

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 04302973

Registered with the Charity Commission for England and Wales Number 1089685

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Company number: 04302973

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

The name of the Company (hereinafter called the “Company”) is “Campaign to Protect Rural England”.

2. REGISTERED OFFICE

The registered office of the Company (the ‘Office’) will be situated in England.

3. OBJECTS

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 taxable 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 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
 - 4.1.19.1. 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

- 4.1.19.2. 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 theirs for any professional services rendered to the Company permitted in accordance with, and subject to the conditions in Charities Legislation, 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 their appointment or remuneration or that of their 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 4.1.19 hereof.

6. LIMITED LIABILITY

The liability of the Voting Members is limited.

7. GUARANTEE

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 they are a Voting Member, or within one year after they cease to be a Voting Member, for payment of the debts and liabilities of the Company contracted before they cease 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 30 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 their 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 comprise the following individuals interested in promoting the Objects:
 - 8.3.1. One person from each County Group who will be appointed from time to time by each County Group;
 - 8.3.2. The Board members who will be ex officio Voting Members during their term of office;
 - 8.3.3. The President who will be an ex officio Voting Member during their 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 twenty five (25) Voting Members of the Company remains on the Register of Voting Members thereafter):

- 8.6.1. if they are 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 they resign their Voting Membership;
- 8.6.3. in the case of a Voting Member appointed by a County Group, pursuant to Article 8.3.1, if the Company receives notice in writing from that County Group that that Voting Member has ceased to be appointed by that County Group;
- 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 8.3.2 or 8.3.3, 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 they 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 their 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 they shall have the right to make representations in person or in writing.

- 8.7. 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.
- 8.8. Voting Membership of the Company is not transferable.
- 8.9. Individual members shall each be assigned by the Board to the Branch for the area in or nearest which that member resides Provided that:
 - 8.9.1. the member may elect by notice in writing to the Office to be assigned to another Branch; and
 - 8.9.2. if there is no Branch for the area in which the member resides and no election under Article 8.9.1 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 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 entitled to vote at General Meetings of the Company.
- 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. Subject to Article 9.1 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 entitled to vote at General Meetings of the Company, 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.

11. GENERAL MEETINGS

Calling a General Meeting

- 11.1. 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.
- 11.2. All General Meetings, other than Annual General Meetings, shall be called General Meetings.
- 11.3. 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.
- 11.4. 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 County 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.
- 11.5. If the Company gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).
- 11.6. 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.

Attendance and speaking at General Meetings

- 11.7. A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 11.8. A person is able to exercise the right to vote at a General Meeting when:
- 11.8.1. that person is able to vote on any resolutions put to the vote at the meeting; and

- 11.8.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 11.9. In determining attendance at a General Meeting, it is immaterial whether any two or more members or their proxy attending it are in the same physical location as each other.
- 11.10. Two or more persons who are not in the same physical location as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 11.11. The Board may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a General Meeting. The entitlement of any person to attend and participate in a General Meeting shall be subject to such arrangements.
- 11.12. When the Board have made arrangements to facilitate Remote Attendance:
- 11.12.1. the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- (a) a person attending a General Meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
 - (b) references in the Articles to the place of a General Meeting shall be treated as references to the place specified as such in the notice of General Meeting;
- 11.12.2. the Board must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Act;
- 11.12.3. the arrangements must specify:
- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
 - (b) how those attending by Remote Attendance may vote;
- 11.12.4. insofar as not disapplied by any arrangements made under Article 11.11:
- (a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Board, who must give the Voting Members as much notice as practicable of the change;
 - (b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote

Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;

- (c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Company) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

- 11.13. The Board may make bye laws which permit any General Meeting to be held in two or more physical locations in accordance with such procedures as may be set out in the bye laws and if a General Meeting is held in two or more specified physical locations, a reference in the Articles to a person being present at a General Meeting shall include reference to a person being present at any of such specified physical locations.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1. 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 and appointment 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.
- 12.2. 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 42 days prior to the date of the meeting, any item brought forward by any Voting Member of the Company.
- 12.3. 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 15 persons entitled pursuant to Article 13 to vote upon the business to be transacted shall be a quorum.
- 12.4. If within half an hour from the time appointed for the holding of a General Meeting (or such longer time as is decided by the chair of the meeting) a quorum is not present or ceases to be present during the meeting):
 - 12.4.1. where the meeting has been called by requisition of the Voting Members under the Act, the meeting shall be dissolved; or
 - 12.4.2. otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote

Attendance (if any)) as the Board may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

- 12.5. The President or in their absence the Chair of the Company or in their absence one of the Vice-Chairs shall preside as chair at every General Meeting at which they 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.

Adjournment

- 12.6. The chair of the meeting may adjourn a General Meeting at which a quorum is present:
- 12.6.1. with the consent of the meeting;
 - 12.6.2. in the event of technical failure under Article 11.12.4(b); or
 - 12.6.3. if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.
- 12.7. The chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 12.8. When adjourning a General Meeting, the chair of the meeting must:
- 12.8.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
 - 12.8.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 12.9. If the meeting is to continue more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:
- 12.9.1. to the same persons to whom notice of the Company's General Meetings is required to be given; and
 - 12.9.2. containing the same information which such notice is required to contain.
- 12.10. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Power to delay or postpone General Meetings

- 12.11. The Board may suspend the requirement to hold an Annual General Meeting within the time limits specified in Article 11.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and

security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to the Voting Members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Board retirements, elections and appointments, which when resolved upon and communicated to the Voting Members shall be binding in place of the arrangements in Article 19).

- 12.12. The Board may postpone a General Meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Board must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

Voting at General Meetings (general provisions)

- 12.13. 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 chair), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair 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 chair 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.
- 12.14. Subject to the provisions of Article 12.13 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 12.15. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.

- 12.16. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a second or casting vote.
- 12.17. 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.

13. VOTES OF VOTING MEMBERS

- 13.1. Subject as hereinafter provided, only the following persons shall be Voting Members and entitled to vote at General Meetings of the Company:
 - 13.1.1. the Voting Member of the Company appointed by each Branch under Article 9.3;
 - 13.1.2. the Voting Member of the Company appointed by each County Association under Article 10.2;
 - 13.1.3. the Board members;
 - 13.1.4. the President.
- 13.2. Where the same person is a Voting Member in more than one category (for example as Voting Member on behalf of a County Group under Article 8.3.1 and as Board member), for the avoidance of doubt, that person may exercise more than one vote and, in particular may exercise one vote in respect of each such category at General Meetings of the Company.
- 13.3. 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.

14. CONTENT OF PROXY NOTICES

- 14.1. Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
 - 14.1.1. states the name and address of the Voting Member appointing the proxy;
 - 14.1.2. identifies the person appointed to be that Voting Member's proxy and the General Meeting in relation to which that person is appointed;
 - 14.1.3. is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 14.1.4. is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 14.2. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 14.3. 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.
- 14.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 14.4.1. 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
 - 14.4.2. 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.

15. DELIVERY OF PROXY NOTICES

- 15.1. 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 Company by or on behalf of that person.
- 15.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 15.3. 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.
- 15.4. 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.

16. WRITTEN RESOLUTIONS

- 16.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:
 - 16.1.1. a copy of the proposed resolution has been sent to every eligible Voting Member;
 - 16.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution; and
 - 16.1.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 16.2. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

- 16.3. In the case of a Voting Member that is an organisation, its authorised representative may signify its agreement.

17. THE BOARD

- 17.1. The Board when complete consists of at least five and not more than 10 individual Board members composed as follows:
- 17.1.1. Three Board members made up of a Chair, a Chair of Policy Committee and a Treasurer appointed by the Board (collectively known as the “**Officers**” and each an “**Officer**”), subject to approval by the Voting Members at the Annual General Meeting in accordance with Article 19.2; and
- 17.1.2. Up to seven General Board Members elected at the Annual General Meeting in accordance with Article 19.3;

18. POWERS OF THE BOARD

- 18.1. 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:
- 18.1.1. the provisions of the Articles;
- 18.1.2. the provisions of the statutes for the time being in force and affecting the Company;
- 18.1.3. such standing orders, rules or bye-laws as may be prescribed by the Company or the Board pursuant to Article 30 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
- 18.1.4. 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.
- 18.2. 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.
- 18.3. 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.

- 18.4. The Board may appoint up to two Vice-Chairs from amongst its General Board Members (including any Board members co-opted to fill a vacancy on the Board).
- 18.5. 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.
- 18.6. The Board may delegate to an investment manager so appointed power at their discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Board from time to time.
- 18.7. Provided that where the Board makes any such delegation it shall:
 - 18.7.1. inform the investment manager in writing of the extent of the Company's investment powers and the terms of the delegation;
 - 18.7.2. 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;
 - 18.7.3. 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 them of their delegated authority;
 - 18.7.4. take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
 - 18.7.5. 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.
- 18.8. The Board may:
 - 18.8.1. 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
 - 18.8.2. pay reasonable and proper remuneration to any corporate body acting as the Company's nominee in pursuance of this article.

- 18.9. 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 their 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.

19. APPOINTMENT AND RETIREMENT OF BOARD MEMBERS

19.1 Eligibility

19.1.1 No person may be appointed or elected or re-appointed or re-elected as a Board member:

- (a) unless they have attained the age of 18 years;
- (b) in circumstances such that, had they already been a Board member, they would have been disqualified from acting under the provisions of Article 20;
- (c) if, at the date of their proposed appointment or re-appointment or election or re-election, they are an employee of the Company, or they have been an employee of the Company at any time in the preceding twelve months; or
- (d) if they have served the maximum permitted term of office under Article 19.8 (but which for the avoidance of doubt shall not include any time served as a co-opted Board member) and have not subsequently ceased to be a Board member for a whole year.

19.1.2 Any person proposed for appointment, re-appointment, election or re-election as a Board member 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 their willingness and eligibility, if appointed, re-appointed, elected or re-elected to be a Board member of the Company.

19.2 Officers

19.2.1 The Officers shall be appointed by the Board in accordance with Articles 19.2.2 to 19.2.5 (inclusive).

19.2.2 The Officers shall be appointed by the Board for their first term (subject to Article 19.2.5) as follows:

- (a) The Nominations Committee must nominate an individual as an Officer in accordance with Article 19.4;
- (b) The Board must resolve to appoint such individual as an Officer by resolution of the Board (subject to Article 19.4.3).

19.2.3 The Board may re-appoint an Officer retiring from their first term of office in accordance with Article 19.7 for a second term of office (and Article 19.4.1 shall not apply).

19.2.4 The Board may re-appoint an Officer retiring from their second term of office in accordance with Article 19.7 for a third term of office in exceptional circumstances where

the Board decides, acting reasonably, that it is in the best interests of the Company for such person to serve a third term of office (and Article 19.4.1 shall not apply).

19.2.5 The appointment or re-appointment of an Officer must be approved by the Voting Members at an Annual General Meeting by ordinary resolution and such appointment or re-appointment shall take effect from the conclusion of that Annual General Meeting.

19.2.6 The Officers shall retire in accordance with Articles 19.7 and 20.

19.3 **General Board Members**

19.3.1 The General Board Members shall be elected by the Voting Members in accordance with Articles 19.3.2 to 19.3.5 (inclusive).

19.3.2 The General Board Members shall be elected by the Voting Members for their first term as follows:

- (a) The Nominations Committee must nominate and the Board must propose an individual as a General Board Member in accordance with Article 19.4; and
- (b) Where the number of individuals nominated by the Nominations Committee in accordance with Article 19.4.4 and proposed by the Board in accordance with Article 19.4.5 are equal to or less than the number of vacancies, the election of each such General Board Member must be approved by the Voting Members at an Annual General Meeting by ordinary resolution (for the avoidance of doubt, without the need for a contested election at an Annual General Meeting or by Ballot under Articles 19.3.2(c)(i) or 19.3.2(c)(ii)); or
- (c) Where more individuals are nominated by the Nominations Committee in accordance with Article 19.4.4 and proposed by the Board in accordance with Article 19.4.5 than the number of vacancies, there shall be a contested election which shall be determined:
 - (i) by ballot of the Voting Members (the “**Ballot**”) carried out prior to the Annual General Meeting in accordance with Article 19.5 and as provided by this Article 19.3; or
 - (ii) by election by the Voting Members held at an Annual General Meeting in accordance with Article 19.6 and as provided by this Article 19.3;

and the number of candidates who receive the highest number of votes as is equal to the number of General Board Member vacancies shall be deemed to be elected as General Board Members in accordance with Article 19.5.5 (subject to Article 19.5.6) or 19.6.3 (subject to Article 19.6.4) (as applicable) (for the avoidance of doubt, without the need for separate approval of the Voting Members at the Annual General Meeting).

19.3.3 The Board may propose any General Board Member retiring from their first term of office in accordance with Article 19.7 for re-election for a second term of office and, in exceptional circumstances where the Board decides, acting reasonably, that it is in the best interests of the Company, for a further third term of office (and, for the avoidance of doubt, Article 19.4.1 shall not apply).

19.3.4 The re-election of a General Board Member must be approved by the Voting Members at an Annual General Meeting by ordinary resolution (for the avoidance of doubt, without

the need for a contested election at an Annual General Meeting or by Ballot under Article 19.3.2(c)).

19.3.5 Such General Board Member shall, on election or re-election, take office from the conclusion of the relevant Annual General Meeting.

19.3.6 The General Board Members shall retire in accordance with Articles 19.7 and 20.

19.4 **Nomination**

19.4.1 No person may be appointed as an Officer or General Board Member for their first term of office unless that person is first nominated by the Nominations Committee in accordance with such eligibility criteria and procedure set out in the Nominations Committee Byelaws.

19.4.2 Where there is a vacancy in the role of Chair, Chair of Policy Committee and/or Treasurer, the Nominations Committee shall nominate one individual to each such Officer vacancy.

19.4.3 Where the Nominations Committee has nominated an individual to an Officer role in accordance with Article 19.4.2, the Board shall appoint that individual to the role unless the Board reasonably considers that the nominated individual does not meet the eligibility criteria set out in the Nominations Committee Byelaws.

19.4.4 Where there is a General Board Member vacancy, the Nominations Committee may nominate one or more individuals to each such General Board Member vacancy.

19.4.5 Where the Nominations Committee has nominated an individual to be a General Board Member in accordance with Article 19.4.4, the Board must propose that individual for election as a General Board Member Board by the Voting Members unless the Board reasonably considers that the nominated individual does not meet the eligibility criteria set out in the Nominations Committee Byelaws.

19.4.6 Article 19.4.1 shall not apply to re-appointment of retiring Officers or re-election of retiring Elected Trustees, provided that the Board may seek advice from the Nominations Committee as it sees fit.

19.5 **Ballot carried out prior to Annual General Meeting**

19.5.1 Where a Ballot is held, notice of the Ballot (the "**Ballot Notice**") shall be given to all who are entitled to receive notice of a General Meeting in accordance with Article 11.4, together with a ballot form (the "**Ballot Form**") not less than 21 clear days before the Ballot Closing Date. The Ballot Notice shall specify:

- (a) the number of vacant General Board Member positions (as at the Annual General Meeting) to which the Ballot relates (the "**Ballot Vacancies**"), together with details of each person who is proposed by the Board for election as a General Board Member; and
- (b) the date by which the completed Ballot Forms must be received by the Company in order to be counted, which shall be a date no less than five clear days (excluding Saturdays, Sundays and Public Holidays) prior to the Annual General Meeting (the "**Ballot Closing Date**"); and

- (c) the manner in which Ballot Forms must be returned to the Company in order to be counted.

19.5.2 Each Voting Member shall be entitled one vote only on each Ballot (subject to Article 13.2) and to vote for such number of eligible candidates standing for election as General Board Members as there are Ballot Vacancies, by marking their vote on their Ballot Form and returning their Ballot Form to the Company by the Ballot Closing Date.

19.5.3 Any Ballot Forms received by the Company after the Ballot Closing Date shall not be counted.

19.5.4 The Board shall be at liberty to provide for the Ballot, and the completion and return by Voting Members of their Ballot Forms, to be undertaken by post or by electronic means (or using both methods) or as otherwise provided in the bye laws of the Company in effect from time to time.

19.5.5 The number of candidates who receive the highest number of votes as is equal to the number of Ballot Vacancies shall be deemed to be elected as the General Board Members by the Company with effect from the conclusion of the relevant Annual General Meeting. The results shall be announced by the Secretary at the Annual General Meeting (or such other person nominated by the Board from time to time).

19.5.6 In the event of a tie, being two or more candidates receiving the same number of votes in respect of a Ballot Vacancy, the Board shall break the tie by the chair of the Annual General Meeting selecting the candidate (by exercising a second or casting vote) before the Annual General Meeting and the candidate selected by the chair shall be deemed to be the General Board Member by the Company with effect from the conclusion of the relevant Annual General Meeting.

19.6 Election at an Annual General Meeting

19.6.1 If an election is to be held at the Annual General Meeting, the election shall be conducted in accordance with the relevant provisions in the Articles governing proceedings at General Meetings and the meeting notice shall specify, in addition to the other requirements set out in the Articles;

- (a) the information set out in Article 19.5.1(a); and
- (b) the voting mechanism for the election at the General Meeting (which may be by way of a ballot or show of hands or otherwise as determined by the Board);

19.6.2 Each Voting Member shall be entitled to one vote only (subject to Article 13.2) and to vote for such number of eligible candidates standing for election as General Board Members as there are vacant General Board Member positions.

19.6.3 The number of candidates who receive the highest number of votes as is equal to the number of General Board Member vacancies shall be deemed to be elected as General Board Members by the Company with effect from the conclusion of the relevant Annual General Meeting.

19.6.4 In the event of a tie, being two or more candidates receiving the same number of votes, the Board shall break the tie by the chair of the Annual General Meeting selecting the

candidate at the Annual General Meeting (by exercising a second or casting vote) and the candidate selected by the chair shall be deemed to be the General Board Member by the Company with effect from the conclusion of the relevant Annual General Meeting.

19.7 Retirement

19.7.1 An Officer and a General Board Member must retire from office at the third Annual General Meeting after their appointment or election for their first term but may be re-appointed or re-elected subject to Articles 19.1 and 19.10.

19.7.2 An Officer and a General Board Member must retire from office at the third Annual General Meeting after their re-appointment or re-election for their second term but, exceptionally, may be re-appointed or re-elected subject to Articles 19.1 and 19.10.

19.7.3 An Officer or General Board Member appointed or elected for an exceptional third term must retire from office at the first Annual General Meeting after their re-appointment or re-election for their third term.

19.7.4 Subject to the maximum term set out in Article 19.8, nothing in this Article 19 shall prevent a retiring General Board Member from being appointed as an Officer and vice versa, subject to Article 19.10.

19.8 Maximum term

19.8.1 Except where Article 19.7.3 applies, an Officer or General Board Member who has served for two consecutive terms of office (whether as Officer or General Board Member) must take a break from office and may not be re-elected or reappointed until the earlier of (a) the anniversary of the commencement of their break from office and (b) if applicable, the Annual General Meeting following the Annual General Meeting at which their break from office commenced.

19.8.2 Where Article 19.7.3 applies, the requirement for a break shall apply at the end of such third term.

19.8.3 For the avoidance of doubt, the maximum permitted term as General Board Member or Officer shall not include any time served as co-opted Board Member.

19.9 Co-opted Board Members

19.9.1 The Board may at any time co-opt up to two Board members to fill vacancies but such a person holds office only until the next Annual General Meeting. This is subject to the maximum set by Article 17.1.

19.10 Transitional provisions

19.10.1 Any Board member in office at the date of adoption of these Articles shall hold office until the third Annual General Meeting following the commencement of their most recent term of office (subject to re-election or re-appointment in accordance with Article 19.7), or such other period of time as the Board may decide from time to time. For the avoidance of doubt, consecutive time already served by any Board member prior to the date of adoption of these Articles, whether as an Elected

Board Member or Selected Board Member (as those terms were defined under the previous Articles) or Officer, shall be included for the purposes of Article 19.7.

19.11 Technical defect

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

20. RETIREMENT AND DISQUALIFICATION OF BOARD MEMBERS

20.1 The office of Board member shall be vacated if they:

- 20.1.1 by notice in writing to the Company resign from the Board (but only if at least five members of the Board remain in office when the notice of resignation is to take effect), or
- 20.1.2 are 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
- 20.1.3 cease 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
- 20.1.4 are removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006; or
- 20.1.5 are absent from three consecutive Board meetings without the consent of the Chair and the Board resolves that their office be vacated, or
- 20.1.6 are removed from office by a resolution passed at a Board meeting on the grounds that the Board considers it is in the best interests of the Company for the Board member to be removed where at least 50% of all other Board Members are present and at least 75% of those Board members Vote in favour, provided that if a Board member is to be removed under this Article they shall be given reasonable notice of the holding of the vote and have the right to make representations in person or in writing to the Board before it takes place; or
- 20.1.7 in the written opinion, given to the Company, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- 20.1.8 are convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company.

21. APPOINTMENT AND RETIREMENT OF THE PRESIDENT AND VICE PRESIDENTS

21.1 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 they shall have served in that capacity (and whether or not such years have actually been served in full) shall not exceed six. The Board shall have the power to fill casual vacancies

of the Vice Presidents at any time whose term of office shall continue until the next Annual General Meeting of the Company, where, as referred to above, they shall be entitled to be re-elected. The Board may not fill a casual vacancy of the President, which may only be filled at the next Annual General Meeting of the Company following a Board nomination.

22. PROCEEDINGS OF THE BOARD

- 22.1 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.
- 22.2 Board meetings do not need to take place in one physical place. Board members participate in (and form part of the quorum in relation to) a Board meeting, or part of a Board meeting, when they can contemporaneously communicate with each other by any means (including by suitable electronic means). If all the Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- 22.3 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 chair of the meeting shall have a second or casting vote.
- 22.4 The Chair or two members of the Board may, and on the request of the Chair 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.
- 22.5 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.
- 22.6 Subject to the Network Assembly Byelaws, the chair of the Network Assembly shall receive notice of and have the right to attend Board meetings (but shall not have a vote at those meetings).
- 22.7 Subject to the Nominations Committee Byelaws, the chair of the Nominations Committee shall receive notice of and have the right to attend Board meetings (but shall not have a vote at those meetings).
- 22.8 The Board may delegate any of its powers to committees consisting of such of its number (if any) and others as it thinks fit, and shall establish the Nominations Committee as a standing committee of the Board.
- 22.9 In relation to any such committee of the Board formed pursuant to Article 22.8:

- 22.9.1 the Board must confirm the composition of the committee (and may permit the committee to co-opt its own additional members up to a specified number);
- 22.9.2 the Board may remove members of the committee at any time including, but not limited to;
- (a) where the committee member is absent from three consecutive committee meetings without the consent of the chair of the committee; or
 - (b) where the Board considers it is in the interests of the Company for the committee member to be removed where at least 50% of the Board members are present and vote in favour, provided that the committee member to be removed is given reasonable notice of the holding of the vote and has the right to make representations in person or in writing to the Board before it takes place;
- 22.9.3 the Board must confirm how the committee will report regularly to the Board;
- 22.9.4 any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board;
- 22.9.5 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.
- 22.10 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.
- 22.11 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 chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 22.12 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.
- 22.13 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.

23. NOMINATIONS COMMITTEE

23.1 The Board shall appoint a Nominations Committee, which shall be a standing committee of the Board, in accordance this Article 23.

23.2 The Nominations Committee shall be comprised of up to five people:

23.2.1 Up to two members of the Nominations Committee appointed (and who may be removed at any time) by the Board; and

23.2.2 Up to three members appointed (and who may be removed at any time) by the Network Assembly in accordance with the Network Assembly Byelaws (who must be members of County Groups but do not have to be members of the Network Assembly) whose appointments shall be subject to the approval of the Board (provided that the Board shall only refuse to give approval where the Board decides, acting reasonably, that this is in the best interests of the Company) and who shall be appointed for such term and be eligible for reappointment in accordance with the Nominations Committee Byelaws.

23.2.3 The Board may at any time co-opt any person as a member of the Nominations Committee to fill a vacancy in the Network Assembly appointees but such person shall serve as committee member only until such time as the Network Assembly appoints a replacement member.

23.3 In addition to such other powers and functions as the Board may delegate to the Nominations Committee and such other powers and functions as may be specified in the Nominations Committee Byelaws, the main functions of the Nominations Committee shall be:

23.3.1 to identify and nominate candidates to be appointed and elected to the Board in accordance with the eligibility criteria set out by the Board in the Nominations Committee Byelaws; and

23.3.2 to identify and nominate candidate(s) for the chair of the Network Assembly and the Additional Members of the Network Assembly in accordance with the eligibility criteria set out in the Network Assembly Byelaws.

23.4 The first members of the Nominations Committee shall be those persons who are members of the Nominations Committee in existence immediately prior to the adoption of these Articles, two of whom shall be deemed to be the Board appointees and three of whom shall be deemed to be the Network Assembly appointees by decision of the Board and, in relation to the latter, shall serve until the third anniversary following the commencement of their existing term (subject to re-appointment in accordance with the Nominations Committee Byelaws.

24. NETWORK ASSEMBLY

24.1 The Company shall establish a Network Assembly.

24.2 The Network Assembly shall consist of no more than 50 members as follows:

- 24.2.1 The Company (acting through the Board) and each County Group may appoint and at any time remove one Network Assembly member (who, in the case of the Company Board appointee, must be a Voting Member of the Company and, in the case of the County Group appointee, a member of the relevant County Group and may but need not be the same individual appointed by a County Group in accordance with Article 8.3.1) for such term or terms and in accordance with the process set out in the Network Assembly Byelaws; (the “**Core Participants**”).
- 24.2.2 The Network Assembly may appoint up to ten additional members (who are not required to be members of a County Group) for such term or terms and in accordance with the eligibility criteria and process set out in the Network Assembly Byelaws; (the “**Additional Participants**”).
- 24.3 The Network Assembly shall appoint (and may at any time remove) a chair of the Network Assembly in accordance with the processes set out in the Network Assembly Byelaws and such chair shall have the right to attend but not vote at Board meetings as provided in Article 22.6.
- 24.4 A person shall cease to be a member (whether Core Participant or Additional Participant) of the Network Assembly:
- 24.4.1 if they resign by notice in writing to the chair of the Network Assembly (or if the resigning member is the chair, then to the vice-chair of the Network Assembly);
 - 24.4.2 if they are removed by notice in writing to the chair of the Network Assembly (or if the member to be removed is the chair, then to the vice-chair of the Network Assembly) signed by a majority of the Network Assembly members,
 - 24.4.3 if any order is made in relation to them under the Companies Directors Disqualification Act 1986 or Charities Legislation;
 - 24.4.4 if they are removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006;
 - 24.4.5 if, in the written opinion, given to the Company, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a member of the Network Assembly and may remain so for more than three months;
 - 24.4.6 if they are convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company;
 - 24.4.7 in the case of a Core Participant appointed by a County Group, pursuant to Article 24.2.1, if the Company receives notice in writing from that County Group that that Core Participant has ceased to be appointed by that County Group (as appropriate), or in the case of a Core Participant appointed by the Company pursuant to Article 24.2.1, if the Board, on behalf of the Company, removes that Core Participant; or
 - 24.4.8 as otherwise provided by the Network Assembly Byelaws.

24.5 The Network Assembly may appoint (and remove) up to three members of the Nominations Committee in accordance with Article 23, whose appointments shall be confirmed by the Board (whose consent shall not be unreasonably withheld).

24.6 The Network Assembly shall have the right to approve the Network Assembly Byelaws and any changes thereto and to be consulted on the Nominations Committee Byelaws and any changes thereto in accordance with Article 30.

24.7 The Board may consult the Network Assembly on any matters it thinks fit. The Network Assembly shall make decisions and carry out its proceedings in accordance with the Network Assembly Byelaws.

25. SECRETARY

25.1 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.

26. ACCOUNTS

26.1 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.

26.2 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.

26.3 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.

27. AUDIT

27.1 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.

27.2 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.

28. NOTICES

28.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

28.2 Subject to the Articles, any notice or document to be sent or supplied to a Board member in connection with the taking of decisions by Board members may also be sent or supplied by the means by which that Board member has asked to be sent or supplied with such notices or documents for the time being.

28.3 Any notice to be given to or by any person pursuant to the Articles:

28.3.1 must be in writing; or

28.3.2 must be given in electronic form.

28.4 The Company may give any notice to a Voting Member either:

28.4.1 personally; or

28.4.2 by sending it by post in a prepaid envelope addressed to the Voting Member at their address;
or

28.4.3 by leaving it at the address of the Voting Member; or

28.4.4 by giving it in electronic form to the Voting Member's address;

28.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that

it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

28.5 A Voting Member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.

28.6 A Voting Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

28.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

28.8 Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.

28.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

28.9.1 48 hours after the envelope containing it was posted; or

28.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

29. LIABILITY AND INDEMNITY

29.1 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 they shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them 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.

29.2 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 them which relate to anything done or omitted or alleged to have been done or omitted by them as a Board member or other officer save that no Board member may be entitled to be indemnified:

29.2.1 for any liability incurred by them to the Company or any associated company of the Company (as defined by the Act for these purposes);

29.2.2 for any fine imposed in criminal proceedings;

- 29.2.3 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;
- 29.2.4 for any liability which they have incurred in defending any criminal proceedings in which they are convicted and such conviction has become final;
- 29.2.5 for any liability which they have incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against them; and
- 29.2.6 for any liability which they have incurred in connection with any application under the Act in which the court refuses to grant them relief and such refusal has become final.
- 29.3 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 them 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 them as a Board member or officer, provided that they will be obliged to repay such amounts no later than:
- 29.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or
- 29.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
- 29.3.3 if the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.

30. STANDING ORDERS, RULES AND BYE LAWS

- 30.1 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.
- 30.2 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.
- 30.3 Without prejudice to the generality of Article 30.2 and subject to Article 30.4, the Board may from time to time;
- 30.3.1 adopt, alter, add to or repeal bye-laws relating to the Network Assembly (the “**Network Assembly Byelaws**”) including but not limited to its role, admission, eligibility and removal of members and proceedings provided that (except as provided by Article 30.4) no adoption, alteration, addition or repeal of the Network Assembly Byelaws shall take effect until approved by resolution of the Network Assembly;

- 30.3.2 adopt, alter, add to or repeal bye-laws or terms of reference relating to the Nominations Committee (the “**Nominations Committee Byelaws**”) including but not limited to its role, appointment, eligibility and removal of members and proceedings provided that (except as provided by Article 30.4) the Board shall consult with the Network Assembly by giving the Network Assembly no less than 90 clear days’ notice of any proposed adoption, alteration, addition or repeal of the Nominations Committee Byelaws inviting comments before such adoption, alteration, addition or repeal shall take effect.
- 30.4 The first Network Assembly Byelaws and Nominations Committee Byelaws shall be those adopted by the Board on or around the date of the adoption of these Articles which shall remain in force until such time as the Board repeal or alter those bye-laws, or adopt revised bye-laws in accordance with Article 30.3.
- 30.5 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.

31. ALTERATIONS

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 in person or by proxy 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.

32. DISSOLUTION

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.

33. CONFLICTS OF INTEREST

- 33.1 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.

- 33.2 Where the duty of a Board member to avoid a situation in which they have 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:
- 33.2.1 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
- 33.2.2 any requirement as to the quorum of such meeting is met without counting the Board member in question, or any other interested Board member; and
- 33.2.3 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.
- 33.3 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 33.2 and the manner of dealing with the conflict, provided that:
- 33.3.1 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
- 33.3.2 the total number of Board members at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 33.4 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 33.3.1 and 32.3.2 above.
- 33.5 The duty to deal with conflicts referred to in Article 33.2 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.
- 33.6 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.
- 33.7 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.
- 33.8 Nothing contained in this Article shall authorise a Board member to receive any benefit not permitted elsewhere in these Articles.

33.9 The Company Secretary shall notify all Voting Members within 14 days of a conflict being authorised by the Board.

34. DEFINITIONS

34.1 In the Articles, unless the context indicates another meaning:

‘the Act’ means the Companies Act 2006 including any modification or re-enactment thereof from time to time;

‘Additional Participants’ means the additional members of the Network Assembly defined in Article 24.2.2;

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

‘Ballot’, ‘Ballot Notice’, ‘Ballot Form’, ‘Ballot Vacancies’ and ‘Ballot Closing Date’ have the meanings given in Articles 19.3 and 19.5;

‘Board’ and ‘Board members’ means the Board of Directors of the Company, comprising the Officers, General Board Members and the co-opted Board members, all holding office pursuant to Article 17. 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;

‘Chair’ means the chair of the Board, unless otherwise qualified;

‘Charities Legislation’ means the Charities Act 2011, 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;

‘Core Participants’ means the core members of the Network Assembly as defined in Article 24.2.1;

‘clear day’ means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

‘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;

‘County Group’ means each Branch and County Association;

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

'electronic form' and 'electronic means' have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

"General Board Member" means a Board member who is not the Chair, Chair 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;

'Network Assembly' means the advisory body formed under these Articles pursuant to Article 24.1;

'Network Assembly Byelaws' has the meaning given in Article 30.3.1;

'Nominations Committee Byelaws' has the meaning given in Article 30.3.2;

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

'the Officers' and 'Officer' means the Board members described in Article 17.1.1;

'proxy notice' has the meaning given in Article 14.1;

'Public Holiday' means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered;

'Remote Attendance' means remote attendance at a General Meeting by such means as are approved by the Board in accordance with Article 11.11;

'Secretary' means the company secretary of the Company;

'SORP' means the Statement of Recommended Practice issued by the Charity Commission;

'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 the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise 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.

- 34.2 Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.
- 34.3 Subject to Article 34.4, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 34.4 Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in Article 34.1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.