

The Companies Acts 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SOMERSET BRANCH OF  
THE CAMPAIGN TO PROTECT RURAL ENGLAND

Registered Charity No. 1100860  
Company No. 04755482  
[Amended June 2019]

1. **NAME OF CHARITY AND MEANING OF WORDS**

1.1. The name of the charity (hereinafter called the "Branch") is "The Somerset Branch of the Campaign to Protect Rural England".

1.2. In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively if not inconsistent with the subject or context:

**“Act”**

The Companies Acts 1985, 1989 and 2006 and any modification or re-enactment thereof from time to time;

**“Articles”**

These Articles of Association of the Branch;

**“Auditors”**

The auditors for the time being appointed by the Branch;

**“Branch”**

The above-named company;

**“Charities Legislation”**

The Charities Acts 1992, 1993, 2006 and 2011, the Charities (Accounts and Reports) Regulations 1995, 2000 and 2008, and any other charities legislation or regulation which applies to the Branch, and any modification or re-enactment thereof or addition thereto from time to time;

**“Clear days”**

In relation to a period of notice means the period excluding the day on which 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;

**“CPRE”**

The Campaign to Protect Rural England, registered charity no. 1089685;

**“CPRE Board”**

The board of directors and charity trustees of CPRE;

**“Executive Committee”**

The Executive Committee for the time being of the Branch, the members of which are the directors of the Branch and the charity trustees;

**“In writing”**

Written, printed or any other mode of representing or reproducing words in a visible form including by email or fax (to the extent legally permissible), or partly one and partly another;

**“Month”**

Calendar month;

**“Objects”**

As defined in Article 3;

**“Office”**

The registered office of the Branch;

**“Previous Branch”**

The unincorporated charity known as Somerset Branch of the Campaign to Protect Rural England (registered charity no. 1100860);

**“Regional Groups”**

Branches of CPRE and County Associations (as recognised by CPRE) grouped by CPRE to consider matters of regional interest and for other purposes decided by CPRE from time to time;

**“SORP”**

The Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time;

**“Taxable Trading”**

Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax; and

**“United Kingdom”**

Great Britain and Northern Ireland.

- 1.3. Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.
- 1.4. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the

Branch shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

- 1.5. These Articles exclude any model articles created under the Act, including under section 19 of the Companies Act 2006.

## **2. REGISTERED OFFICE**

The registered office of the Branch will be situated in England.

## **3. OBJECTS**

The objects for which the Branch is established (the "Objects") are to promote and encourage for the benefit of the public the improvement and protection of the English countryside and in particular that of Somerset, and its towns and villages and the better development of the rural environment.

## **4. POWERS**

- 4.1. In furtherance of the Objects but not further or otherwise the Branch shall have the following powers:
  - 4.1.1. to take over the activities and assets and liabilities of the Previous Branch;
  - 4.1.2. to support the Campaign to Protect Rural England ("CPRE");
  - 4.1.3. to stimulate and educate public opinion;
  - 4.1.4. to act as a centre for advice and the collection and dissemination of information upon any matters affecting the planning, improvement and protection of the countryside and landscape;
  - 4.1.5. to commission create produce, print, publish or distribute written, artistic, film, video, audio or computer material of any kind and organise promote or contribute to courses lectures exhibitions conferences and other events or programmes; and to promote or undertake study or research and disseminate the results of such research;
  - 4.1.6. to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Branch may think necessary for the promotion of the Objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings, land or erections necessary for or conducive to the Objects (subject to such consents as may be required by law);

- 4.1.7. to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with any of the property, funds and rights of the Branch as may be necessary or conducive to the Objects (subject to such consents as may be required by law) but the Branch must comply as appropriate with Charities Legislation;
- 4.1.8. to raise funds and to invite and receive contributions or grants from any person or persons whatsoever by way of subscription, donation and otherwise including carrying on trade but not by means of Taxable Trading; and to enter into contracts;
- 4.1.9. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Branch including by using internet banking or other electronic authentication methods;
- 4.1.10. to appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff, clerks, servants, professional or other advisers, and other persons as are considered necessary for the attainment of the Objects and to fix and pay the remuneration of all or any such persons for his her or their services and to make all reasonable and necessary provision for the payment of pensions, superannuation and other benefits to such persons and their dependants;
- 4.1.11. subject to such consents as may be required by law and in particular the Charities Legislation to borrow or raise money for the purposes of the Branch on such terms and on such security as may be thought fit;
- 4.1.12. to invest the moneys of the Branch not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in its absolute discretion, with power to vary or transpose any investments for or into others of any nature subject as hereinafter provided and to accumulate and set aside funds for special purposes or as reserves;
- 4.1.13. to delegate the management of investments to proper and competent persons in accordance with the Articles and to arrange for investments or other property of the Branch to be held by a corporate body as nominee;
- 4.1.14. to act as trustee or manager of any property, endowment, bequest or gift;

