

MEMORANDUM AND ARTICLES OF ASSOCIATION
of
THE SOMERSET BRANCH OF
THE CAMPAIGN TO PROTECT RURAL ENGLAND



Dulverton Minehead Taunton
Williton Wiveliscombe

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION
of
THE SOMERSET BRANCH OF THE CAMPAIGN TO PROTECT
RURAL ENGLAND

1. The name of the company is The Somerset Branch of the Campaign to Protect Rural England and in this document is referred to as "the Charity".
2. The Charity's registered office is to be situated in England.
3. The Charity is established for the promotion and encouragement for the benefit of the public the improvement and protection of the English countryside and in particular that of the Administrative County of Somerset and its towns and villages and for the better development of the rural environment.

In furtherance of its Objects and for no other purpose the Charity shall have power:-

- (1) to support the Council for the Protection of Rural England (in this document referred to as "CPRE")
- (2) to accept a transfer to it of the assets, liabilities and activities hitherto carried on by the Somerset branch of the Council for the Protection of Rural England (Charity number 296646).
- (3) to stimulate and educate opinion in the foregoing objects.
- (4) to provide advice and education for the persons desiring to assist in the objects of the Charity
- (5) to promote and carry out research, surveys and investigations and collect and disseminate information upon any matters affecting the planning, improvement and protection of the countryside and landscape within the objects of the Charity.
- (6) to employ and pay any person or person, other than members of the Executive Committee described in Article 7 to supervise, organise and carry on the work of the Charity and make all reasonable and necessary provision for the payment of pensions and the superannuation to or for the benefit of employees and their widows and orphans.
- (7) to undertake, execute, manage, support or assist any charitable bodies or trusts formed for all or any of the Objects of the Charity including acting as trustee.

- (8) to purchase, accept donations of, take on lease or in exchange, hire or otherwise acquire any assets or property and any rights or privileges necessary or desirable for the promotion of the Charity and to construct, maintain and alter any buildings or erections necessary or desirable for the purposes of the Charity.
- (9) to participate and co-operate in the operation and activity of such Regional Groups or other groups or bodies of CPRE as may exist from time to time.
- (10) to make regulations in respect of any property or buildings acquired under the provisions of sub-clause 3(5).
- (11) subject to obtaining such consents as may be required by law, to borrow, sell, let, mortgage, charge, dispose of or turn to account all or any property or assets vested in the Charity from time to time on such terms as shall be deemed necessary or desirable.
- (12) subject to obtaining such consents as may be required by law, to borrow or raise money for the objects of the Charity and accept gifts on such terms and on such security as shall be deemed necessary or desirable, provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
- (13) to invest the monies of the Charity not immediately required for the objects of the Charity in or upon such investments, securities or other assets as the Executive Committee shall think fit, subject to such conditions (if any) as may for the time being be required by law, and for this purpose to take advice of such persons as the Executive Committee shall think fit.
- (14) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate accounts in the name of the Charity with banks, building societies or other bodies including the power to overdraw on such accounts when agreed with such bank, building society or other body.
- (15) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.
- (16) to do all such other lawful things as are necessary or desirable for the attainment of the objects of the Charity.

the assets of the Charity shall be applied solely towards the promotion of the objects of the Charity and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Charity and no member of the Executive Committee shall be appointed to

any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing in this document shall prevent any payment in good faith by the Charity:



- (1) of the usual professional charges for business done by any member of the Executive Committee, who is a person engaged in any profession or business, or by any partner of such member or by a company of which such member is director, member or employee, when such person partnership or company is instructed by the Charity to act on its behalf. 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 appointment or that of his partner or a company as described in this provision is under discussion.
 - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or employee of the Charity who is not a member of the Executive Committee.
 - (3) of interest on money lent by any member of the Charity or member of the Executive Committee at a reasonable and proper rate not exceeding the minimum lending rate declared by the Bank of England.
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Executive Committee may be a member holding not more than one hundredth of the issued share capital.
 - (5) of the reasonable and proper rent for premises demised or let by a member of the Executive Committee or a member of the Charity.
 - (6) the reasonable out of pocket expenses of any member of the Executive Committee or any member of any Sub-Committee or District Committee or any officer or any member of the Charity in so far as the same are permitted by law.
 - (7) to pay for indemnity insurance for members of the Executive Committee and any Sub-Committees and District Committees and officers and (in so far as the same are permitted by law.)
- 4.7.1. to cover the liability of the members of the Executive Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Branch and all costs charges and expenses which may be incurred by them in successfully contesting any such liability. Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Executive Committee knew to be a breach of trust or breach of duty or which was committed by the members of the Executive Committee in reckless disregard of whether it was a breach of trust or a breach of duty or not. Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the

Executive Committee in their capacity as members of the Executive Committee of the Branch; and


4.7.2. for its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit.

