

Company Number: 4302973

Charity Number: 1089685

CAMPAIGN TO PROTECT RURAL ENGLAND (the "Company")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting ("Meeting") of the Company will be held at St Brde Foundation, Bride Lane, Fleet Street, EC4Y 8EQ on 28 June 2012 at 11 a.m. to transact the following business

Special Resolution:

That:

- 1.1 the Articles of Association of the Company be deleted in their entirety and replaced by the Articles of Association in the form attached in substitution for all former articles of association;
- 1.2 clauses 1 to 8 of the Memorandum of Association of the Company be deleted in their entirety. For the avoidance of doubt, clauses 1 to 8 of the Memorandum of Association are being replaced, in an amended form, by the Articles as adopted in 1.1 above.

By order of the Board

.....
.....

Company Secretary

Campaign to Protect Rural England

Dated 30 May 2012

Registered Office: 5-11 Lavington Street, London, SE1 0NZ

Voting members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Meeting

THURSDAY



A1078H68
A02 20/12/2012 #583
COMPANIES HOUSE

COMPANIES ACTS 1985, 1989 and 2006

**ARTICLES OF ASSOCIATION
OF
CAMPAIGN TO PROTECT RURAL ENGLAND**

Founded 1926
Incorporated 2001

Registered in England and Wales as a Company Limited by Guarantee Number 4302973
Registered with the Charity Commission for England and Wales Number 1089685

Registered Office 128 Southwark Street, London SE1 0SW
Telephone 020 7981 2800 Fax 020 7981 2899
Website www.cpre.org.uk

Enquiries should be addressed to Helen Turner, Company Secretary
E-mail Helent@cpre.org.uk

Amended June 2005, April 2007; July 2007, July 2008, June 2012

CONTENTS

Article	Page
1 Name	3
2 Registered Office	3
3 Objects	3
4 Powers	3
5 Benefits to Voting Members and Board Members	5
6. Limited Liability	6
7 Guarantee	6
8 Members	6
9 Branches	8
10 County Associations	8
11 Regional Groups	8
12. General Meetings	9
13 Proceedings at General Meetings	9
14 Votes of Voting Members	11
15 The Board	11
16 Powers of the Board	11
17 Appointment and Retirement of Board Members	13
18 Disqualification of Board Members	16
19 Appointment and Retirement of the President and Vice Presidents	16
20 Proceedings of the Board	16
21 Secretary	17
22 Accounts	17
23. Audit	18
24 Notices	18
25 Liability and Indemnity	18
26 Standing Orders, Rules and Bye Laws	19
27 Alterations	20
28 Dissolution	20
29 Conflicts of Interest	20
30. Definitions	20
Schedule	Error! Bookmark not defined.

Company number: 4302973

Charity number: 1089685

THE COMPANIES ACTS 1985, 1989 and 2006
Company Limited by Guarantee and not having a Share Capital
ARTICLES OF ASSOCIATION
OF
CAMPAIGN TO PROTECT RURAL ENGLAND

1. Name

- 1 1 The name of the **Company** (hereinafter called the "Company") is "Campaign to Protect Rural England"

2. Registered Office

- 2 1 The registered office of the Company (the 'Office') will be situated in England

3. Objects

- 3 1 The objects for which the Company is established are to promote and encourage for the benefit of the nation the improvement and protection of the English countryside 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 Company shall have the following powers

4 1 1 to take over the activities and assets and liabilities of the unincorporated charity known as The Council for the Protection of Rural England registered charity no 233179,

4 1 2 to stimulate and educate public opinion,

4 1 3 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 4 to commission create produce, 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;

4 1 5 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company

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 or erections necessary for or conducive to the Objects (subject to such consents as may be required by law),