- 4.1.15. to act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Branch and may be necessary or conducive to the Objects;
- 4.1.16. to establish or support or aid in the establishment or support of any charitable trusts associations or institutions, or any other body, to amalgamate, affiliate or co-operate with any trust association institution or voluntary body or other body, and to exchange information and advice with them; and to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring property or of furthering in any way the Objects or to undertake trading, and to establish the same either as wholly-owned subsidiaries of the Branch or jointly with other persons, companies, government departments or local authorities and to finance such limited company or other body by way of loan or share subscription or other means; and to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.17. to make grants, subscribe or guarantee money, and to give or receive guarantees or indemnities, for charitable purposes in any way connected with the purposes of the Branch or calculated to further the Objects;
- 4.1.18. to pay out of the funds of the Branch the costs charges and expenses of and incidental to the formation of the Branch and its registration as a charity;
- 4.1.19. to apply any part of the capital or income of the Branch on such terms as may be thought fit, in its absolute discretion;
- 4.1.20.
  - 4.1.20.1. to purchase indemnity insurance out of the funds of the Branch to indemnify any of the Executive Committee members against any personal liability in respect of:
    - 4.1.20.1.1 any breach of trust or breach of duty committed by them in their capacity as charity trustees or Executive Committee members of the Branch;
    - 4.1.20.1.2 any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Branch or of any body corporate

- carrying on any activities on behalf of the Branch;
- 4.1.20.1.3 any liability to make contributions to the assets of the Branch in accordance with section 214 of the Insolvency Act 1986.
- 4.1.20.2. Subject to Article 4.1.20.4 below, any insurance in the case of Article 4.1.20.1.1 or 4.1.20.1.2) must be so framed as to exclude the provision of an indemnity for a person in respect of:
  - 4.1.20.2.1 any liability incurred by an Executive Committee member to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - 4.1.20.2.2 any liability incurred by an Executive Committee member in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; or
  - 4.1.20.2.3 any liability incurred by an Executive Committee member to the Branch that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Branch or in the case of which he did not care whether it was in the best interests of the Branch or not.
- 4.1.20.3. Subject to Article 4.1.20.4 below, any insurance in the case of Article 4.1.20.1.3 shall not extend to any liability to make such a contribution where the basis of the Executive Committee member's liability is his knowledge prior to the insolvent liquidation of the Branch (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Branch would avoid going into insolvent liquidation;

- 4.1.20.4. And to purchase out of the funds of the Branch any additional indemnity insurance cover for the benefit of the Executive Committee members that is permitted by law from time to time;
- 4.1.21. to provide or promote the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants scholarships, awards or materials in kind;
- 4.1.22. to promote and advertise the Branch's activities;
- 4.1.23. to co-operate and enter into any arrangements or contracts with any governments, authorities or any person, company or association;
- 4.1.24. subject to the Charities Legislation, to insure any risks arising from the Branch's activities, and to insure the Branch's officers (other than the Executive Committee members) for and against all risks incurred in the performance of their duties as be thought fit; and
- 4.1.25. to do all such other lawful things as are necessary or conducive to the attainment of the Objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.

## **5. USE OF INCOME AND PROPERTY AND ALLOWED PAYMENTS**

- 5.1. The income and property of the Branch shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Branch or the Executive Committee members, and no members of the Executive Committee shall receive any salary or fee or remuneration or other benefit in money or money's worth from the Branch except as permitted by law or by the Charity Commission:
- 5.2. Provided that this shall not prevent a member of the Executive Committee or a member of the Branch receiving any benefit as a beneficiary; and Provided that nothing herein shall prevent the payment in good faith by the Branch of:
  - 5.2.1. reasonable and proper remuneration or pensions to any member officer or servant of the Branch not being a member of the Executive Committee in return for any services actually rendered, or goods supplied, to the Branch; or
  - 5.2.2. reasonable and proper remuneration to a member of the Executive Committee or any partner or employee of his or hers for any services rendered, or goods supplied, to the Branch or a subsidiary of the Branch permitted in accordance with, and subject to the conditions in Charities Legislation, 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 remuneration or that of his or her partner or employee is under discussion and shall not vote on any resolution relating to his or her engagement and provided that no resolutions to approve such remuneration shall be effective unless it is passed at a meeting of the Executive Committee; or

- 5.2.3. interest at a reasonable and proper rate on money lent to the Branch by any member of the Executive Committee; or
- 5.2.4. reasonable and proper rent for premises demised or let to the Branch by any member of the Executive Committee; or
- 5.2.5. reimbursement of reasonable out-of-pocket expenses actually incurred by any member of the Executive Committee, committee member, officer or servant of the Branch in or about the affairs of the Branch; or
- 5.2.6. fees, remuneration or other benefit in money or money's worth to any company of which any member of the Executive Committee may also be a member holding not more than 1% of the issued share capital of that company; or
- 5.2.7. indemnity insurance premiums in accordance with the terms of Article 4.1.20 hereof; or
- 5.2.8. Any payment to a member of the Executive Committee under the indemnity provisions in the Articles of Association

Provided that no member of the Executive Committee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Executive Committee other than the approval of any permitted indemnity insurance or the payment of any Executive Committee members where such payment is to be made to a majority of the Executive Committee members.