5. The liability of the members is limited.
6. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding one pound) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves.
7. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remain any assets they shall not be paid or distributed among the members of the Charity but shall be given or transferred to CPRE (provided it is a charity at that time) otherwise to some other charity or charities having objects of similar to the objects of the Charity which prohibit the distribution of its or their income and assets to an extent at least as great as is imposed on the Charity by clause 4 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done to some other charitable object.

Names, addresses and description of the Subscribers

<u>Names and address</u>	<u>Description</u>	<u>Signature</u>
David John Orme 41 High Street Taunton Somerset	Solicitor	
Alison Jane McVay 41 High Street Taunton Somerset	Solicitor	

Dated the *second* day of *May* 2003

Witness to the above signatures

F. M. PULVERMACHER
SOLICITOR & NOTARY
TAUNTON.

THE COMPANIES ACTS 1985 AND 1989
Company limited by guarantee and not having a Share Capital
ARTICLES OF ASSOCIATION
of
THE SOMERSET BRANCH OF
THE CAMPAIGN TO PROTECT RURAL ENGLAND

1. Interpretation

In these articles

"the Charity" means the company intended to be regulated by these articles.

"the Acts" means the Companies Acts 1985 and 1993 including any statutory modifications or re-enactment for the time being in force.

"the Articles" means these Articles of Association of the Charity.

"the Charities Act 1992" shall include any statutory modifications or re-enactment for the time being in force of the Charities Act 1992.

"clear days" in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Committee Member" means a director of the Charity for the time being.

"CPRE" means the Council for the Protection of Rural England (Charity No. 1089685 limited Company registered in England and Wales No. 4302973)

"executed" includes any mode of execution.

"Executive Committee" means the committee of management comprising the Committee Members (which would otherwise have been called the Board of Directors) the Charity for the time being.

"the Memorandum" means the memorandum of association of the Charity.

"month" means the calendar month.

"office" means the registered office of the Charity

"the Seal" means the common seal of the Charity if it has one

"the Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint, assistant or

deputy secretary who is appointed to carry out the duties of company secretary as required by the Acts.

"the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

"in writing" means written, printed or lithographed or partly one and another and other modes of representing or producing words visible form.

Words importing the singular number shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender and vice versa and words importing a person shall include corporations or other organisations.

Subject to the above, any words or expressions defined in the Acts in force at the date on which these Articles become binding on the Charity shall if not inconsistent with the subject or context bear the same meaning in the Articles

2. Objects

The Charity is established for the objects expressed in the Memorandum.

3. Membership

- 3.1 The number of members with which the Charity proposes to be registered is one thousand five hundred but the Executive Committee may from time to time resolve upon an increase of members.
- 3.2 All members shall also be members of the CPRE.
- 3.3 The provisions of Sections 352 and 353 of the Companies Act 1985 shall be observed by the Charity and every member of the Charity shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

4. Cessation of Membership

- 4 Membership shall not be transferable and a member shall cease to be a member:-
 - 4.1 on death
 - 4.2 if a member resigns by giving not less that seven days notice in writing signed by such member to the office or to the registered office of CPRE (subject to the provisions of Clause 5 of the Memorandum)
 - 4.3 if a member ceases to be a member of the CPRE
 - 4.4 The Executive Committee shall have the right for good and sufficient reason to recommend to CPRE the termination of the membership of any individual or an organisation provided that any such member shall be given not less that 21 days written notice of any meeting of the Executive Committee at which such recommendation is to be considered and he (or being a corporation its duly authorised representative) shall have the right

to make representations in writing or in person to the meeting of the Executive Committee or at any adjourned meeting thereof.