- 4 1 6 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 and rights of the Company as may be necessary or conducive to the Objects (subject to such consents as may be required by law);
- 4 1 7 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that in raising funds the Company shall not undertake any substantial permanent trading activities,
- 4 1 8 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 Company including by using internet banking or other electronic authentication methods,
- 4 1 9 to appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff, clerks, servants 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 and superannuation to such persons and their dependants,
- 4 1 10 subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit,
- 4 1 11 to invest the moneys of the Company 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,
- 4 1.12 to delegate the management of investments to proper and competent persons and to arrange for investments or other property of the Company to be held by a corporate body as nominee;
- 4 1 13 to act as trustee or manager of any property, endowment, bequest or gift,
- 4 1 14 to act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary or conducive to the Objects,
- 4 1 15 to establish or support or aid in the establishment or support of any charitable trusts associations or institutions, to amalgamate, affiliate or co-operate with any trust association institution or voluntary body with similar charitable purposes, and to exchange information and advice with them,
- 4 1 16 to make grants, subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further the Objects,

- 4 1 17 to pay out of the funds of the Company the costs charges and expenses of and incidental to the formation of the company and its registration as a Company,
- 4 1 18 to apply any part of the capital or income of the Company on such terms as may be thought fit, in its absolute discretion,
- 4 1 19 to pay the premium of any **indemnity insurance**
 - (a) to cover the liability of the **Board** members which by virtue of any rule of law would otherwise attach to them jointly in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company and all costs charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board members knew to be a breach of trust or breach of duty or which was committed by the Board members 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 Board members in their capacity as Board members of the Company; and
 - (b) for its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit; and
- 4 1 20 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. Benefits to Voting Members and Board Members

- 5 1 The income and property of the Company 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 Voting Members of the Company, and no Board members shall receive any salary or fee or remuneration or other benefit in money or money's worth from the Company
- 5.2 Provided that nothing herein shall prevent the payment in good faith by the Company of
 - 5 2 1 reasonable and proper remuneration or pensions to any Voting Member officer or servant of the Company not being a Board member in return for any services actually rendered to the Company, or
 - 5 2 2 reasonable and proper professional charges to any Voting Member of the Company or a Board member or any partner or employee of his or hers for any professional services rendered to the Company, provided that at no time shall a majority of the Board members benefit under this provision and that a Board member 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, or

- 5 2 3 interest at a reasonable and proper rate on money lent to the Company by any Voting Member of the Company or by any Board member, or
- 5 2 4 reasonable and proper rent for premises demised or let to the Company by any Voting Member of the Company or by any Board member, or
- 5 2 5 reimbursement of reasonable out-of-pocket expenses actually incurred by any Board member, committee member, officer or servant of the Company in or about the affairs of the Company, or
- 5 2 6 fees, remuneration or other benefit in money or money's worth to any company of which any Voting Member of the Company or any Board member 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 19 hereof

6. **Limited Liability**

- 6 1 The liability of the Voting Members is limited

7. **Guarantee**

- 7 1 Every Voting Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a Voting Member, or within one year after he or she ceases to be a Voting Member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Voting 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

8. **Members**

- 8 1 The subscribers to the Memorandum of Association and such other persons as the Board shall admit to Voting Membership in accordance with the provisions of the **Articles** and any rules or bye-laws made under Article 25 2 shall be the Voting Members of the Company, subject to the provisions of Article 8 6
- 8 2 No person shall be admitted as a Voting Member of the Company unless his application is first approved by the Board which shall have absolute discretion as to the admission of any person as a Voting Member
- 8 3 Voting **Membership** of the Company shall include the following individuals interested in promoting the Objects:
 - 8 3 1 One person from each **Branch** who will be appointed from time to time by each Branch,
 - 8 3 2 One person from each **Regional Group** who will be appointed from time to time by each Regional Group.
 - 8 3 3 One person from each **County Association** who will be appointed from time to time by each County Association,

