THE PEAK DISTRICT AND SOUTH YORKSHIRE BRANCH

OF THE

CAMPAIGN TO PROTECT RURAL ENGLAND

CIO CONSTITUTION

Constitution of a Charitable Incorporated Organisation with Voting Members other than its Charity Trustees
(Association Model Constitution)

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Date of constitution (last amended):

1. **NAME**

The name of the Charitable Incorporated Organisation is The Peak District and South Yorkshire branch of the Campaign to Protect Rural England (hereinafter the "**Branch**").

2. **NATIONAL LOCATION OF PRINCIPAL OFFICE**

The CIO must have a principal office in England and Wales. The principal office of the CIO is in England.

3. **OBJECT**

The object of the Branch is 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 branch boundaries and its towns and villages and the better development of the rural environment.

4. **POWERS**

The Branch has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the Branch has power to:

4.1 support the Campaign to Protect Rural England ("CPRE");

4.2 stimulate and educate public opinion;

4.3 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;

4.4 to organise concerted action and promote co-operation between local societies and other persons;

4.5 to make representations at public inquiries or in such other ways as shall, from time to time appear necessary;

4.6 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;

4.7 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

4.8 sell, lease or otherwise dispose of all or any part of the property belonging to the Branch. In exercising this power, the Branch must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

4.9 employ and remunerate such staff as are necessary for carrying out the work of the Branch. The Branch may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;

4.10 subject to compliance with the Branch's Investment Policy, deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Branch 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.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Branch must be applied solely towards the promotion of the object.

5.1.1 A charity trustee is entitled to be reimbursed from the property of the Branch or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Branch.

5.1.2 A charity trustee may benefit from trustee indemnity insurance cover purchased at the Branch's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2 None of the income or property of the Branch may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Branch or connected person. This does not prevent a member or connected person who is not also a charity trustee receiving:

5.2.1 a benefit from the Branch as a beneficiary of the Branch;

5.2.2 reasonable and proper remuneration for any goods or services supplied to the Branch.

5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

6.1 General provisions

No charity trustee or connected person may:

6.1.1 buy or receive any goods or services from the Branch on terms preferential to those applicable to members of the public;

6.1.2 sell goods, services, or any interest in land to the Branch;

6.1.3 be employed by, or receive any remuneration from, the Branch;

6.1.4 receive any other financial benefit from the Branch;

unless the payment or benefit is permitted by sub-clause 6.2 of this clause or authorised by the court or the prior written consent of the Charity Commission (the '**Commission**') has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

6.2.1 A charity trustee or connected person may receive a benefit from the Branch as a beneficiary of the Branch provided that a majority of the trustees do not benefit in this way.

6.2.2 A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the Branch where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

6.2.3 A charity trustee or connected person may receive interest on money lent to the Branch at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.2.4 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Branch. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.2.5 A charity trustee or connected person may take part in the normal trading and fundraising activities of the Branch on the same terms as members of the public.

6.3 In clauses 5 and 6:

6.3.1 "the Branch" includes any company in which the Branch:

6.3.1.1 holds more than 50% of the shares; or

6.3.1.2 controls more than 50% of the voting rights attached to the shares; or

6.3.1.3 has the right to appoint one or more directors to the board of the company;

6.3.2 "connected person" includes any person within the definition set out in clause 32 (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

7.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Branch or in any transaction or arrangement entered into by the Branch which has not previously been declared; and

7.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Branch and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE BRANCH IF IT IS WOUND UP

8.1 If the Branch is wound up, each member of the Branch is liable to contribute to the assets of the Branch such amount (but not more than £1) as may be required for payment of the debts and liabilities of the Branch contracted before that person or organisation ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.

8.2 In sub-clause 8 of this clause "member" includes any person or organisation who was a member of the Branch within 12 months before the commencement of the winding up.

8.3 But subject to that, the members of the Branch have no liability to contribute to its assets if it is wound up and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. MEMBERSHIP OF THE BRANCH

9.1 Admission of new members

9.1.1 Eligibility

9.1.1.1 The charity trustees shall admit to membership of the Branch:

(a) such members of CPRE as are resident in the boundaries of the Branch, except any such member of CPRE who has elected by notice in writing to the registered office of CPRE to be assigned to another branch of CPRE; and

(b) such members of CPRE who reside outside the boundaries of the Branch, but who have been assigned by CPRE to the Branch.

9.1.1.2 A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

9.1.1.3 No person shall be admitted as a member of the Branch unless they are a member of CPRE.

9.1.1.4 Any person or organisation who applies for membership of CPRE and falls within 9.1.1.1 or 9.1.1.2 above, has, by applying for membership of CPRE indicated his or her or its agreement to become a member of the Branch and acceptance of the duty of members set out in clause 9.3.

9.2 **Transfer of membership**

Membership of the Branch cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the Branch has received written notification of the transfer.

9.3 **Duty of members**

It is the duty of each member of the Branch to exercise his or her powers as a member of the Branch in the way he or she decides in good faith would be most likely to further the purposes of the Branch.

9.4 **Termination of membership**

9.4.1 Membership of the Branch comes to an end if:

9.4.1.1 the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

9.4.1.2 the member sends a notice of resignation to the Branch or CPRE; or

9.4.1.3 the members ceases to be a member of CPRE; or

9.4.1.4 the charity trustees decide that it is in the best interests of the Branch that the member in question should be removed from membership, and pass a resolution to that effect.

9.4.2 Before the charity trustees take any decision to remove someone from membership of the Branch they must:

9.4.2.1 inform the member of the reasons why it is proposed to remove him, her or it from membership;

9.4.2.2 give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

9.4.2.3 at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

9.4.2.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and

9.4.2.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

9.5 **Membership fees**

9.5.1 CPRE shall determine from time to time the rates of subscription payable by each member of the Branch and the amount thereof payable by each member (1) to CPRE and (2) to the Branch.

9.5.2 The branch will pay Campaign for National Parks (CNP) an annual fee for every individual member of CPRE.

9.6 **Regional Groups**

The Branch will co-operate in the operation and activity of Regional Groups.

10. **MEMBERS' DECISIONS**

10.1 **General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause 10.4 of this clause, decisions of the members of the Branch may be taken either by vote at a general meeting as provided in sub-clause 10.2 of this clause or by written resolution as provided in sub-clause 10.3 of this clause.

10.2 **Taking ordinary decisions by vote**

Subject to sub-clause 10.4 of this clause, any decision of the members of the Branch may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

10.3 **Taking ordinary decisions by written resolution without a general meeting**

10.3.1 Subject to sub-clause 10.4 of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

10.3.1.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and

10.3.1.2 a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the Branch has specified.

10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3 Eligibility to vote on the resolution is limited to members who are members of the Branch on the date when the proposal is first circulated in accordance with clause 10.3.1.1 above.

10.3.4 Not less than 10% of the members of the Branch may request the charity trustees to make a proposal for decision by the members.

10.3.5 The charity trustees must within 21 days of receiving such a request comply with it if:

10.3.5.1 The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

10.3.5.2 The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

10.3.5.3 Effect can lawfully be given to the proposal if it is so agreed.

10.3.6 Sub-clauses 10.3.1 to 10.3.3 of this clause apply to a proposal made at the request of members.

10.4 **Decisions that must be taken in a particular way**

10.4.1 Any decision to remove a trustee must be taken in accordance with clause 17.2.

10.4.2 Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).

10.4.3 Any decision to wind up or dissolve the Branch must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Branch to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

11. **GENERAL MEETINGS OF MEMBERS**

11.1 **Types of general meeting**

11.1.1 There must be an annual general meeting (AGM) of the members of the Branch. The first AGM must be held within 18 months of the registration of the Branch, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

11.1.2 Other general meetings of the members of the Branch may be held at any time.

11.1.3 All general meetings must be held in accordance with the following provisions.

11.2 **Calling general meetings**

11.2.1 The charity trustees:

11.2.1.1 must call the annual general meeting of the members of the Branch in accordance with sub-clause 11.1 of this clause, and identify it as such in the notice of the meeting; and

11.2.1.2 may call any other general meeting of the members at any time.

11.2.2 The charity trustees must, within 21 days, call a general meeting of the members of the Branch if:

11.2.2.1 they receive a request to do so from at least 10% of the members of the Branch; and

11.2.2.2 the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.

11.2.3 If, at the time of any such request, there has not been any general meeting of the members of the Branch for more than 12 months, then sub-clause 11.2.1 of this clause shall have effect as if 5% were substituted for 10%.

11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

11.2.5 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

11.2.6 Any general meeting called by the charity trustees at the request of the members of the Branch must be held within 28 days from the date on which it is called.

11.2.7 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

11.2.8 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

11.2.9 The Branch must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Branch shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

11.3 **Notice of general meetings**

11.3.1 The charity trustees, or, as the case may be, the relevant members of the Branch, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the Branch who is not a member.

11.3.2 If it is agreed by not less than 90% of all members of the Branch, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 11.3.1 of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

11.3.3 The notice of any general meeting must:

11.3.3.1 state the time and date of the meeting:

11.3.3.2 give the address at which the meeting is to take place;

11.3.3.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

11.3.3.4 if a proposal to alter the constitution of the Branch is to be considered at the meeting, include the text of the proposed alteration;

11.3.3.5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 23 (Use of electronic communication), details of where the information may be found on the Branch's website.

11.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

11.3.5 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Branch.

11.4 **Chairing of general meetings**

The person nominated as chair by the charity trustees under clause 20.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Branch who are present at a general meeting shall elect a chair to preside at the meeting.

11.5 **Quorum at general meetings**

11.5.1 No business may be transacted at any general meeting of the members of the Branch unless a quorum is present when the meeting starts.

11.5.2 Subject to the following provisions, the quorum for general meetings shall be ten members. An organisation represented by a person present at the meeting in accordance with sub-clause 11.7 of this clause, is counted as being present in person.

11.5.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

11.5.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Branch's members at least seven clear days before the date on which it will resume.

11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

11.5.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.6 **Voting at general meetings**

11.6.1 Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

11.6.2 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

11.6.3 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

11.6.4 A poll may be taken:

11.6.4.1 at the meeting at which it was demanded; or

11.6.4.2 at some other time and place specified by the chair; or

11.6.4.3 through the use of postal or electronic communications.

11.6.5 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

11.6.6 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

11.7 **Representation of organisations and corporate members**

11.7.1 An organisation or a corporate body that is a member of the Branch may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Branch.

11.7.2 The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Branch.

11.8 **Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. **CHARITY TRUSTEES**

12.1 **Functions and duties of charity trustees**

The charity trustees shall manage the affairs of the Branch and may for that purpose exercise all the powers of the Branch. It is the duty of each charity trustee:

12.1.1 to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the Branch in the way he or she decides in good faith would be most likely to further the purposes of the Branch; and

12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

12.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and,

12.1.2.2 if he or she acts as a charity trustee of the Branch in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

12.2 **Eligibility for trusteeship**

12.2.1 Every charity trustee must be a natural person.

12.2.2 No individual may be appointed as a charity trustee of the Branch:

- if he or she is under the age of 18 years;
- if he or she would automatically cease to hold office under the provisions of clause;
- unless he or she is at the time of election, appointment or co-option, a member of the Branch.

12.2.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

12.3 **Number of charity trustees**

12.3.1 There must be at least three charity trustees (such figure to include the Honorary Officers). If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or to appoint a new charity trustee.

12.3.2 The maximum number of charity trustees is 10. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

12.4 **First charity trustees**

12.4.1 The first charity trustees of the Branch are:

- Henry William Brook.
- Katharine Netherton.
- Richard Stewart Mills.
- Eugene Richard Walker.
- David Bryan Holmes.
- Leslie John Sturch (Vice-Chair).

12.4.2 Thereafter the board of charity trustees shall consist of members of the Branch elected or appointed from time to time as provided subsequently in the constitution, and the following Honorary Officers (appointed in accordance with clause 15, who must also be members of the Branch):

- the Chair;
- up to two Vice-Chairs;
- Secretary; and
- the Honorary Treasurer.

13. **APPOINTMENT OF CHARITY TRUSTEES**

13.1 All charity trustees (apart from the first charity trustees listed above) shall be appointed for a term of three years, subject to serving a maximum of three consecutive three-year terms (nine years continuous service).

13.2 At each AGM all charity trustees who have completed a three-year term shall retire from office. All those retiring shall, if willing to act, be eligible for re-election for a further three years, except that (subject to clause 15.3) a charity trustee who has served on the board of charity trustees continuously for nine years, may not serve again until the conclusion of the next following AGM.

Service for part of a year (to fill a casual vacancy or by co-option) shall be deemed to be service for a full year for these purposes.

13.3 Honorary Officers shall be elected or re-elected pursuant only to clause 15.

13.4 If the Branch, at the meeting at which a charity trustee retires, does not fill the vacancy, the retiring charity trustee 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 charity trustee is put to the meeting and lost.

13.5 No person other than a charity trustee retiring at the meeting shall be elected or re-elected a charity trustee at any AGM unless not less than fourteen clear days before the date appointed for the meeting, notice executed by a member has been given to the Branch of the intention to propose that person for election stating the particulars which would, if she/he were so elected, be required to be registered with the Charity Commission, together with a notice executed by that person of her/his willingness to be appointed provided that not more than nine persons may be elected at any AGM under clause 13.5.

13.6 Not less than fourteen clear days before the date appointed for holding a AGM notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a charity trustee retiring at the meeting) in respect of whom notice has been duly given to the Branch of the intention to propose him/her at the meeting for election as a charity trustee. The notice shall give the particulars of that person which would, if she/he were so appointed or reappointed, be required to be registered at the Charity Commission.

FILLING A VACANCY AND CO-OPTION

14. The charity trustees may appoint a person who is willing to act as charity trustee to fill a vacancy provided that persons otherwise nominated do not exceed nine on the board of charity trustees at any time.

14.1 The board of charity trustees may co-opt up to three additional charity trustees to hold office only until the next following AGM provided that the number of such co-opted members shall not exceed one third of the total membership of the board of charity trustees immediately following the co-option.

15. **HONORARY OFFICERS**

15.1 Only members of the Branch shall be eligible to serve as Honorary Officers.

15.2 Honorary Officers shall be elected for a three-year term by the AGM of the Branch and shall hold office until the conclusion of the AGM of the Branch at which their term of office expires. The President, the Vice-Presidents, the Chair, Vice-Chairs, Secretary to the Trustees and the Honorary Treasurer shall be eligible for re-election provided that subject to clause 15.3 the years of consecutive service for which any Honorary Officer other than a Vice-President shall have served (and whether or not such years have been actually served in full) shall not exceed nine.

15.3 At any AGM of the Branch where the Chair, Vice-Chairs, Secretary to the Trustees, the Honorary Treasurer, the President and/or any Vice President retires, the Branch shall elect replacements of such Honorary Officers as are retiring, provided that the total number of Honorary Officers, other than the President and Vice-President or Vice-Presidents, shall not exceed six in number.

15.4 The board of charity trustees shall have the power to fill casual vacancies of Honorary Officers, other than that of President, until the next AGM of the Branch. Service to fill a casual vacancy

shall be deemed to be service for a full year for the purpose of calculating consecutive years of service.

15.5 The Chair, Vice-Chairs, Secretary to the Trustees and Honorary Treasurer shall be ex-officio members of the board of charity trustees and every other committee of the Branch.

15.6 Nominations to the AGM of the Branch for election as Honorary Officers shall be made by the board of charity trustees and notice shall be given in accordance with clause 13.5.

16. INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

16.1.1 a copy of this constitution and any amendments made to it; and

16.1.2 a copy of the Branch's latest Trustees' Annual Report and statement of accounts.

17. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

17.1 A charity trustee ceases to hold office if he or she:

17.1.1 retires by notifying the Branch in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

17.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

17.1.3 dies;

17.1.4 in the written opinion, given to the Branch, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

17.1.5 is removed by the members of the Branch in accordance with sub clause 17.2 of this clause; or

17.1.6 is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

17.2 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two thirds majority of votes cast at the meeting.

17.3 A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Branch.

18. TAKING OF DECISIONS BY CHARITY TRUSTEES

18.1 Any decision may be taken either:

18.1.1 at a meeting of the charity trustees; or

18.1.2 by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity

trustees has signified their agreement. Such a resolution shall be effective provided that:

18.1.2.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

18.1.2.2 the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Branch at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

19. DELEGATION BY CHARITY TRUSTEES

19.1 The charity trustees may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.

19.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

19.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

19.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

19.2.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

20.1 Calling meetings

20.1.1 Any charity trustee may call a meeting of the charity trustees.

20.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

20.2 Chairing of meetings

The Chair appointed under clause 15.2 shall chair the charity trustees' meetings. If the person so appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

20.3 Procedure at meetings

20.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

20.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

20.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

20.4 **Participation in meetings by electronic means**

20.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

20.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

20.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

21. **SAVING PROVISIONS**

21.1 Subject to sub-clause 21.2 of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

21.2 Sub-clause 21.1 of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause 21.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

22. **EXECUTION OF DOCUMENTS**

22.1 The Branch shall execute documents either by signature or by affixing its seal (if it has one).

22.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

22.3 If the Branch has a seal:

22.3.1 it must comply with the provisions of the General Regulations; and

22.3.2 the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

23. **USE OF ELECTRONIC COMMUNICATIONS**

23.1 **General**

The Branch will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

23.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

23.1.2 any requirements to provide information to the Commission in a particular form or manner.

23.2 **To the Branch**

Any member or charity trustee of the Branch may communicate electronically with the Branch to an address specified by the Branch for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Branch.

23.3 **By the Branch**

Any member or charity trustee of the Branch, by providing the Branch with his or her email address or similar, is taken to have agreed to receive communications from the Branch electronic form at that address, unless the member has indicated to the Branch his or her unwillingness to receive such communications in that form.

23.4 The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

23.4.1 provide the members with the notice referred to in clause 11.3 (Notice of general meetings);

23.4.2 give charity trustees notice of their meetings in accordance with clause 20.1 (Calling meetings); and

23.4.3 submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the Branch's powers under clause 10 (Members' decisions), or 10.3 (Decisions taken by resolution in writing).

23.5 The charity trustees must:

23.5.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

23.5.2 send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

24. KEEPING OF REGISTERS

The Branch must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

25. MINUTES

The charity trustees must keep minutes of all:

25.1 appointments of officers made by the charity trustees;

25.2 proceedings at general meetings of the Branch;

25.3 meetings of the charity trustees and committees of charity trustees including:

25.3.1 the names of the trustees present at the meeting;

25.3.2 the decisions made at the meetings; and

25.3.3 where appropriate the reasons for the decisions;

25.4 decisions made by the charity trustees otherwise than in meetings.

26. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

26.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Branch, within 10 months of the financial year end.

26.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Branch entered on the Central Register of Charities.

27. RULES

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Branch, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Branch on request.

28. DISPUTES

If a dispute arises between members of the Branch about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

29. AMENDMENT OF CONSTITUTION

As provided by sections 224-227 of the Charities Act 2011:

29.1 This constitution can only be amended:

29.1.1 by resolution agreed in writing by all members of the Branch; or

29.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Branch.

29.2 Any alteration of the Branch's objects, of any provision of the Branch's constitution directing the application of property on its dissolution or any provision of the Branch's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or

members of the Branch or persons connected with them, requires the prior written consent of the Charity Commission.

29.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

29.4 A copy of any resolution altering the constitution, together with a copy of the Branch's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

30. **VOLUNTARY WINDING UP OR DISSOLUTION**

30.1 As provided by the Dissolution Regulations, the Branch may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Branch can only be made:

30.1.1 at a general meeting of the members of the Branch called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

30.1.1.1 by a resolution passed by a 75% majority of those voting, or

30.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

30.1.2 by a resolution agreed in writing by all members of the Branch.

31. If upon the winding up or dissolution of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Branch, but shall be given or transferred to CPRE, 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 Branch by clause 5 above and having objects identical with or similar to the objects, as the Members of the Branch shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

31.1 The Branch must observe the requirements of the Dissolution Regulations in applying to the Commission for the Branch to be removed from the Register of Charities, and in particular:

31.1.1 the charity trustees must send with their application to the Commission:

31.1.1.1 a copy of the resolution passed by the members of the Branch;

31.1.1.2 a declaration by the charity trustees that any debts and other liabilities of the Branch have been settled or otherwise provided for in full; and

31.1.1.3 a statement by the charity trustees setting out the way in which any property of the Branch has been or is to be applied prior to its dissolution in accordance with this constitution;

31.1.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Branch, and to any charity trustee of the Branch who was not privy to the application.

31.2 If the Branch is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

32. **INTERPRETATION**

In this constitution:

The '**Branch boundaries**' or '**boundaries of the Branch**' shall be conterminous with the boundaries of the Sheffield, Rotherham, Barnsley and Doncaster Metropolitan Districts, the Peak District National Park and the parishes of Barlow, Holmesfield, Dronfield, Eckington, Unstone and Killamarsh in the North East Derbyshire District Council and the High Peak Borough Council area.

charity trustee means a charity trustee of the Branch

The **Communications Provisions** means the Communications Provisions in Part 9, Chapter 4 of the General Regulations

connected person means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;

(b) the spouse or civil partner of the charity trustee, member or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled:

  (i) by the charity trustee, member or any connected person falling within sub-clause (a), (b), or (c) above; or

  (ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which:

  (i) the charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

  (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

CPRE means 'The Campaign to Protect Rural England'.

Dissolution Regulations means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

General Regulations means the Charitable Incorporated Organisations (General) Regulations 2012.

A **poll** means a counted vote or ballot, usually (but not necessarily) in writing.

Regional Groups means branches of CPRE and County Associations (as recognised by CPRE) grouped by CPRE to consider matters of regional interest and for other purposes decided by CPRE from time to time.