5. General Meetings

- 5.1. All members of the Charity who have paid all monies due from them to the Charity shall be entitled to attend and vote at General Meetings of the Charity.
- 5.2. No business shall be transacted at any General Meeting of the Charity unless a quorum is present. Twenty five members of the Charity entitled to vote on the business to be transacted or one tenth of the total number of such members, whichever is the less, present at such general meeting shall constitute a quorum and in calculating such quorum all persons holding a proxy or other lawful appointment on behalf of a member shall be included.
- 5.3. If there is not a quorum of members present within thirty minutes of the time and place fixed for such general meeting the Chairman of the meeting shall adjourn the meeting to a time and place to be notified to the members of the Charity in the manner provided for in article 5.8.
- 5.4. At any meeting adjourned under the provisions of sub-article 5.3. the members present shall be sufficient quorum to transact any business which that meeting is competent to deal with.
- 5.5. The Chairman if any of the Executive Committee or in his absence the Vice Chairman or some other member of the Executive Committee shall preside as chairman of the meeting but if neither the Chairman nor any such Member of the Executive Committee is present and willing to act within fifteen minutes after the time appointed for the holding of the meeting then the members of the Executive Committee who are present shall elect one of their number to be chairman and if there is only one member of the Executive Committee present and willing to act he should be the chairman.
- 5.6. If no member of the Executive Committee is willing to act as chairman or if no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman and such person may be a person appointed by proxy on behalf of a member or a representative appointed under article 6.5
- 5.7. A member of the Executive Committee shall notwithstanding that he is not a member be entitled to attend and speak at any general meeting.
- 5.8. The chairman may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business which shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted otherwise it shall not be necessary to give such notice.

- 5.9 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. Subject to the provisions of the Acts, a poll may be demanded:-
- 5.9.1. by the chairman: or
 - 5.9.2. by at least two members present having the right to vote at the meeting: or
 - 5.9.3. by a member or members representing not less than one-tenth of the total voting rights of all the members having a right to vote at the meeting
- 5.10 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution
- 5.11 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of the show of hands declared before the demand for the poll was made.
- 5.12 The poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be that of the resolution of the meeting at which the poll is demanded.
- 5.13 In the case of equality votes, whether on a show of hands or on a poll, the chairman shall have a casting vote in addition to any other vote he may have.
- 5.14 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If the poll is demanded before the declaration of the result of a show of hands and the demand is truly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.15 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.
- 5.16 An annual general meeting and a meeting called to pass a special resolution shall be called by at least twenty one days notice in writing. Other meetings shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the time of the meeting and, in the case of special business

the general nature of that business and shall be given, in manner mentioned in article 14, or in such other manner, if any, as may be prescribed by the Charity in general meeting, to such other persons as are, under the articles of the Charity entitled to receive such notice provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been called if it is so agreed:

5.16.1. in the case of the Annual General meeting, by all the members entitled to attend and vote: and

5.16.2. in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members

5.17 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Votes of Members

- 6.1 Subject to sub-article 5.13 every member who has attained the age of 18 years shall have one vote.
- 6.2 No member shall be entitled to vote at any general meeting unless all monies owing by him to the Charity have been paid.
- 6.3 No objection shall be raised to the qualification of any voter except at the meeting or an adjourned meeting at which the vote objected to is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 6.4 A vote given or poll demanded by the duly authorised representative of a corporate or other organisation shall be valid notwithstanding the previous determination of the authority of such representative unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded of (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 6.5 Any corporate or other body or organisation which is a member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of such body as the body could exercise if it were an individual member of the Charity.