- 8 3 4 The Board members who will be ex officio Voting Members during their term of office,
- 8 3 5 The President who will be an ex officio Voting Member during his or her term of office
- 8 4 Every Voting Member of the Company shall be entered in the Register of Voting Members on becoming a Voting Member
- 8 5 The Company in General Meeting may establish different classes of membership (including informal membership), prescribe their respective privileges and duties, set the amounts of any subscriptions and the amount of the subscription payable to the Company and to the Branch to which the member has been assigned
- 8 6 A person shall forthwith cease to be a Voting Member of the Company (provided always that at least one Voting Member of the Company remains on the Register of Voting Members thereafter)
 - 8 6 1 if he is removed by resolution of the Board, or by notice **in writing** to the Office signed by a majority of the Board, or
 - 8 6 2 if by notice in writing to the Office he resigns his Voting Membership,
 - 8 6 3 in the case of a Voting Member appointed by a Branch, Regional Group or County Association, pursuant to Articles 8 3 1, 8 3.2 or 8 3 3 respectively, if the Company receives notice in writing from that Branch, Regional Group or County Association that that Voting Member has ceased to be appointed by that Branch, Regional Group or County Association (as appropriate),
 - 8 6 4 in the case of a Voting Member who is a Voting Member by virtue of being a Board member, or the President, pursuant to Articles 8.3 4 or 8 3 5, if that Voting Member ceases to be a Board member or President (as appropriate)

Provided that if a Voting Member is to be removed under Article 8 6 1 he shall be given at least 21 clear days' written notice of that fact by the Board. Within that time the Voting Member shall have the right to require the Board to delay termination of his Voting Membership until after the next Board meeting (which shall be held at a reasonable time and place and on reasonable notice being given to the Voting Member in question) at which he or she shall have the right to make representations in person or in writing

Where a person ceases to be a Voting Member, the Board shall immediately arrange for that person's name to be removed from the Company's Register of Voting Members

- 8 7 Voting Membership of the Company is not transferable
- 8 8 Individual members shall each be assigned by the Board to the Branch for the area in or nearest which that member resides. Provided that
 - 8 8 1 the member may elect by notice in writing to the Office to be assigned to another Branch, and

- 8 8 2 if there is no Branch for the area in which the member resides and no election under Article 8 8 1 such member shall be assigned to the Branch nearest geographically in the opinion of the Board to the area in which such member resides

9. Branches

- 9 1 The Board will approve the formation and continuance of Branches for the promotion of the Company's objects in defined geographical areas
- 9 2 The Constitution and rules of Branches and any alteration thereto shall be determined by the members assigned to such Branches subject to approval by the Board which may require amendment thereto from time to time after consultation with the relevant Branch
- 9 3 Each Branch shall appoint two of its members to represent it and its membership at any General Meeting of the Company, one of whom shall be a Voting Member of the Company and entitled to vote and to nominate one or more persons for election as a General Board member in accordance with Article 17 4
- 9 4 The autonomy of Branches in matters of local policy and activity and their ability and effectiveness in promoting the objects of the Company will be of fundamental importance to the Company
- 9 5 A Branch shall be entitled to receive by way of payment from the Company's national funds such share of the membership subscription paid in respect of members assigned to it, including tax recovered from Deeds of Covenant, as may be determined from time to time by the Company in General Meeting
- 9 6 A Branch will generally manage its own affairs and will be solely responsible for its own debts and liabilities

10. County Associations

- 10 1 Where, in any county or substantial part of the country where no Branch of the Company exists, another voluntary organisation appears to the Company to be carrying out work which promotes the Company's objects, the Company may recognise that organisation as a County Association of the Company
- 10 2 A County Association, while so recognised, shall be entitled to appoint two representatives to attend General Meetings of the Company, one of whom shall be a Voting Member of the Company and entitled to vote and to nominate one or more persons for election as a General Board member in accordance with Article 17 4, provided that the relevant County Association has made within the previous twelve months or such other period as may from time to time be determined by the Board such contribution to the funds of the Company as determined by the Board after consultation with that County Association
- 10 3 County Associations shall form part of Regional Groups referred to in Article 11.

11. Regional Groups

- 11 1 The Company in General Meeting shall group Branches and County Associations into such **Regional Groups** as it may from time to time determine for the purpose of considering matters of regional interest, for securing from each Regional Group

representatives to attend General meetings of the Company, and for such other purposes as the Board may determine

- 11 2 Each Regional Group shall appoint two representatives to attend any General Meeting of the Company, one of whom shall be a Voting Member of the Company and entitled to vote thereat and to nominate one or more persons for election as a General Board member in accordance with Article 17.4
- 11 3 Procedure for the organisation of Regional Groups, for the selection of representatives to attend General Meetings, and for methods of working of such Groups including the conduct of their meetings shall be prescribed by rules or bye-laws to be made by the Board under Article 25 2

12. General Meetings

- 12 1 The Company 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 Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company 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
- 12 2 All General Meetings, other than Annual General Meetings, shall be called General Meetings
- 12 3 The Board may whenever it thinks fit convene a General Meeting and General Meetings shall also be convened on the requisition of such number of Voting Members as is provided by the Act, or on the written requisition of at least one tenth of the Voting Members of the Company.
- 12 4 At least twenty-one **clear days'** notice in writing of every General Meeting, in each case specifying the place, the day and the hour of meeting, and particulars of the business to be transacted, shall be given to the Voting Members, the Vice Presidents, the Branches, the County Associations and the Regional Groups and to the staff of the Company and to the Auditors but with the consent of (in the case of an Annual General Meeting) all Voting Members and (in the case of any other General Meeting) such Voting Members having at least 95% of the voting rights at the meeting intended to be convened, a meeting may be convened by such notice as those Voting Members may think fit Notices of General Meetings shall include a statement informing Voting Members of their right to appoint a proxy
- 12 5 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.

13. Proceedings at General Meetings

- 13 1 The business to be transacted at an Annual General Meeting shall be the adoption of annual accounts and the consideration of the strategic and policy issues, the reports of the Board and of the Auditors, the appointment of the Auditors, and the election of Board members, a President and Vice Presidents and, to the extent required by law, the fixing of the remuneration of the Auditors or the authorisation of the Board to fix the remuneration of the Auditors

- 13 2 The business to be transacted at any General Meeting shall include items brought forward by the Board 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 any Voting Member of the Company
- 13 3 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 25 persons entitled pursuant to Article 14 to vote upon the business to be transacted shall be a quorum
- 13 4 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
- 13 5 The President or in his absence the **Chairman** of the Company or in his absence one of the deputy 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 Voting Members present shall choose one of their number to preside at that meeting
- 13 6 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 Voting Members shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 13 7 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 person or by proxy, and representing not less than one tenth of the total voting rights of all persons having the right to vote at the meeting 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 Company 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
- 13 8 Subject to the provisions of Article 13 7 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
- 13 9 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment
- 13 10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote

- 13 11 The 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

14. Votes of Voting Members

- 14 1 Subject as hereinafter provided, only the following persons shall be Voting Members and entitled to vote at General Meetings of the Company

14 1 1 the Voting Member of the Company appointed by each Branch under Article 9 3,

14 1 2 the Voting Member of the Company appointed by each Regional Group under Article 11 2,

14.1 3 the Voting Member of the Company appointed by each County Association under Article 10 2,

14 1 4 the Board members,

14 1 5 the President

- 14 2 Voting Members may appoint a proxy who need not be a Voting Member. The proxy may be appointed by the Voting Member to exercise all or any of the Voting Member's rights to attend, speak, vote and demand a poll at a meeting of the Company

15. The Board

- 15 1 The Board when complete consists of at least three and not more than 10 individuals and shall include a Chairman, a Chairman of Policy Committee and a Treasurer. The Board is composed as follows

15 1 1 Not more than eight **Elected Board members** (this maximum shall include any Board member co-opted by the Board to fill a vacancy in accordance with Article 17 14),

15 1.2 Not more than two **Selected Board members**.

- 15 2 No one may stand for election as an Elected Board member under Article 15 1 1 unless they have been nominated by the Board under Article 17.1 to 17 3 or by a Voting Member under Articles 17 4 to 17 6, or unless they are standing for re-election under the retirement by rotation provisions in Article 17. Alternatively, they may be co-opted under Article 17 14

16. Powers of the Board

- 16.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to.

16 1.1 the provisions of the Articles,

- 16 1 2 the provisions of the statutes for the time being in force and affecting the Company,
- 16 1 3 such standing orders, rules or bye-laws as may be prescribed by the Company or the Board pursuant to Article 25 2 provided that no such standing order, rule or bye-law shall invalidate any prior act of the Board which would have been valid if such standing order, rule or bye-law had not been made, and
- 16 1 4 the requirement that the Board does not do or permit any act or omission which would prejudice the charitable status of the Company in law
- 16 2 The Board for the time being may act notwithstanding any vacancy in its number but, if the number of Board members is less than the number fixed as the quorum the continuing member(s) of the Board may act only for the purpose of filling vacancies or of calling a General Meeting
- 16 3 In addition and without prejudice to any other powers hereby or by law conferred on the Board, the Board may from time to time and for such period and to such extent and generally on such terms as the Board shall think fit delegate to any member(s) of the Board and/or any employee of the Company employed in or in connection with the management, administration, organisation and conduct of the affairs of the Council any powers and duties of the Board as may be reasonable SAVE THAT the Board must report back to the Company in General Meeting as to the delegation of such powers and duties
- 16 4 The Board may appoint up to two deputy Chairmen from amongst its Selected Board members or Elected Board members (including any Board members co-opted to fill a vacancy on the Board)
- 16 5 The Board may appoint as the investment manager for the Company a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempted person within the meaning of the Financial Services Act 1986 otherwise than exempted by virtue of Section 45(1) (j) of that Act
- 16 6 The Board may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Board from time to time
- 16 7 Provided that where the Board makes any such delegation it shall.
 - 16 7 1 inform the investment manager in writing of the extent of the Company's investment powers and the terms of the delegation,
 - 16 7 2 lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it,
 - 16 7 3 ensure that it is kept informed of, and review on a regular basis, the performance of its investment portfolio managed by the investment manager and on the exercise by him of his delegated authority,
 - 16 7 4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority, and

- 16 7 5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Board 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 Board
- 16 8 The Board may
- 16 8 1 make such arrangements as it thinks fit for any investments of the Company or income from those investments to be held by a corporate body as the Company's nominee; and
- 16 8 2 pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this article
- 16 9 Each Board member may be repaid out of the funds of the Company such reasonable out-of-pocket expenses as the Board shall from time to time determine in respect of his or her attendance at Board meetings or on behalf of the affairs of the Company but save as otherwise provided in the Articles no Voting Member of the Company nor any Board member shall receive any remuneration from the Company
- 17. Appointment and Retirement of Board Members**
- Nomination by the Board**
- 17.1 The Board may nominate up to eight people for election as Board members at the Annual General Meeting These nominees may stand for election in accordance with Articles 17 7 to 17 17
- 17 2 Any person nominated by the Board shall, if requested to do so by the Board, give the Board, prior to the date on which notice of the relevant Annual General Meeting is sent out, written confirmation of his or her willingness and eligibility, if elected, to be a Board member and Trustee of the Company
- 17 3 When the Board nominates someone to stand for election as a Board member under Article 17 1, the Board must decide whether that person is to stand for election as a General Board member, Chairman, Chairman of Policy Committee or Treasurer
- Nomination by the Voting Members**
- 17.4 Voting Members shall be invited before each Annual General Meeting of the Company to nominate persons for election at the meeting as a General Board member The invitation shall be in such a form and made by such means as the Board may from time to time determine and shall set a deadline by which nominations must be given to the Secretary Such invitations must be received by the Voting Members no less than 28 clear days before that deadline An invitation shall be accompanied by a nomination paper in the form approved by the Board
- 17 5 No person nominated by a Voting Member (rather than by the Board under Article 17 1 to 17 3) shall be eligible for election unless a nomination paper signed by a Voting Member as proposer and by the nominee stating his or her willingness and

eligibility, if elected, to be a Board member and Trustee of the Company shall have been received by the Secretary by the deadline specified in the invitation

- 17 6 Voting Members' nominations for election to the Board must be made in writing

The Election

- 17 7 A person may only stand for election as a Board member if he or she has been nominated in accordance with these Articles (or is standing for re-election under Article 17 18) and may only stand for one Board post, being either

- (i) a General Board member,
- (ii) Chairman,
- (iii) Chairman of Policy Committee, or
- (iv) Treasurer

- 17 8 If a person is validly nominated by a Voting Member or Voting Members of the Company to stand for election as a General Board member and is also nominated by the Board for election at the same Annual General Meeting as the Chairman, Chairman of Policy Committee or Treasurer, that person must decide, prior to the date on which notice of the relevant Annual General Meeting is sent out, for which post he or she wishes to stand and, if requested to do so by the Board, shall confirm this choice in writing to the Board

Election of General Board members

- 17 9(i) Should the number of nominees for the General Board member posts exceed vacancies a ballot will be held to establish which of the nominees may stand for election to the post of General Board member This ballot shall be by show of hands unless the Chairman or three persons present request a secret ballot of the Voting Members present Alternatively, the Board may choose to hold any such ballot(s) by postal ballot(s) which shall be held in a manner decided by the Board from time to time
- 17 9(ii) Each Voting Member voting on a ballot for General Board member posts shall be entitled to as many votes as there are vacancies to be filled among the General Board members but shall not be able to cast more than one vote in favour of any nominee No Voting Member of the Company is permitted to vote in a ballot if he or she is a nominee in that ballot
- 17 10 Where a ballot takes place, the nominee(s) with the highest number of votes will each stand for election to the post of General Board member by ordinary resolution of the Voting Members of the Company In the event that the requisite ordinary resolution is not passed in favour of a nominee, the nominee who received the next highest number of votes in the ballot may stand for election by ordinary resolution
- 17 11 Should the number of nominees for election as General Board members be equal or less than the number of vacancies, no ballot will take place and each of the nominees may stand for election as a General Board member by ordinary resolution of the Voting Members of the Company

Election of the Chairman, Chairman of the Policy Committee, and Treasurer

- 17 12 Election of a nominee to the post of Chairman, Chairman of Policy Committee or Treasurer shall be by ordinary resolution of the Voting Members of the Company

Election: co-option, notice etc.

- 17 13 The Board may at any time co-opt any person to be appointed as a Selected Board member, but such a person holds office only until the next Annual General Meeting This is subject to the maximum set by Article 15.1 2

- 17 14 The Board may at any time co-opt any person to fill a vacancy in the Elected Board members but such a person holds office only until the next Annual General Meeting This is subject to the maximum set by Article 15 1 1.

- 17 15 No person may be elected or appointed as a Board member:

17 15 1 unless he has attained the age of 18 years, or

17 15 2 in circumstances such that, had he already been a Board member, he would have been disqualified from acting under the provisions of Article 18,

17 15 3 if, at the date of his or her proposed appointment or election, he or she is an employee of the Company, he or she has been an employee of the Company at any time in the preceding twelve months, or has served six consecutive Election Years (whether or not such years have been served in full) as a Board member and has not subsequently ceased to be a Board member for a whole Election Year

- 17.16 Not less than twenty one 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 who is standing for election as a Board member 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 Company's Register of Directors and shall clarify whether each person is standing as a General Board member or as Chairman, Chairman of Policy Committee or Treasurer.

- 17.17 Every Board member must sign a declaration of willingness and of eligibility to act as a company director of the Company and as a Trustee of the charity before he or she may vote at a Board meeting

Retirement by Rotation

- 17 18 At the third Annual General Meeting after his or her initial appointment as a Board member (whether elected or co-opted) each Board member shall retire, but shall be eligible for re-election by ordinary resolution of the Voting Members of the Company For the avoidance of doubt, the ballot procedure set out in Article 17 9(i) will also apply to any General Board member who retires and stands for re-election under this Article 17 18 in the event that candidates for General Board member posts exceed vacancies

- 17 19 At the sixth Annual General Meeting after his or her initial appointment as a Board member (whether elected or co-opted) each Board member shall retire and shall not be eligible for re-election or co-option until he or she has ceased to be a Board member for a whole Election Year

- 17 20 A technical defect in the appointment or retirement of a Board member, of which the Board members are unaware at the time, does not invalidate decisions taken at a meeting

18. Disqualification of Board Members

- 18 1 The office of Board member shall be vacated

18 1 1 if by notice in writing to the Company he resigns from the Board (but only if at least three members of the Board remain in office when the notice of resignation is to take effect), or

18 1 2 if he is removed by notice in writing to the Company signed by a majority of the Voting Members of the Company entitled to attend and vote at a General Meeting, or

18 1 3 if he 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

18 1 4 if he is removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006, or

18 1 5 if he is absent from three consecutive Board meetings without the consent of the Chairman, or

18 1 6 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or

18 1 7 if he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company

19. Appointment and Retirement of the President and Vice Presidents

- 19 1 The President and Vice Presidents shall be nominated for election by the Board and shall be eligible for re-election annually provided that the years of consecutive service for which he or she shall have served in that capacity (and whether or not such years have actually been served in full) shall not exceed five. The Board shall have the power to fill casual vacancies of the Vice Presidents, but not that of the President, until the next Annual General Meeting of the Company

20. Proceedings of the Board

- 20 1 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least four times during every year. Unless otherwise so determined, five members of the Board 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

- 20 2 The Chairman or two members of the Board may, and on the request of the Chairman or two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon all of the Board members.

- 20 3 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally
- 20 4 The Board may delegate any of its powers to committees consisting of such of its number and others as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board
- 20 5 All acts bona fide done by any Board meeting or of any committee of the Board, or by any person acting as a committee member, shall, notwithstanding it be afterwards discovered that there was some defect 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 Board member or of the committee as the case may be
- 20 6 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, 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
- 20 7 A resolution in writing signed by all the Board members or by all the members for the time being of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more Board members or members of the committee as the case may be
- 20 8 Any bank account in which any part of the assets of the Company is deposited shall be operated by or with the authority of the Board and shall indicate the name of the Company

21. Secretary

- 21 1 The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board 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 no Secretary capable of acting

22. Accounts

- 22 1 The 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 Company and to explain its transactions

22 2 The books of account shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board or any member thereof

22 3 At the Annual General Meeting in every year the Board shall lay before the Company accounts including an income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Company) made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date Such accounts shall be accompanied by reports of the Board—and the Auditors Copies of such accounts and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attaching thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served The Auditors' report shall be open to inspection and be laid before the meeting

23. Audit

23 1 Once at least in every year the accounts of the Company shall be examined and reported upon by the Auditors The Auditors' remuneration shall be determined by the Board

23 2 The Auditors shall be one or more properly qualified auditor(s) not being members of the Board and their duties shall be regulated in accordance with the Act and the Charities Legislation and the SORP

24. Notices

24 1 A notice may be served by the Company upon any Voting Member, either personally or by sending it through the post in a prepaid letter, addressed to such Voting Member at his registered address as appearing in the Register of Voting Members

24 2 Those Voting Members who are described in the Register of Voting Members by an address outside the United Kingdom may be served notices by the Company at any address within the United Kingdom notified by such Voting Member to the Office for the purpose

24 3 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a first class prepaid letter

25. Liability and Indemnity

25 1 In the management of the affairs of the Company no Board member shall be liable for any loss to the property of the Company arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Board member in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was

not strictly necessary or by reason of any mistake or omission made in good faith by any Board member or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Board member who is sought to be made liable.

25 2 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Board member or other officer may otherwise be entitled the Company may indemnify every Board member or other officer out of the assets of the Company 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 Board member or other officer save that no Board member may be entitled to be indemnified

25 2 1 for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes),

25 2 2 for any fine imposed in criminal proceedings,

25 2 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,

25 2 4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final,

25 2 5 for any liability which he has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and

25 2 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

25 3 To the extent permitted by law from time to time, the Company may provide funds to every Board member 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 Board member or officer, provided that he will be obliged to repay such amounts no later than

25 3 1 if he is convicted in proceedings, the date when the conviction becomes final, or

25 3 2 if judgment is given against him in proceedings, the date when the judgment becomes final, or

25 3 3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

26. Standing Orders, Rules and Bye Laws

26 1 The Company in General Meeting 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 Company.

26 2 The Board may from time to time make such rules or bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter, add to or repeal any such rules or bye laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of Voting Members of the Company all such rules or bye laws, which shall be binding on all Voting Members of the Company.

26 3 Provided in either case that no standing order, rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

27. Alterations

27 1 No alterations shall be made to the Articles except by a resolution put to a General Meeting of the Company by the Board (a simple majority of whom at a duly convened Board meeting shall decide to put such resolution to a General Meeting) and passed at such General Meeting (of which at least twenty-one days notice has been given) by three-quarters of those present and voting at such General meeting provided that no alteration shall be made which shall have the effect of the Company ceasing to be a charity.

28. Dissolution

28 1 If upon the winding up or dissolution of the Company 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 Voting Members of the Company, but shall be given or 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 Company by Article 5 above and having objects identical with or similar to the Objects, as the Voting Members of the Company shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

29. Conflicts of Interest

29 1 To the extent required by law every Board member shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

29 2 Where the duty of a Board member 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 Company 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:

29 2 1 the matter in relation to which that duty exists has been proposed to the other Board members at a meeting of the Board and has been authorised by them, and

29 2 2 any requirement as to the quorum of such meeting is met without counting the Board member in question, or any other interested Board member, subject to Articles 11 2 and 11 3, and

- 29 2 3 the matter was agreed to without any such Board member voting, or would have been agreed to if the vote of any such Board member had not been counted, subject to Articles 11 2 and 11 3.
- 29 3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Board members present at the meeting to constitute a quorum, the unconflicted Board members present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 29 2 and the manner of dealing with the conflict, provided that:
- 29 3.1 they may only give such authorisation where they are satisfied that the conflicted Board member or Board members will not receive any direct or indirect benefit other than one permitted by these Articles, and
- 29 3 2 the total number of Board members at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board
- 29 4 In the event that all of the Board members present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Board 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 29 3 1 and 29 3 2 above
- 29 5 The duty to deal with conflicts referred to in Article 29 2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity
- 29 6 The Board members shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest
- 29 7 The Board may by resolution passed in the manner set out in this Article, authorise a Board member not to disclose to the Board 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 Board member
- 29 8 Nothing contained in this Article shall authorise a Board member to receive any benefit not permitted elsewhere in these Articles
- 29 9 The Company Secretary shall notify all Voting Members within 14 days of a conflict being authorised by the Board

30. Definitions

In the Articles, unless the context indicates another meaning

‘the Act’ means the Companies Acts 1985, 1989 and 2006 (in each case to the extent in force) including any modification or re-enactment thereof from time to time,

‘the Articles’ means the Company’s articles of association,

‘Board’ means the Board of Directors of the Company and ‘Board members’ shall be confirmed accordingly The Directors of the Company are also the Trustees

'branch' means an independent charity or other branch of the Company having an agreement with Campaign to Protect Rural England to fulfil the purposes and objects of Campaign to Protect Rural England in a defined locality

'Chairman' means the chairman of the Board, unless otherwise qualified,

'Charities Legislation' means the Charities Acts 1992, 1993, 2006 and 2011 (in each case to the extent in force), the Charities (Accounts and Reports) Regulations 1995, 2000 and 2005 (in each case to the extent in force), and any other charities legislation or regulation which applies to the Company, and any modification or re-enactment thereof or addition thereto from time to time,

'the Company' means the company governed by the Articles,

'clear day' means 24 hours from midnight following the relevant event;

'the Commission' means the Charity Commission for England and Wales,

'county association' means a voluntary organisation which appears to the Company to be carrying out work which promotes the Company's objects, and which may be recognised by the Company as a County Association of the Company where no Branch of the Company exists,

'Elected Board member' means a Director of the Company elected in accordance with Articles 1 to 17 17 or as part of the retirement by rotation process in Article 17, or co-opted under Article 17 14,

'Election Year' means the period from the end of one Annual General Meeting to the end of the next Annual General Meeting

"General Board member" means a Board member who is not the Chairman, Chairman of Policy Committee or Treasurer,

'indemnity insurance' means insurance against personal liability incurred by any Board member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Board member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

'Memorandum' means the Company's Memorandum of Association;

'month' means calendar month,

'the Objects' means the Objects of the Company as defined in Article 3,

'regional group' means a collection of Branches and County Associations grouped for the purpose of considering matters of regional interest and for such other purposes as the Board may determine

'Secretary' means the company secretary of the Company,

'Selected Board member' means a Director of the Company appointed in accordance with Articles 17 13

'Trustee' means a charity trustee of the Company

'Voting Member' means a member of the Company for the purposes of the Act

'in writing' or 'written' refers to a legible document on paper including a fax message, or such other lawful form of communication as the Board members determine

'year' means calendar year

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

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