## **6. ALTERATIONS**

- 6.1. No alterations shall be made to the Articles unless:
  - 6.1.1. Required by CPRE and passed by a special resolution of the members (either at a General Meeting or by way of a written resolution); or
  - 6.1.2. (1) approved by CPRE and (2) proposed by the Executive Committee (a simple majority of whom at a duly convened Executive Committee meeting having decided to propose such a resolution to the members) and (3) passed as a special resolution of the members (either at a General Meeting or by way of a written resolution).



- 6.2. For a special resolution at a General Meeting to be valid, 14 clear days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice. For a written resolution to be valid it must be passed in accordance with the Articles.
- 6.3. No alteration to the Articles may be made which would cause the Branch to cease to be a charity in law.
- 6.4. No alteration to the Articles may be made to the charitable objects of the Branch or which directs the application of property on dissolution, or which gives any benefit to Executive Committee members without the Charity Commission's prior written approval where that is required by law.
- 6.5. The Charity Commission and Companies House must be informed of alterations and provided with an amended copy of the Articles, and all future copies of the Articles issued must contain the alterations.
- 6.6. Alterations may also require the consent of other bodies.

## **7. LIMITED LIABILITY**

The liability of the members is limited.

## **8. GUARANTEE BY MEMBERS OF THE BRANCH**

Every member of the Branch undertakes to contribute to the assets of the Branch, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Branch contracted before 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 among themselves, such amount as may be required not exceeding £1.00.

## **MEMBERS**

### **9. MEMBERSHIP**

- 9.1. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions of the Articles and any rules or bye-laws made under Article 51 shall be the members of the Branch, subject to the provisions of Article 12.
- 9.2. No person shall be admitted as a member of the Branch unless he is a member of CPRE.

- 9.3. Every member of the Branch shall or, being a corporation, shall procure that its duly authorised representative shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 9.4. The Executive Committee shall admit to membership:
- 9.4.1. such members of CPRE as are resident in Somerset except any such member of CPRE who has elected by notice in writing to the registered office of CPRE to be assigned to another branch of CPRE; and
- 9.4.2. such members of CPRE who reside outside Somerset but who have been assigned by CPRE to the Branch.

## **10. REGISTER OF MEMBERS**

- 10.1. The Branch must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 10.2. Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Branch without charge and any other person on payment of a fee prescribed by the Branch, subject to any maximum fee imposed by law. Where a non-member seeks to inspect the register, within five working days the Branch must either comply with the request or apply to the Court for permission not to comply with the request.

## **11. SUBSCRIPTIONS**

CPRE shall determine from time to time the rates of subscription payable by each member of the Branch and the amount thereof payable by each member (1) to CPRE and (2) to the Branch. No other subscription shall be payable by any member to the Branch.

## **12. ENDING OF MEMBERSHIP**

- 12.1. A person shall forthwith cease to be a member of the Branch (provided always that at least one member of the Branch remains on the Register of Members thereafter) if he or she:
- 12.1.1. is removed by resolution of, or by notice in writing to the Office signed by a majority of the CPRE Board; or
- 12.1.2. if by notice in writing to the Office or CPRE he resigns his membership; or
- 12.1.3. ceases for any other reason to be a member of CPRE; or
- 12.1.4. if pursuant to Article 9.4.1 he or she has elected to be assigned to another branch of CPRE.

Provided that if a member is removed under Article 12.1.1 he (or being a corporation its duly authorised representative) shall have the right to require the Executive Committee to procure that he or she shall have the right to make representations in person to a meeting of the CPRE Board.

## **DISTRICTS**

### **13. DISTRICT GROUPS**

- 13.1. The Executive Committee shall have power to approve the formation and continuance of District Groups as sub-committees of the Executive Committee pursuant to Article 37 for the promotion of the Branch's Objects in defined geographical areas.
- 13.2. The rules of a District Group and any alteration thereto shall be determined by the members of such District Group subject to approval by the Executive Committee which may require amendment thereto from time to time after consultation with such District Group.
- 13.3. Each District Group shall nominate one of its members to stand for election or re-election to the Executive Committee.

## **REGIONS**

### **14. REGIONAL GROUPS**

The Branch will co-operate in the operation and activity of such Regional Groups as CPRE may from time to time determine.

## **GENERAL MEETINGS**

### **15. ANNUAL GENERAL MEETINGS**

- 15.1 The Branch shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the meeting as such in the notices calling it, but if the Branch holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 15.2 The business to be transacted at an Annual General Meeting shall be the consideration of the accounts and the reports of the Executive Committee and of the Auditors (if any),

the appointment of the Auditors (where necessary), and the election of Honorary Officers and members of the Executive Committee.