7. EXECUTIVE COMMITTEE (alias the BOARD OF DIRECTORS)

- 7.1 The Executive Committee shall consist of:
- 7.1.1 The Honorary Officers elected or appointed under the provisions of sub-articles 10.1 and 10.3.
- 7.1.2 Those members of the Charity not exceeding ten in total who are elected to serve on the Executive Committee at the Annual General Meeting or who are co-opted under the provisions of article 7.3.
- 7.1.3 A member nominated by each District Committee of the Charity under the provisions of sub-article 9.10.
- 7.2 All members of the Executive Committee shall retire at the end of each Annual General Meeting. Any retiring member shall be eligible for re-election provided that the years of continuous service of such individual member of the Executive Committee shall not exceed five years before the conclusion of the next Annual General Meeting of the Charity.
- 7.3 The Executive Committee shall have power to fill any casual vacancies until the next Annual General Meeting of the Charity.
- 7.4 The executive Committee shall have power to fill any casual vacancies of Honorary Officers other than that of President until the next Annual General Meeting of the Charity.
- 7.5 Subject to the provisions of the Acts, the Memorandum and the Articles and to any directions given by special resolution, the Executive Committee shall be responsible for managing the business of the Charity and may exercise all the powers of the Charity. No alterations of the Memorandum or the Articles and no such directions shall invalidate any prior act of the members of the Executive Committee, which would have been valid if that alteration or direction had not been given. The powers given by this article shall not be limited by any special power given to the members of the Executive Committee by the Articles and a meeting of the Executive Committee.
- 7.6 In addition to all the powers expressly conferred upon them and without detracting from the generality of their powers under the Articles the members of the Executive Committee shall have the following powers, namely: -
- 7.6.1 To spend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may think fit and to direct the sale or transposition of any of the investments and to expend the proceeds of any such sale in the furtherance of the objects of the Chanty.
- 7.6.2 To enter into contracts on behalf of the Charity.
- 7.7 A member of the Executive Committee shall cease to be such member upon the happening of any of the following: -
- 7.7.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- 7.7.2 He does not pay any money due from him to the Charity promptly or he fails to comply with any decisions of the Charity.
- 7.7.3 He ceases to be a member of the Executive Committee by virtue of the provisions of the Act or is disqualified from acting as trustee of a Charity by virtue of Section 45 of the Charities Act 1922 (or any statutory re-enactment or modification to that provision).

- 7.7.4 He becomes incapable by reason mental disorder illness or injury of managing or administering his own affairs.
- 7.7.5 He resigns his office by notice to the Charity but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect.
- 7.7.6 He is absent without leave of the Executive Committee from all their meetings held within a period of six months and the members of the Executive Committee resolve that his office should be vacated.
- 7.7.7 He is removed by a special resolution passed at a meeting of the members.
- 7.7.8 Except to the extent permitted by Clause 4 of the Memorandum no member of The Executive Committee shall take or hold any interest in the property belonging to the Charity or receive remuneration or be interested otherwise than as a member of the Executive Committee in any other contract to which the Charity is a party.
- 7.7.9 Members of the Executive Committee shall be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with the discharge of their duties provided that the Executive Committee or the Charity in general meeting have approved the payment of any such expenses but otherwise they shall not be paid any remuneration.

8. PROCEEDINGS AT EXECUTIVE COMMITTEE MEETINGS

- 8.1. At any meeting of the Executive Committee four of its members shall form a quorum.
- 8.2. The Chairman and the Vice-Chairman of the Charity shall be the Chairman and Vice-Chairman of the Executive Committee unless the Charity in general meeting decides otherwise but if neither of these persons are present within five minutes after the time appointed for the start of the meeting of the Executive Committee or the Chairman and/or the Vice-chairman are unwilling to act the members of the Executive Committee present may appoint one of their number to be chairman of the meeting.
- 8.3. Subject to the provisions of these articles the members of the Executive Committee may regulate their proceedings as they think fit.
- 8.4. A member of the Executive Committee may and the Secretary at the request of a member of the Executive Committee shall call a meeting of the members of the Executive Committee. It shall not be necessary to give notice to a member of the Executive Committee who is absent from the United Kingdom
- 8.5. Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second casting vote.
- 8.6. The members of the Executive Committee may act notwithstanding any vacancies in their number but if the number of the members of the Executive Committee is less than the number fixed as the quorum the continuing members of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.

- 8.7. The Executive Committee shall have power to appoint, determine the composition of and dissolve such sub-committees as the members of the Executive Committee decide are necessary or desirable provided that the proceedings of such sub-committees shall be reported promptly to the Executive Committee. In particular unless the Executive Committee or the Charity in general meeting decides otherwise there shall be a Standing Sub-Committee comprising the Chairman, Secretary and such one or more of the Honorary Officers as the Executive Committee shall decide. The Standing Sub-Committee shall deal with matters which in the reasonable opinion of the members of the Standing Sub-Committee cannot wait until the next meeting of the Executive Committee or general meeting of the Charity but the proceedings of the Standing Sub-Committee shall be reported at the next meeting of the Executive Committee.
- 8.8. The Executive Committee and all of its sub-committees shall have the power to invite the attendance of other persons who shall not be entitled to vote.
- 8.9. The Executive Committee shall meet at least four times each calendar year unless the Charity in general meeting decides otherwise.
- 8.10. A resolution signed in writing by all members of the Executive Committee entitled to receive notice of an Executive Committee meeting, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held and may consist of several documents in like form each signed by one or more members of the Executive Committee.
- 8.11.0 All acts done by any meeting of the Executive Committee or of a sub-committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee or sub-committee.
- 8.12. The Executive Committee may appoint any member of the Charity to represent it at any meeting which the Charity is entitled to attend or to be its representative on any body on which it has a right to be represented or appointed a member. Any such appointment shall be for the period and terms set out in the resolution of appointment.

