

Structural Comparison Overview

This document provides a detailed, structured comparison between the **2018 Constitution** (unincorporated association) and the **final CIO Constitution** (fully Charity-Commission-compliant). It highlights changes required by charity law, modern governance standards, and best practice.

Side-by-Side Comparison Tables

1. Legal Status & Framework

2018 Constitution	CIO Constitution	Structural Difference
Unincorporated members' club	Charitable Incorporated Organisation (CIO)	CIO is a legal entity with regulated governance
No statutory framework	Governed by Charities Act 2011	CIO must comply with charity law
No Charity Commission oversight	Full Charity Commission regulation	New reporting, compliance, and duties

2. Name & Principal Office

2018 Constitution	CIO Constitution	Structural Difference
“Wimbledon Philosophical Society”	“Wimbledon Philosophical Society CIO”	Legal form added
No principal office clause	Principal Office clause included	Mandatory for CIO registration

3. Values & Ethos

2018 Constitution	CIO Constitution	Structural Difference
Ethos implied	Ethos explicitly stated	Modern governance best practice

4. Charitable Objects

2018 Constitution	CIO Constitution	Structural Difference
Social/intellectual aims	Public-benefit charitable objects	Required for charitable status
No public benefit requirement	Public benefit explicitly stated	Mandatory for Charity Commission

5. Powers

2018 Constitution	CIO Constitution	Structural Difference
Basic powers implied	Full powers clause including property, employment, fundraising	Mandatory CIO clause

6. Application of Income & Property

2018 Constitution	CIO Constitution	Structural Difference
General statement	Strict charity-law compliant clause	Required wording: no private benefit except as allowed by law

7. Membership Structure

2018 Constitution	CIO Constitution	Structural Difference
Proposer/seconder system	Open, fair membership	CIO cannot restrict membership arbitrarily
Wimbledon connection required	No geographic restriction	Must be open to public benefit
No appeals process	Formal appeals process	Required fairness clause
No dispute resolution clause	Mandatory dispute resolution clause	Required by Charity Commission

8. Registers

2018 Constitution	CIO Constitution	Structural Difference
Members register only	Members register + trustees register	Trustees register is mandatory

9. Conduct

2018 Constitution	CIO Constitution	Structural Difference
Basic behavioural expectations	Formal conduct clause including bullying, harassment, discrimination	Modern safeguarding requirement

10. Governance Body (Committee vs Trustees)

2018 Committee	CIO Trustees	Structural Difference
Chair, Treasurer, Secretary + 3 members	Minimum 3 trustees	CIO requires trustee body
No legal duties	Legal fiduciary duties	Trustees must comply with charity law
No conflict-of-interest rules	Mandatory conflict-of-interest clause	Required by Charity Commission
No eligibility rules	Trustee eligibility clause	Required by Charities Act

11. Conflict of Interest Rules

2018 Constitution	CIO Constitution	Structural Difference
No conflict-of-interest clause	Trustees must declare conflicts, withdraw from discussions, and have conflicts recorded in minutes	Mandatory clause required by Charity Commission; ensures transparency and prevents biased decision-making

12. Trustee Meetings

2018 Constitution	CIO Constitution	Structural Difference
Quorum 20 members (AGM)	Trustee quorum: 2 or one-third	CIO requires trustee-level governance
No electronic meetings	Electronic meetings permitted	Modern governance requirement
No minutes requirement	Minutes mandatory	Required for compliance

13. Delegation

2018 Constitution	CIO Constitution	Structural Difference
No delegation clause	Formal delegation clause	Required for CIO governance flexibility

14. Members' Meetings (AGM/SGM)

2018 Constitution	CIO Constitution	Structural Difference
AGM in Wimbledon	AGM anywhere / online	CIO allows hybrid/online meetings
SGM by 12 members	SGM by 10% of membership	CIO uses percentage thresholds
No written resolutions	Written resolutions permitted	Required for CIO flexibility
No electronic notices	Electronic notices permitted	Modern requirement

15. Amendments

2018 Constitution	CIO Constitution	Structural Difference
2/3 majority	75% majority	CIO standard
No Commission involvement	Commission consent required for key clauses	Mandatory for CIOs

16. Dissolution

2018 Constitution	CIO Constitution	Structural Difference
Assets to “local charities”	Assets to similar-object charities	Required by charity law
No final accounts requirement	Final accounts mandatory	Required
No Commission notification	Commission must be notified	Mandatory

17. Interpretation

2018 Constitution	CIO Constitution	Structural Difference
Committee decides disputes	Trustees decide unless referred to members	CIO governance structure
No reference to Commission guidance	Commission guidance used where relevant	Required for compliance