## **16. OTHER GENERAL MEETINGS**

- 16.1. All General Meetings, other than Annual General Meetings, shall be called General Meetings.
- 16.2. The Executive Committee may whenever they think fit convene an General Meeting and an General Meeting shall also be convened on the requisition of the lower of forty members and one tenth of the members entitled to attend and vote at such meeting (or a lower percentage where permitted by the Act).

## **17. CALLING OF GENERAL MEETINGS**

- 17.1. At least fourteen clear days' notice in writing of every General Meeting, in each case specifying the place, the day and the hour of meeting, shall be given to the members, the District Groups, the staff of the Branch and to the Auditors (where appointed), but with the consent of 90% of the members having the right to attend and vote at the meeting a meeting may be convened by such shorter period of notice as those members may think fit. The notice of all General Meetings must include particulars of the business to be transacted and, in the case of a special resolution, the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise the members' rights to attend, speak and vote at the meeting.
- 17.2. 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 thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.
- 17.3. The business to be transacted at any General Meeting shall include items brought forward by the Executive Committee for the purpose and, provided notice in writing has been given thereof to the Office for the purpose at least forty two days prior to the date of the Meeting, any item brought forward by a District Group or any member.

## **PROCEEDINGS AT ALL GENERAL MEETINGS**

### **18. QUORUM**

- 18.1. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 persons entitled to vote upon the business to be transacted shall be a quorum,

where any member participating at a General Meeting by suitable electronic means agreed by the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

- 18.2. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

## **19. CHAIRMAN OF A GENERAL MEETING**

The Chairman of the Branch or in his absence one of the Vice Chairmen shall preside as chairman at every General Meeting at which he shall be present, but if no such person is present within fifteen minutes after the time appointed for holding a meeting, or is willing to preside, the Honorary Officers present shall choose one of their number to preside at that meeting.

## **20. ADJOURNMENT OF A GENERAL MEETING**

The chairman may, with the consent of any 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 shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no members shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

## **21. VOTING ON RESOLUTIONS**

- 21.1. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (which may include a show of voting cards or an electronic system in each case as decided by the chairman), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by any person or persons present in each case in person or by its duly authorised representative or proxy, and representing not less than one tenth of the total voting rights of all persons having the right to vote at the meeting or 5 of the members having the right to vote at the meeting, whichever is lower. Unless a poll be so 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 minute book of the Branch shall be conclusive evidence of the fact without proof of the number or proportion of the

votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn, before the poll is taken.

- 21.2. Subject to the provisions of Article 21.1, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21.3. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 21.4. demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **VOTES OF MEMBERS**

### **22. REQUIREMENTS FOR VOTING**

- 22.1. Subject as hereinafter provided, every member shall have one vote.
- 22.2. No person other than a member duly registered who has paid all moneys then due to CPRE, or such member being a corporation, its duly authorised representative, shall be entitled to vote on any question at any General Meeting.
- 22.3. Votes may be given on a poll either personally or by proxy.

### **23. CONTENT OF PROXY NOTICES**

- 23.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - 23.1.1. states the name and address of the member appointing the proxy;
  - 23.1.2. identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - 23.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
  - 23.1.4. is delivered to the Branch in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 23.2. The Branch may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 23.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 23.4. Unless a proxy notice indicates otherwise, it must be treated as:

- 23.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 23.4.2. 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.

## **24. DELIVERY OF PROXY NOTICES**

- 24.1. A person 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 Branch by or on behalf of that person.
- 24.2. An appointment under a proxy notice may be revoked by delivering to the Branch a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 24.3. 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.
- 24.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **25. POSTAL VOTING**

The Branch may, if the member of the Executive Committee so decide, in accordance with Rules made pursuant to Article 51.2, allow the members to vote by post or electronic mail ("email") to elect members of the Executive Committee or to make a decision on any matter that is being decided at a General Meeting of the members.

## **26. WRITTEN AGREEMENT TO A RESOLUTION**

- 26.1. Except in the case of a resolution to remove a member of the Executive Committee or the Auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
  - 26.1.1. it must be in writing;
  - 26.1.2. in the case of a special resolution it must be signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - 26.1.3. in the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings; and

- 26.1.4. it may consist of two or more documents in identical form signed by members.
- 26.2. The passing of the resolution must comply with any other requirements of the law from time to time.

## **THE EXECUTIVE COMMITTEE**

### **27. MEMBERS OF THE EXECUTIVE COMMITTEE**

- 27.1. The first members of the Executive Committee shall be, so far as possible, the members of the executive committee of the Previous Branch holding office at the date of incorporation of the Branch.
- 27.2. Thereafter the Executive Committee shall consist of members of the Branch elected or appointed from time to time as provided subsequently in the Articles, and the following Honorary Officers ex officio (who must also be members of the Branch):
  - 27.2.1. the Chairman, up to two Vice Chairmen, and Honorary Treasurer.