DISTRICT COMMITTEES

- 9.1 District Committees may be formed by the Executive Committee covering whenever reasonably possible the same areas as the local planning authorities or their successors for the purposes of assisting in carrying out the Objects of the Charity in those areas.
- 9.2 In addition to the Chairman and Vice-chairman, unless the Executive Committee decides otherwise each District Committee shall consist of not more than twelve members of the Charity or representatives of corporate or other bodies who are members of the Charity who shall be elected at an Annual General Meeting of members of the Charity who reside in the relevant area or who have notified the Secretary that they wish to have all notices relating to the Charity sent to them at an address in that particular area.

- 9.3 Unless the Executive Committee decides otherwise the officers of a District Committee shall be a Chairman, Honorary Treasurer, Honorary Secretary and such other Honorary Officers as the relevant District Committee and the Executive Committee shall decide.
- 9.4 Three members of a District Committee present at a meeting of that District Committee shall form a quorum.
- 9.5 Each District Committee shall meet not less than three times a year.
- 9.6 Each District Committee shall ensure that not less than fourteen days notice of its meetings are given to all those entitled to attend and vote at such meetings.
- 9.7 No District Committee shall take any action which would prejudice the charitable status of the Charity.
- 9.8 The name of each District Committee shall be approved by the Executive Committee before it is used.
- 9.9 Each District Committee shall be provided by the Charity with funds for furthering the Objects of the Charity in its area and no additional expenditure shall be incurred without the prior approval of the Executive Committee or in cases of urgency the approval of the Standing Sub-committee.
- 9.10 Each District Committee shall nominate one of its members to serve as a member of the Executive Committee.

HONORARY OFFICERS.

- 10.1 At each Annual General Meeting the members may elect any of the following that is to say, a President, one or more Vice-Presidents, a Chairman, a Vice-chairman, an Honorary Treasurer, an Honorary Secretary, an Honorary Public Relations Officer and such other Honorary officers as the meeting shall decide
- 10.2 All Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of the Charity. The Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer, the Honorary Public Relations and all other Honorary Officers, except the President and any Vice-presidents, shall be eligible for re-election provided that the total consecutive period for which each of them has held their respective office does not exceed five at the time of the election, but such provision shall not apply to a President or Vice-President who may be re-elected no matter how long he has held office.
- 10.3 The Executive Committee shall have the power to fill any vacancies of Honorary Officers, other than that of President and such person shall hold office until the next Annual General Meeting.
- 10.4 The Chairman and Vice-chairman shall be ex-officio members of all sub-committees and district committees and other committees of the Charity in addition to being members of the Executive Committee
- 10.5 Only members of the Charity who have paid all money due from them to the Charity and who are not disqualified by law shall be eligible to serve as Honorary Officers provided that they have complied with all resolutions of the Charity.

- 10.6 The Honorary Secretary shall be the secretary of the Charity for the purposes of the Acts unless the Executive Committee or a general meeting of the Charity appoint some other person. If some person other than the Honorary Secretary is appointed secretary of the Charity then such person may be appointed on such terms as to remuneration (if they are not a member of the Executive Committee) and other terms as the Executive Committee or general meeting of the Charity shall decide and the appointment of any such secretary who is not an Honorary Officer may be terminated by the Executive Committee.
- 10.7 Nomination of candidates for election as Honorary Officers and as members of the Executive Committee shall be made in writing, include the written consent of the candidate and be delivered to the address of the Chairman or to such other address as the Executive Committee shall decide not less than seven days before the Annual General Meeting.

ACCOUNTS AND OTHER MATTERS

- 11.1 The Executive Committee may open such accounts with such persons as it shall decide and it may appoint any persons to sign cheques, withdrawal forms and all other documents dealing with the funds in such accounts provided that at least two of such persons are required to sign each such cheque, withdrawal form and other document. Any such account and all other investments and assets of the Charity shall be in the name of the Charity except as provided by sub-article 11.4
- 11.2 All letters, cheques and other documents sent or drawn by the Charity shall show that the Charity is a company limited by guarantee and a charity and also contain such other information as may from time to time be required by law.
- 11.3 The Executive Committee shall ensure that the accounts of the Charity are kept and audited in accordance with the requirements of the Charities Act 1993, the Acts, any other legal requirements and any resolutions passed at a General meeting of the Charity.
- 11.4 Notwithstanding the provisions of sub-article 11.1 the Executive Committee may authorise that any assets of the Charity are held on its behalf in the name of a Clearing bank, trust corporation, the Official Custodian of Charities, or any stock broker which is a member of a Stock Exchange of good repute and may pay proper remuneration for such service.

COMPANY SEAL

- 12 If the Charity has a seal it shall only be used by the authority of the Executive Committee. The members of the Executive Committee shall decide which two of them shall sign any instrument which has to be executed as a deed or to which the seal is to be affixed and unless otherwise decided it shall be signed by a member of the Executive Committee and the Secretary or a second member of the Executive Committee.

MINUTES

- 13 The Honorary Secretary or such other person as may be appointed by the Executive Committee or the members of the Charity at a general meeting will keep proper minutes of all decisions made by the Executive Committee and the Charity in general meetings.

NOTICES

14.1 Any notices to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Executive Committee may be given orally or by any electronic means and need not be in writing.

14.2 The Charity. may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his last registered address. A member whose registered address is not within the United Kingdom and who gives the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have such notices sent to him at dial address, but otherwise no such member shall be entitled to receive any notices from the Charity. If the Executive Committee approve a member of the Charity who has requested to be served by e-mail or other electronic means shall be served with all notices by the means he has requested.

14.3 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

14.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after it was posted. In the case of a member of the Charity who has complied with the last sentence of sub-article 14.2 proof that a notice was sent to him at the address by the means he has requested shall be conclusive evidence that such notice was given and it shall be deemed to have been given 48 hours after it was sent.

INDEMNITY

15 Subject to the provisions of the Acts and the Charities Act 1992 every member of the Executive Committee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against all liability incurred by him in that capacity in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any liability for negligence, default, breach of duty of trust in relation to the affairs of the Charity.

RULES

16.1 The members of the Executive Committee may from time to time make such rules or by laws as they decide to be necessary or desirable for the proper conduct and management of the Charity and for the purpose of prescribing classes and conditions of membership, and in particular but without prejudice to the foregoing, they may by such rules or bye-laws regulate. Provided that such rules or bye-laws shall not be inconsistent with those of CPRE.

16.1.1 the admission and classification of members of the Charity including the admission of corporate bodies and organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership

terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

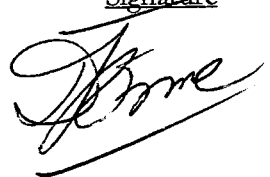

- 16.1.2 the conduct of the members of the Charity in relation to one another, and to the Charity's employee:
- 16.1.3 the setting aside of the whole or part of the Charity's premises at any particular time or times or for any particular purpose:
- 16.1.4 the procedure at general meetings and meetings of the Executive Committee and any sub-committees and district committees in so far as such procedure is not regulated by the articles:
- 16.1.5 generally, all such matters as are commonly the subject of company rules

16.2 The Charity in general meeting shall have the power to alter, add to or repeal the rules or bye-laws and the members of the Executive Committee shall adopt such means as they think sufficient to bring to the notice of the members of the Charity all such rules and bye-laws, which shall be binding on all members of the Charity. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

ALTERATIONS


17 Any alterations to the Memorandum or the Articles shall in addition to the approvals required by statute and the Articles shall require the consent of CPRE whose consent shall be deemed to have been given if the Charity receives a letter to that effect signed by one of the officers of the CPRE but no alteration shall be made which prevents the Charity from continuing to be a charity.

Names, addresses and description of the Subscribers

<u>Names and Address</u>	<u>Description</u>	<u>Signature</u>
David John Orme 41 High Street Taunton Somerset	Solicitor	
Alison Jane McVay 41 High Street Taunton Somerset	Solicitor	

Dated the *second* day of *May* 2003

Witness to the above signatures


F. M. PULVERMACHER
SOLICITOR & NOTARY
TAUNTON.