPRETATION

In this constitution:

“**connected person**” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within sub- clause (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clauses (a) or (b) above;
- (d) an institution which is controlled-
 - (i) by the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i) when taken together
- (e) a body corporate in which-
 - (i) the trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the Charitable Incorporated Organisations (General)

Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communication Provisions”** means the Communications Provisions in Part 9 of the General Regulations.

“trustee” means a charity trustee of WATERWAYS EXPERIENCES.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing