

Articles of Association for a Charitable Company

THE COMPANIES ACT 2006 COMPANY LIMITED BY GUARANTEE

Articles of Association of The Campaign to Protect Rural England Wiltshire

NAME

1. The name of the Company (hereinafter called the 'Company') is The Campaign to Protect Rural England Wiltshire

INTERPRETATION

2. In these Articles the terms listed below shall bear the meanings set opposite to them respectively if not inconsistent with the subject or context:

'Act' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company and any modification or re-enactment thereof or addition thereto from time to time;

'Address' means a postal address or, for the purposes of electronic communication, a fax number, an email or a postal address or a text message number in each case registered with the Company;

'Articles' means these Articles of Association of the Company;

'Auditors/Independent Examiners' means the auditors/independent examiners for the time being appointed by the Company;

'Board of Directors' means the board of directors of the Company;

'Chairman' means the chairman of the Board of Directors;

'chairman' means that person who chairs any meeting;

'Charities Legislation' means the Charities Act 1992, 1993 and 2006, the Charities (Accounts and Reports) Regulations 1995 and 2000, and any other charities legislation or regulation which applies to the Company, and any modification or re-enactment thereof or additional thereto from time to time;

'Clear Days' means in relation to a period of notice the period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'Company' means the above-named company;

'Corporation' means any corporate body, town or parish council;

'CPRE' means the Campaign to Protect Rural England (charity number 1089685; company number 43022973);

'Directors' means the directors of the Company. The directors are charity trustees as defined by the Charities Legislation;

‘In writing’ means written, printed or any other mode of representing or reproducing words in a visible form or partly one and partly another;

‘Month’ means calendar month;

‘Office’ means the registered office of the Company;

‘Regional Groups’ means branches of CPRE (including those companies incorporated as a limited company with charitable status) grouped by CPRE and County Associations (as recognised by CPRE) grouped by CPRE to consider matters of regional interest and for other purposes decided by CPRE from time to time;

‘SORP’ means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time;

‘Secretary’ means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

‘Subscribing Member of CPRE’ means a member of CPRE who pays a subscription to that body’

‘United Kingdom’ means Great Britain and Northern Ireland; and

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 corporate bodies, towns and parish councils and parish meetings.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same means in the Articles.

LIABILITY OF MEMBERS

3. The liability of the members is limited.
4. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

OBJECTS

5. The objects for which the Company is established (‘the Objects’) are specifically restricted to the following:

to promote and encourage for the benefit of the public the improvement and protection of the English countryside and in particular the area within the Wiltshire County boundaries and its towns and villages and the better development of the rural environment.

POWERS

6. In furtherance of the Objects but not further or otherwise the Company shall have the following powers:

- (a) to take over the activities and assets and liabilities of the unincorporated charity known as The Wiltshire Branch of the Campaign to Protection Rural England (charity number 211318);
- (b) to support the Campaign to Protect Rural England ('CPRE') (charity number 1089685); company number 4302973);
- (c) to stimulate and educate public opinion;
- (d) 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;
- (e) to organise concerted action and promote co-operation between local societies and other persons and organisations;
- (f) to make representations at public inquiries or in such other ways as shall from time to time appear appropriate;
- (g) 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;
- (h) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections;
- (i) 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;
- (j) to raise funds and to invite and receive contributions from any person whatsoever by way of subscription, donation and otherwise;
- (k) 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;
- (l) to appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff and other persons as are considered expedient 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 provision for the payment of pensions and superannuation to such persons and their dependants;
- (m) to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit:
 - (i) 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 to such conditions (if any) as may for the time being be imposed or required by law;
 - (ii) to delegate the management of investments to such proper and competent persons as the board of directors shall appoint and, if so decided, to arrange for investments or other property of the Company to be held by a corporate body as nominee;

- (n) to act as trustee or manager of any property, endowment, bequest or gift;
- (o) 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;
- (p) 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;
- (q) 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;
- (r) 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 charity;
- (s) to pay the premium of any policies of insurance, as may be thought fit, for the employees, volunteers, property, activities and assets of the Company and as security for and against all risks, including indemnity insurance:
 - (i) to cover the liability of the members of the board of directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the 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 members of the board of directors knew to be a breach of trust or breach of duty or which was committed by the members of the board of directors in reckless disregard of whether it was a breach of trust or a breach of duty or not. Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the board of directors in their capacity as members of the board of directors of the Company; and
 - (ii) for its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit; and
- (t) 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.

APPLICATION OF INCOME AND PROPERTY

7. 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 members of the Company, and no members of the Board of Directors shall receive any salary or fee or remuneration or other benefit in money or money's worth from the Company: provided that nothing herein shall prevent the payment in good faith by the Company of:
 - (a) reasonable and proper remuneration or pensions to any member, officer or employee of the Company not being a member of the Board of Directors in return for any services actually rendered to the Company; or
 - (b) reasonable and proper professional charges to any member of the Company or member of the board of directors or any partner or employee of his for any professional services

rendered to the Company, provided that at no time shall a majority of the members of the Board of Directors benefit under this provision and that a member of the Board of Directors shall withdraw from any meeting at which his appointment or remuneration or that of his partner or employee is under discussion; or

- (c) interest at a reasonable and proper rate on money lent to the Company by any member of the Company or by any member of the Board of Directors; or
- (d) reasonable and proper rent for premises demised or let to the Company by any member of the Company or by any member of the Board of Directors; or
- (e) reimbursement of reasonable out-of-pocket expenses actually incurred by any member of the Company or by any member of the board of directors in or about the affairs of the Company; or
- (f) fees, remuneration or other benefit in money or money's worth to any company of which any member of the Company or any member of the Board of Directors may also be a member holding not more than 1% of the issued share capital of that company.

MEMBERS

- 8. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions of the Articles and any rules or bye-laws made under Article 68 shall be the members of the Company, subject to the provisions of Article 13.
- 9. No person shall be admitted as a member of the Company unless he is a Subscribing Member of CPRE.
- 10. ARTICLE REMOVED
- 11. (a) The Board of Directors shall admit to membership of the Company:
 - (i) such Subscribing Members of CPRE as are resident within the Wiltshire County boundaries, except any such Subscribing Member of CPRE who has elected by notice in writing to the registered office of CPRE to be assigned to another Branch or Company of CPRE; and
 - (ii) such Subscribing Members of CPRE who reside outside the Wiltshire County boundaries but who on written request have been assigned by CPRE to the Company; and
- (b) Such Subscribing Members of CPRE who are also members of the Company shall be assigned by the Board of Directors to the respective District Group in which such member resides, unless such member requires to be assigned to some other District Group.
- 12. CPRE shall determine from time to time the rates of subscription payable by each Subscribing Member of CPRE and the proportion thereof payable by each member (1) to be retained by CPRE and (2) to be paid to the Company.
- 13. A person shall forthwith cease to be a member of the Company (provided always that at least one member of the Company remains on the register of members of the Company thereafter);
 - (a) if he is removed by resolution of, or by notice in writing to the Office signed by a majority of, the Board of Directors; or
 - (b) if by notice in writing to the Office or CPRE he resigns membership of the Company; or

- (c) if he ceases for any other reason to be a Subscribing Member of CPRE; or
- (d) if he elects to be assigned to another Branch or Company of CPRE;

Provided that if a member of the Company is removed under Article 13a he (or being a corporation its duly authorised representative) shall have the right, exercisable on written notice to the Company within fourteen days of having been notified of such removal, to make representations in person to a meeting of the Board of Directors of which he has been given at least twenty-one days' notice in writing, following which the Board of Directors shall either confirm or revoke such removal.

DISTRICT AND SPECIALIST GROUPS

- 14. (a) The Board of Directors shall have power to approve the formation and continuance of:
 - (i) District Groups for the promotion of the Company's objects in defined geographical areas within the Wiltshire County boundaries; and
 - (ii) Specialist Groups for the promotion of the Company's objectives in the special subject concerned within the Wiltshire County boundaries.
- (b) The rules of a District Group or Specialist Group and any alterations thereto shall be determined by the members of such District or Specialist Group subject to approval by the Board of Directors which may require amendment thereto from time to time after consultation with such District or Specialist Group.

REGIONAL GROUPS

- 15. (a) The Company will co-operate in the operation and activity of Regional Groups.
- (b) The Board of Directors may approve the payment of such costs to such Regional Groups as may be agreed with such Regional Group.

GENERAL MEETINGS

- 16. 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 of Directors, 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.
- 17. The Directors may whenever they think fit convene a general meeting and a general meeting shall also be convened on the requisition of the greater of forty members of the Company or one tenth of the members of the Company entitled to attend and vote at such meeting.
- 18. At least twenty one clear days' notice in writing of an annual general meeting and of every other 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 members of the Company, the staff of the Company and to the Auditors/Independent Examiners but with the consent of (in the case of an annual general meeting) all the members of the Company and (in the case of any other general meeting) such members of the Company having at least 90% of the voting rights at the meeting intended to be convened, a meeting may be convened by such notice as those members may think fit.

19. 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 proceedings held, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. The business to be transacted at an annual general meeting shall be the consideration of the accounts and the reports of the Chairman and of the Board of Directors and of the Auditors/ Independent Examiners (if any), the appointment of the Auditors/Independent Examiners (if any), and the election of members of the Board of Directors.
21. The business to be transacted at any general meeting shall include items brought forward by the Board of Directors for the purpose and, provided notice in writing has been given thereof to the Office for the purpose at least forty two days' notice prior to the date of the meeting, any item brought forward by a District Group or Specialist Group or any member of the Company. Any member of the Company may raise any subject for discussion under the heading of 'any other business' at a general meeting, but unless he has given forty two days' notice as set out above, the Chairman shall have the right to prevent any vote being taken on the matter.
22. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 persons entitled to vote upon the business to be transacted shall be the quorum. For the purposes of these Articles, a person shall be treated as present at a general meeting if he is present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
23. (a) If within half an hour from the time appointed for the holding of a general meeting a quorum is not present or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Directors shall determine.
- (b) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members of the Company present in person or by proxy at that time shall constitute the quorum for that meeting.
24. The Chairman or in his absence the Vice-Chairman 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 Directors shall choose one of their number to preside at the meeting.
- (a) If there is only one Director present and willing to act, he shall chair the meeting.
- (b) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members of the Company present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
25. 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 for an original meeting. Save as aforesaid, no members of the Company shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (which may include a show of voting cards or an electronic system in each case as decided by the chairman), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by any person or persons present in each case in person or by its duly authorised representative (as notified in writing to the Company by the chairman of any organisation which is a Member prior to any such meeting), 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.

PROXIES: APPOINTMENT AND VOTING

27. (a) Any member of the Company is entitled to appoint another person as a proxy to exercise all or any of such member's rights to attend and to speak and vote at a general meeting of the Company.
- (b) The appointment of a proxy shall be signed by or on behalf of the appointor (or, in the case of a Member which is an organisation, by the chairman of that organisation) and shall be in the following form (or in as near a form as circumstances allow or in any other form which is usual or which the Directors may approve):

"[Name]

I/We,of, being a member/members of the above charity, hereby appointof, or failing him/herof, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on 20..., and at any adjournment.

Signed on 20....".

- (c) Where it is wished to afford members of the Company an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in as near a form as circumstances allow or in any other form which is usual or which the Directors may approve):

"[Name]

I/We,of, being a member/members of the above charity, hereby appointof, or failing him/herof, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on 20..., and at any adjournment.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No. 1 *for *against*

*Resolution No. 2 *for *against*

Etc.

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed on 20....”.

- (d) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a solicitor or other Commissioner for Oaths or in some other way approved by the Directors) may be lodged with the Company as follows:
- (i) in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - in the notice convening the meeting; or
 - in any instrument of proxy sent out by the Company in relation to the meeting; or
 - in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting;

It must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or, in the case of an electronic communication, received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (iv) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the Secretary or to any Director.
- (e) An appointment of proxy which is not deposited, delivered or received in a manner described above shall be invalid.
- (f) A vote given or poll demanded by proxy or by the duly authorised representative of a member of the Company which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Company at:
- (i) the Office; or
 - (ii) at such other place at which the instrument of proxy was duly deposited; or
 - (iii) where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received;

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

28. (a) Subject to provisions of Article 26, if a poll be demanded in the 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.
- (b) No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
29. 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 the poll has been demanded.

VOTES OF MEMBERS

30. Subject as hereinafter provided, every member of the Company shall have one vote.
31. There shall only be one valid vote per member's CPRE Membership Number.
32. Votes may be given on a poll either personally, by proxy or, if standing orders, rules or bye-laws have been made pursuant to Article 68 to so provide, by postal voting.

THE BOARD OF DIRECTORS

33. The Board of Directors shall consist of at least three persons but shall be limited to a maximum of fifteen persons (excluding the Lord Lieutenant of Wiltshire for the time being) and shall consist of the directors appointed as provided below, who shall all (save for the Lord Lieutenant of Wiltshire for the time being) be members of the Company elected or appointed from time to time as provided subsequently in the Articles, and the Chairman, Vice-Chairman and Honorary Treasurer who shall be selected by the Board in accordance with the provisions of article 56 .

For the avoidance of doubt, Honorary Officers on the Board of Directors ex-officio enjoy full membership of the Board of Directors, being entitled to attend its meetings, speak and vote.

POWERS OF THE BOARD OF DIRECTORS

34. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised or done by the Company, subject nevertheless to:
 - (a) the provisions of the Articles;
 - (b) such standing orders, rules or bye-laws as may be prescribed by the Company or the Board of Directors pursuant to Article 68 provided that no such standing order, rule or bye-law shall invalidate any prior act of the Board of Directors which would have been valid if such standing order, rule or bye-law had not been made; and
 - (c) the requirement that the Board of Directors does not do or permit any act or omission which would prejudice the charitable status of the Company in law.
35. The Board of Directors for the time being may act notwithstanding any vacancy in their number but, if the number of members of the Board of Directors is less than the number fixed as the quorum by article 49, the continuing members or member of the Board of Directors may act only for the purpose of filling vacancies or of calling a general meeting.

36. The Board of Directors may appoint one of its members to represent the Company, if the Chairman is unable to do so, at general meetings of CPRE and relevant Committees thereof, including the Committees of the Regional Groups referred to in Article 15.
37. The Board of Directors may:
- (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Company to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
38. Each member of the Board of Directors may be repaid out of the funds of the Company such reasonable out-of-pocket expenses as the Board of Directors shall from time to time determine in respect of attendance at meetings of the Board of Directors or on behalf of the affairs of the Company but save as otherwise provided in the Articles no member of the Company nor any member of the Board of Directors shall receive any remuneration from the Company.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD OF DIRECTORS

39. ARTICLE REMOVED
40. Honorary Officers shall be elected or re-elected pursuant only to Article 56.
41. If the Company at the meeting at which a member of the Board of Directors retires, does not fill the vacancy the retiring member of the Board of Directors shall, if eligible and willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the member of the Board of Directors is put to the meeting and lost.
42. No person other than a member of the Board of Directors retiring at the meeting shall be elected or re-elected a member of the Board of Directors at any general meeting unless not less than twenty eight clear days before the date appointed for the meeting, notice executed by a member of the Company has been given to the Office of the intention to propose that person for election stating the particulars which would, if he were so elected, be required to be included in the Company's register of Directors together with a notice executed by that person of his willingness to be appointed.
43. No person may be elected or appointed or co-opted as a member of the Board of Directors:
44. (a) unless he has attained the age of 18 years; or
- (b) in circumstances such that, had he already been a member of the Board of Directors, he would have been disqualified from acting under the provision of Article 48: or
- (c) unless he is at the time of his election, appointment or co-option a member of the Company.
45. 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 (other than a member of the Board of Directors retiring at the meeting) in respect of whom notice has been duly given to the Office of the intention to propose him at the meeting

for election as a member of the Board of Directors. 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.

46. The Company may by ordinary resolution elect a person who is willing to act to be a member of the Board of Directors. Any person so appointed shall hold office for a period of three calendar years from the date of their appointment. Service for part of a year (to fill a casual vacancy or by co-option) shall not be counted as part of a three year term for these purposes. A Director who at the end of a three year term who remains qualified, may be reappointed for a maximum of two further three year terms of office.
47. ARTICLE REMOVED
48. The Board of Directors may co-opt up to three additional members of the Board of Directors to hold office only until the next following annual general meeting Provided that the number of such co-opted members shall not exceed one third of the total membership of the Board of Directors immediately following the co-option.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

48. The office of member of the Board of Directors shall be vacated:
- (a) if by notice in writing to the Company he resigns from the Board of Directors (but only if at least two members of the Board of Directors remain in office when the notice of resignation is to take effect); or
 - (b) if he is removed by notice in writing to the Company signed by a majority of the members of the Company entitled to attend at a general meeting; or
 - (c) 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
 - (i) if he is disqualified from acting as a Director by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - (d) if he is removed from office by a resolution duly passed pursuant to the Act; or
 - (e) if he ceases for any reason to be a member of the Company; or
 - (f) if he is absent from three consecutive meetings of the Board of Directors without the consent of a majority of the other members of the Board of Directors; or
 - (g) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
 - (h) 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.

PROCEEDINGS OF THE BOARD OF DIRECTORS

49. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that not less than four such meetings are held during every year. Unless otherwise so determined a quorum of the Board of directors shall be 50% of the Directors for the time being plus one. For the purposes of these Articles, a person shall be treated as present

at a Directors' Meeting if he is present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants. 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.

50. The Chairman or two members of the Board of Directors may request the Secretary to, or if no Secretary is appointed may themselves, at any time summon a meeting of the Board of Directors by notice served upon all its members.
51. A meeting of the Board of Directors 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 of Directors generally.
52.
 - (a) The Board of Directors may delegate any of their powers or functions to a committee of at least two persons, at least one of whom must be a Director but the terms of any delegation must be recorded in the minute book.
 - (b) The Board of Directors may impose conditions when delegating, including the conditions that:
 - (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (ii) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors.
 - (c) The Board of Directors may revoke or alter a delegation.
 - (d) All acts and proceedings of any committees must be fully and promptly reported to the Board of Directors.
53. All acts bona fide done by any meeting of the Board of Directors or any committee of the Board of Directors, or by any person 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 member of the Board of Directors or of the committee as the case may be.
54. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of Directors and of the Regional Groups, 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.
55. A resolution in writing signed by all the members of the Board of Directors or by all the members for the time being of any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such committee duly convened and constituted. Any such written instruments may be in several parts each signed by one or more members of the Board of Directors or members of the committee as the case may be.

HONORARY OFFICERS

56. (a) Assuming that he or she is willing so to act, the President of the Company shall be the Lord Lieutenant of Wiltshire for the time being.
- (b) Following each annual general meeting of the Company the Board of Directors shall elect a Chairman, a Vice-Chairman, and an Honorary Treasurer from among their number, and may elect a President and one or more Vice-Presidents. In the event that the Lord Lieutenant for the time being of Wiltshire is unable or unwilling to act as President of the Company, the Board of Directors may also appoint some other person to be the President of the Company. Neither the President nor any Vice-President or Presidents need to be Directors or Members of the Company. The President and any Vice-President or Vice-Presidents shall be entitled to attend general meetings of the Company and Board Meetings, but shall not (in either case) be entitled to vote at any such meeting.
- (c) The Board of Directors shall have the power to fill casual vacancies of Honorary Officers until the next annual general meeting of the Company.
- (d) The Chairman, vice-Chairman and Honorary Treasurer shall be ex-officio members of the Board of Directors and shall be entitled to attend the meetings of any committee constituted by the Board of Directors together with the meetings of any of the District Groups although they shall not be entitled to vote at any such meeting.

SECRETARY

57. A Secretary may be appointed by the board of Directors for such time, at such remuneration and upon such conditions as the Board of Directors may think fit, and any Secretary so appointed may be removed by the Board of Directors in accordance with his contract of employment. The deputy Secretary, and any person so appointed, may act in place of the Secretary if there be no Secretary capable of acting.

ACCOUNTS

58. The Honorary Treasurer shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions.
59. The books of account shall be kept at the Office or, subject to the Act, at such other place or places as the Board of Directors shall think fit and shall always be open to the inspection of the Board of Directors or any member thereof.
60. At the annual general meeting in every year the Board of Directors shall lay before the Company the accounts of the Company for the previous financial year accompanied by reports of the Chairman and of the Board of Directors and (where appointed) the Auditors/Independent Examiners. Copies of such accounts and reports shall not less than twenty one clear days before the date of the meeting be sent to the Auditors/Independent Examiners and to all other persons entitled to receive notices of general meetings.

AUDIT/EXAMINATION

61. Once at least in every year the accounts of the Company shall be examined and reported upon by the Auditors/Independent Examiners. The Auditors'/Independent Examiner's remuneration shall be determined by the Board of Directors.

62. The Auditors/Independent Examiners shall be one or more properly qualified person(s) not being members of the Board of Directors and their duties shall be regulated in accordance with the Act.

NOTICES

63. A notice may be served by the Company upon any member of the Company, either personally or by sending it through the post in a prepaid letter, addressed to such member at his Address as appearing in the register of members.
64. Those members of the Company who are described in the register of 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 member to the Office for the purpose.
65. Any notice, if served by post, shall be deemed to have been served 48 hours 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 prepaid letter.

LIABILITY

66. In the management of the affairs of the Company no member of the Board of Directors 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/her or by any other member of the Board of Directors 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 member of the Board of Directors or by reason of any other matter or thin other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Board of Directors who is sought to be made liable.
67. The Company may indemnify any Director, Auditor/Independent Examiner or other officer of the charity against any liability incurred by him in that capacity to the extent permitted by the Act.

STANDING ORDERS, RULES AND BYE-LAWS

68. (a) 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 management of the Company.
- (b) The Board of Directors 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 the power to alter, add or to repeal any such rules or bye-laws and the Board of Directors shall adopt such means as it thinks sufficient to bring to the notice of members of the Company all such rules or bye-laws, which shall be binding on all members of the Company.

CONFLICTS OF INTEREST

69. (a) A Director or member of a committee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director or member of a committee must absent himself from any discussions of the Directors or members of a committee in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to

any personal financial interest) unless expressly invited to remain in order to provide information.

- (b) For the purpose of this Article, an interest which a Director or member of a committee has in a matter to be discussed at a meeting of the Directors or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Company by its Articles or, in the case of a wholly-owned subsidiary company whose parent company is so constituted or contains such a prohibition, shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the Director or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

DISSOLUTION

- 70. 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 members of the Company, but shall be given or transferred to CPRE or its successors, failing which 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 clause 5 above and having objects identical with or similar to the Objects, as the 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.