### **28. POWERS OF THE EXECUTIVE COMMITTEE**

- 28.1. The business of the Branch shall be managed by the Executive Committee who may exercise all such powers of the Branch, and do on behalf of the Branch all such acts as may be exercised and done by the Branch, and as are not by statute or by the Articles required to be exercised or done by the Branch in General Meeting, subject nevertheless to:
  - 28.1.1. the provisions of the Articles;
  - 28.1.2. the provisions of the statutes for the time being in force and affecting the Branch;
  - 28.1.3. the provisions of the Articles, standing orders, rules and bye-laws of CPRE;
  - 28.1.4. such standing orders, rules or bye-laws as may be prescribed by the Branch or the Executive Committee pursuant to Article 51 provided that no such standing order, rule or bye-law shall invalidate any prior act of the Executive Committee which would have been valid if such standing order, rule or bye-law had not been made; and
  - 28.1.5. the requirement that the Executive Committee does not do or permit any act or omission which would prejudice the charitable status of the Branch in law.



- 28.2. The Executive Committee for the time being may act notwithstanding any vacancy in their number but, if the number of members of the Executive Committee is less than the number fixed as the quorum the continuing members or member of the Executive Committee may act only for the purpose of filling vacancies or of calling a General Meeting.
- 28.3. In addition and without prejudice to any other powers hereby or by law conferred on the Executive Committee the Executive Committee may from time to time and for such period and to such extent and generally on such terms as the Executive Committee shall think fit delegate to any member or members of the Executive Committee and/or any employee of the Branch employed in or in connection with the management, administration, organisation and conduct of the affairs of the Branch any powers and duties of the Executive Committee as may be reasonable SAVE THAT the Executive Committee must report back to the Branch in General Meeting as to the delegation of such powers and duties.
- 28.4. The Executive Committee may appoint two of its members to represent the Branch at General Meetings of CPRE, one of whom shall be a "Voting Member" of CPRE and shall be entitled to vote at General Meetings of CPRE.
- 28.5. The Executive Committee may appoint as the investment manager for the Branch a person who they are satisfied after inquiry is a proper and competent person to act in that capacity. The Executive Committee may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Branch in accordance with the investment policy laid down by the Executive Committee from time to time. Provided that where the Executive Committee make any such delegation they shall:
- 28.5.1. inform the investment manager in writing of the extent of the Branch's investment powers and the terms of the delegation;
  - 28.5.2. lay down a detailed investment policy for the Branch and immediately inform the investment manager in writing of it and of any changes to it;
  - 28.5.3. ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
  - 28.5.4. take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
  - 28.5.5. pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Executive Committee shall decide provided that such remuneration may include commission fees and/or expenses earned by the

investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Executive Committee.

## **29. INVESTMENTS**

29.1. The Executive Committee may:

29.1.1. make such arrangements as they think fit for any investments of the Branch or income from those investments to be held by a corporate body as the Branch's nominee; and

29.1.2. pay reasonable and proper remuneration to any corporate body acting as the Branch's nominee in pursuance of this Article.

## **30. OUT-OF-POCKET EXPENSES**

Each member of the Executive Committee may be repaid out of the funds of the Branch such reasonable out-of-pocket expenses as the Executive Committee shall from time to time determine in respect of his or her attendance at meetings of the Executive Committee or on behalf of the affairs of the Branch but save as otherwise provided in the Articles no member of the Branch nor any member of the Executive Committee shall receive any remuneration from the Branch.

## **APPOINTMENT AND RETIREMENT OF MEMBERS OF THE EXECUTIVE COMMITTEE**

### **31. RETIREMENTS AND RE-ELECTIONS**

31.1. At each Annual General Meeting all the members of the Executive Committee shall retire from office. All those retiring shall if willing to act be eligible for re-election, except that (subject to Article 42) a member of the Executive Committee who has served on the Executive Committee (or on the executive committee of the Previous Branch and subsequently on the Executive Committee) in any capacity continuously for six years, may not serve again until the conclusion of the next following Annual General Meeting. Service for part of a year (to fill a casual vacancy or by co-option) shall be deemed to be service for a full year for these purposes.

31.2. Honorary Officers shall be elected or re-elected pursuant only to Article 41.2.

31.3. Notwithstanding the provisions of Article 31.1, if the Branch at the meeting at which a member of the Executive Committee retires, does not fill the vacancy the retiring member of the Executive Committee shall, if eligible and willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or

unless a resolution for the re-election of the member of the Executive Committee is put to the meeting and lost.

- 31.4. No person other than a member of the Executive Committee retiring at the meeting shall be elected or re-elected a member of the Executive Committee at any General Meeting unless not less than twenty eight clear days before the date appointed for the meeting, notice executed by a member or by a District Group has been given to the Office of the intention to propose that person for election stating the particulars which would, if he were so elected, be required to be included in the Branch's Register of Directors together with a notice executed by that person of his willingness to be appointed Provided (1) that not more than five persons may be elected or re-elected at any General Meeting under this Article 31.4 other than upon the nomination of a District Group; and (2) that no District Group may nominate more than one person for election. The provisions of this Article 31.4 shall not apply to the appointment of Honorary Officers.

## **32. REQUIREMENTS FOR ELECTION, APPOINTMENT AND CO-OPTION**

- 32.1. No person may be elected or appointed or co-opted as a member of the Executive Committee:
- 32.1.1. unless he has attained the age of 18 years; or
  - 32.1.2. in circumstances such that, had he already been a member of the Executive Committee, he would have been disqualified from acting under the provisions of Article 35; or
  - 32.1.3. unless he is at the time of his election, appointment or co-option a member of the Branch.

## **33. NOTIFICATION OF PROPOSED ELECTIONS**

Not less than fourteen clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a member of the Executive Committee retiring at the meeting) in respect of whom notice has been duly given to the Office of the intention to propose him at the meeting for election as a member of the Executive Committee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Branch's Register of Directors.

## **34. FILLING A VACANCY AND CO-OPTION**

- 34.1. Save as otherwise provided in the Articles the Branch may by Ordinary Resolution elect a person who is willing to act to be a member of the Executive Committee to fill

a vacancy Provided that the person appointed has been nominated either by the Executive Committee (subject to a maximum of five persons so nominated being on the Executive Committee at any time) or by a District Group not already represented on the Executive Committee. The provisions of this Article 34.1 shall not apply to the appointment of Honorary Officers.

- 34.2. The Executive Committee may appoint a person who is willing to act to be a member of the Executive Committee to fill a vacancy caused by an Executive Committee member retiring between AGMs. Provided that the person appointed has been nominated by a District Group not already represented on the Executive Committee, and that persons otherwise nominated do not exceed five on the Executive Committee at any time. The provisions of this Article 34.2 shall not apply to the appointment of Honorary Officers.
- 34.3. The Executive Committee may co-opt up to three additional members of the Executive Committee to hold office only until the next following Annual General Meeting Provided that the number of such co-opted members shall not exceed one third of the total membership of the Executive Committee immediately following the co-option.

## **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

### **35. ENDING OF EXECUTIVE COMMITTEE MEMBERSHIP**

- 35.1. The office of member of the Executive Committee shall be vacated if he or she:
- 35.1.1. by notice in writing to the Branch resigns from the Executive Committee (but only if at least two members of the Executive Committee remain in office when the notice of resignation is to take effect); or
  - 35.1.2. is removed by notice in writing to the Branch signed by a majority of the members of the Branch entitled to attend and vote at a General Meeting; or
  - 35.1.3. ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation; or
  - 35.1.4. is removed from office by a resolution duly passed pursuant to S.168 of the Companies Act 2006; or
  - 35.1.5. ceases for any reason to be a member of the Branch; or
  - 35.1.6. is absent from all meetings of the Executive Committee within a six month period without the consent of a majority of the other members of

- the Executive Committee and is asked by a majority of the other Executive Committee members to resign; or
- 35.1.7. is removed from office by a resolution passed at a meeting of the Executive Committee on the grounds that the Executive Committee considers it is in the best interests of the Branch for the member of the Executive Committee to be removed where at least 50% of all other members of the Executive Committee are present and at least 75% of those members vote in favour, provided that if a member of the Executive Committee is to be removed under this Article he or she shall be given at least 14 days clear notice of the holding of the vote specifying the circumstances alleged to justify removal from office and given a reasonable opportunity of making oral and/or written representations to the other charity trustees before a vote takes place; or
- 35.1.8. in the written opinion given to the Branch of a registered medical practitioner treating that person has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months; or
- 35.1.9. is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Branch, and is asked by a majority of the other Executive Committee members to resign.

## **36. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 36.1. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least [six] times during every year. Unless otherwise so determined five members of the Executive Committee shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the chairman of the meeting shall have a second or casting vote.
- 36.2. A meeting may be held by suitable electronic means agreed by the members of the Executive Committee in which each participant may communicate with all the other participants but at least three Executive Committee meetings in each year must be held in person. Any member of the Executive Committee participating at a meeting by suitable electronic means agreed by the members of the Executive Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

- 36.3. The Chairman or two members of the Executive Committee may, and on the request of the Chairman or two members of the Executive Committee the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon all its members.
- 36.4. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Branch for the time being vested in the Executive Committee generally.

### **37. DELEGATION OF POWERS**

- 37.1. The Executive Committee may delegate any of their powers to committees (including, but not limited to, District Groups) consisting of such of their number and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee. Provided that no resolution of any such committee (other than a District Group) shall be passed unless a member of the Executive Committee was present and voted for the resolution, and if more than one such member was present, a majority of such members voted for the resolution. All acts and proceedings of any such Committee must be reported to the Executive Committee as soon as possible.
- 37.2. All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect in the procedure at the meeting or in the appointment or continuance in office of any such person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee or of the committee as the case may be and the proper procedures followed.

### **38. MINUTES**

The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Branch and of the Executive Committee and of committees of the Executive Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting

to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**39. A RESOLUTION MADE WITHOUT A MEETING**

A resolution in writing signed by all the members of the Executive Committee or by all the members for the time being of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more members of the Executive Committee or members of the committee as the case may be.

**40. BANK ACCOUNTS**

Any bank account in which any part of the assets of the Branch is deposited shall be operated by or with the authority of the Executive Committee and shall indicate the name of the Branch.

**HONORARY OFFICERS**

**41. ELECTION OF HONORARY OFFICERS**

- 41.1. Only members of the Branch shall be eligible to serve as Honorary Officers.
- 41.2. At the Annual General Meeting of the Branch the Branch shall by Ordinary Resolution elect a Chairman, up to two Vice-Chairmen, and an Honorary Treasurer, and may elect a President and one or more Vice Presidents provided that the total number of Honorary Officers, other than the President and any Vice-President or Vice-Presidents, shall not exceed six in number.
- 41.3. All Honorary Officers shall be elected annually by the Annual General Meeting of the Branch and shall hold office until the conclusion of the next following Annual General Meeting of the Branch. The President, the Vice Presidents, the Chairman, Vice Chairmen and the Honorary Treasurer shall be eligible for re-election provided that subject to Article 41.1 the years of consecutive service for which any Honorary Officer other than a Vice-President shall have served on the Executive Committee (or on the executive committee of the Previous Branch and subsequently on the Executive Committee in any capacity) (and whether or not such years have been actually served in full) shall not exceed four.

41.4. Nominations to the General Meeting of the Branch for election as Honorary Officers shall be made by the Executive Committee and notice shall be given in accordance with Article 33.

**42. MAXIMUM TERMS OF OFFICE**

For the post of Chairman where an individual has previously served on the Executive Committee in a capacity other than as Chairman he/she may serve for a total term of up to nine years as long as the period as Chairman does not exceed six years.

**43. FILLING CASUAL VACANCIES**

The Executive Committee shall have the power to fill casual vacancies of Honorary Officers, other than that of President, until the next Annual General Meeting of the Branch. Service to fill a casual vacancy shall be deemed to be service for a full year for the purpose of calculating consecutive years of service.

**44. EX-OFFICIO STATUS**

The Chairman, Vice-Chairmen and Honorary Treasurer shall be ex-officio members of the Executive Committee and every other committee of the Branch, except the District Groups. The President and any Vice-Presidents shall not be ex officio members of the Executive Committee or any other Committee.

**SECRETARY**

**45. APPOINTMENT OF A SECRETARY**

A Secretary may be appointed by the Executive Committee for such time, at such remuneration and upon such conditions as the Executive Committee may think fit, save that a Secretary who is also on the Executive Committee may not be paid, save as permitted in the Articles. Any Secretary so appointed may be removed by the Executive Committee. The Executive Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or Secretary capable of acting.

**ACCOUNTS**



#### **46. COMPLIANCE WITH LEGAL REQUIREMENTS**

- 46.1. The Honorary Treasurer shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Branch and to explain its transactions.
- 46.2. The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Executive Committee shall think fit and shall always be open to the inspection of the Executive Committee or any member thereof.

#### **47. CIRCULATION AND FILING OF ACCOUNTS**

- 47.1. The Executive Committee must, for each financial year, send or make available pursuant to Article 49 a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of General Meetings.
- 47.2. Copies need not be sent to a person for whom the Branch does not have a current address (as defined in the Companies Act 2006).
- 47.3. The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
  - 47.3.1. The deadline for filing the Branch's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or
  - 47.3.2. If earlier, the date on which the Branch actually files the accounts and reports (or summary financial statements) with Companies House.
- 47.4. To the extent required by law, the Executive Committee must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.
- 47.5. The Branch must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

#### **48. AUDIT/EXAMINATION**

- 48.1. Once at least in every year the accounts of the Branch shall be examined and reported upon either by the Auditors or if no Auditors be appointed, by a reporting accountant if so required by the Act. The Auditors' or reporting accountant's (if any) remuneration shall be determined by the Executive Committee.

- 48.2. The Auditors (if any) shall be one or more properly qualified auditor(s) not being members of the Executive Committee and their duties shall be regulated in accordance with the Act.

## **NOTICES**

### **49. SERVICE OF NOTICES**

- 49.1. The Branch may give notice to any member either:
- 49.1.1. personally; or
  - 49.1.2. by delivering it or sending it by ordinary post to the member's registered address; or
  - 49.1.3. if the member has provided the Branch with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
  - 49.1.4. if the member has provided the Branch with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
  - 49.1.5. in accordance with the provisions for notice on a website set out below.
- 49.2. If the member lacks a registered address within the United Kingdom, notice may be sent to any postal address within the United Kingdom which he or she has given the Branch for that purpose, but otherwise no member lacking a registered address within the United Kingdom shall be entitled to receive any notice from the Branch.
- 49.3. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Branch receives no indication that it has not been received.
- 49.4. If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.
- 49.5. The Branch may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Branch that it is not.
- 49.6. Where a member has informed the Branch in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Branch by means of a website, notice will be validly given if the Branch sends that member a

notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

## **LIABILITY AND INDEMNITY**

### **50. INDEMNITY OF TRUSTEES**

- 50.1. To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Executive Committee or other officer may otherwise be entitled the Branch may indemnify every member of the Executive Committee or other officer out of the assets of the Branch against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a member of the Executive Committee or other officer save that no member of the Executive Committee may be entitled to be indemnified:
- 50.1.1. for any liability incurred by him to the Branch or any associated company of the Branch (as defined by the Act for these purposes);
  - 50.1.2. for any fine imposed in criminal proceedings;
  - 50.1.3. for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
  - 50.1.4. for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
  - 50.1.5. for any liability which he has incurred in defending any civil proceedings brought by the Branch or an associated company in which a final judgment has been given against him; and
  - 50.1.6. for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.
- 50.2. To the extent permitted by law from time to time, the Branch may provide funds to every member of the Executive Committee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal)

brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a member of the Executive Committee or officer, provided that he will be obliged to repay such amounts no later than:

- 50.2.1. in the event he is convicted in proceedings, the date when the conviction becomes final;
- 50.2.2. in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- 50.2.3. in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

## **STANDING ORDERS, RULES AND BYE LAWS**

### **51. REGULATIONS**

- 51.1. The following shall apply provided in either case that no standing order, rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in (1) the Articles or (2) the Articles or standing orders, rules or bye-laws of CPRE; and provided that no standing order, rule or bye-law shall conflict with the statutory or fiduciary duties of the Executive Committee, and that the Executive Committee shall adopt such means as it thinks sufficient to bring to the notice of members of the Branch all such rules or bye laws, which shall be binding on all members of the Branch. No standing order, rule or bye-law shall be made which invalidates any prior act of the Executive Committee which would otherwise have been valid.
- 51.2. The Executive Committee may from time to time make such standing orders rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Branch.

## **CONFLICTS OF INTEREST**

### **52. CONFLICTS OF INTEREST AND CONFLICTS OF DUTY**

- 52.1. To the extent required by law every member of the Executive Committee shall fully disclose to the Executive Committee the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 52.2. Where the duty of a member of the Executive Committee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Branch including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the

Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

- 52.2.1. the matter in relation to which that duty exists has been proposed to the members of the Executive Committee at an Executive Committee meeting and has been authorised by them; and
  - 52.2.2. any requirement as to the quorum of such meeting is met without counting the member of the Executive Committee in question, or any other interested Executive Committee member, subject to Articles 52.3 and 52.4; and
  - 52.2.3. the matter was agreed to without any such Executive Committee member voting, or would have been agreed to if the vote of any such Executive Committee member had not been counted, subject to Articles 52.3 and 52.4.
- 52.3. In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Executive Committee members present at the meeting to constitute a quorum, the unconflicted Executive Committee members present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 52.2 and the manner of dealing with the conflict, provided that:
- 52.3.1. they may only give such authorisation where they are satisfied that the conflicted Executive Committee member or members will not receive any direct or indirect benefit other than one permitted by these Articles; and
  - 52.3.2. the total number of Executive Committee members at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Executive Committee.
- 52.4. In the event that all of the Executive Committee members present at the Executive Committee meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Executive Committee members present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 52.3.1 and 52.3.2 above.
- 52.5. The duty to deal with conflicts referred to in Article 52.2 applies in the case of the exploitation of property, information or opportunity even if the Branch is not taking, or could not take, advantage of the opportunity.

- 52.6. The Executive Committee members shall observe the other duties and rules in the Act, and such other rules as the Executive Committee adopts, as to the management of conflicts of duty or interest.
- 52.7. The Executive Committee may by resolution passed in the manner set out in this Article, authorise an Executive Committee member not to disclose to the Executive Committee confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Executive Committee.
- 52.8. Nothing contained in this Article shall authorise an Executive Committee member to receive any benefit not permitted elsewhere in these Articles.

## **DISSOLUTION**

### **53. WINDING UP THE BRANCH**

If upon the winding up or dissolution of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Branch, but shall be given or transferred to CPRE or its successor body. In the event that CPRE and any successor body have been wound up or dissolved then such property shall be transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Branch by Article 5.1 above and having objects identical with or similar to the Objects, as the members of the Branch shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

## APPENDIX 1

1. The Branch 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.
2. The charity trustees must appoint at least two persons independent of the Branch to serve as scrutineers to supervise the conduct of the postal / email ballot and the counting of votes.
3. If postal and / or email voting is to be allowed on a matter, the Branch must send to members of the Branch not less than 21 days before the deadline for receipt of votes cast in this way:
  - 3.1. a notice by email, if the member has agreed to receive notices in this way under clause 49.1.4 (Use of Electronic Communications), 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 Branch, containing details of the resolution being put to a vote or, of the candidates for election, as applicable;
  - 3.2. 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.
4. 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 CPRE Somerset"; at the Branch's principal office or such other postal address as is specified in the voting procedure.
5. 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.
6. Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
7. 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.
8. 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.
9. 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.
10. 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.

11. The scrutineers must not disclose the result 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.
12. 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.
13. 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 Branch. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.