

CHARITABLE INCORPORATED ORGANISATION  
CONSTITUTION  
of  
THE SHROPSHIRE BRANCH OF THE CAMPAIGN TO PROTECT RURAL  
ENGLAND

Registered charity number: 1184133

Date of Constitution (last amended): June 2019

**1. NAME OF CHARITY**

The name of the Charitable Incorporated Organisation (the "Branch") is "The Shropshire Branch of the Campaign to Protect Rural England".

**2. NATIONAL LOCATION OF PRINCIPAL OFFICE**

The principal office of the Branch is in England.

**3. OBJECTS**

The objects of the Branch are to promote and encourage for the benefit of the public the improvement and protection of the English countryside and in particular that of Shropshire and its towns and villages and the better development of the rural environment.

**4. POWERS**

4.1. The Branch has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- 4.1.1. support CPRE;
- 4.1.2. stimulate and educate public opinion;
- 4.1.3. 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;
- 4.1.4. commission, create, produce, print, publish or distribute written, artistic, film, video, audio or computer material of any kind and organise promote or contribute to

courses lectures exhibitions conferences and other events or programmes; and to promote or undertake study or research and disseminate the results of such research;

- 4.1.5. borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Branch must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 4.1.6. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.7. 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;
- 4.1.8. 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 those clauses; and
- 4.1.9. 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 charity 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 Objects.

- 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 when acting on behalf of the Branch.

- 5.1.2. A charity trustee may benefit from charity 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. This does not prevent a member 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
  - 6.1.1. No charity trustee or connected person may:
    - 6.1.1.1. buy or receive any goods or services from the Branch on terms preferential to those applicable to members of the public;
    - 6.1.1.2. sell goods, services, or any interest in land to the Branch;
    - 6.1.1.3. be employed by, or receive any remuneration from, the Branch;
    - 6.1.1.4. receive any other financial benefit from the Branch;
    - 6.1.1.5. unless the payment or benefit is permitted by clause 6.2, or authorised by the court or the Charity Commission. 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 charity 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 charity 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, or of goods that are supplied in connection with the provision of services, to the Branch where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

6.2.3. Subject to clause 6.3, a charity trustee or connected person may provide the Branch with goods that are not supplied in connection with services provided to the Branch by the charity trustee or connected person.

6.2.4. 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).

6.2.5. A charity trustee or connected person may receive rent for premises let by the charity 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.

6.2.6. 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. Payment for supply of goods only – controls:

6.3.1. The Branch and its charity trustees may only rely upon the authority provided by clause 6.2.3 above if each of the following conditions is satisfied:

6.3.1.1. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Branch and the charity

trustee or connected person supplying the goods ("the supplier").

- 6.3.1.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - 6.3.1.3. The other charity trustees are satisfied that it is in the best interests of the Branch to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
  - 6.3.1.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the Branch.
  - 6.3.1.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - 6.3.1.6. The reason for their decision is recorded by the charity trustees in the minute book.
  - 6.3.1.7. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- 6.3.2. In clauses 6.2 and 6.3:
- 6.3.2.1. "the Branch" includes any company in which the Branch:
    - 6.3.2.1.1 holds more than 50% of the shares; or
    - 6.3.2.1.2 controls more than 50% of the voting rights attached to the shares; or

- 6.3.2.1.3 has the right to appoint one or more directors to the board of the company;
- 6.3.2.2. "connected person" includes any person within the definition set out in clause 31 (Interpretation);

## **7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

- 7.1. A charity trustee must:
  - 7.1.1. declare the nature and extent of any interest, direct or indirect, which he 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
  - 7.1.2. absent himself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the Branch and any personal interest (including but not limited to any financial interest).
- 7.2. Any charity trustee absenting himself from any discussions in accordance with this clause 7.2 must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. NO LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE BRANCH IF IT IS WOUND UP**

If the Branch is wound up, the members of the Branch have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **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:

9.1.1.1.1 such members of CPRE as are resident in Shropshire except any such member of CPRE who has elected by notice in writing to the registered office of CPRE to be assigned to another branch of CPRE; and

9.1.1.1.2 such members of CPRE who reside outside Shropshire 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 organisation which is not incorporated.

9.1.1.3. No person shall be admitted as a member of the Branch unless he is a member of CPRE.

9.1.1.4. Any person or organisation who applies for membership of CPRE and falls within 9.1.1.1.1 or 9.1.1.1.2 above, has, by applying for membership of CPRE indicated his 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

9.2.1. Membership of the Branch cannot be transferred to anyone else.

## 9.3. Duty of members

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

9.3.2. Termination of membership

9.3.3. A person shall forthwith cease to be a member of the Branch (provided always that at least one member remains thereafter):

9.3.3.1. if he is removed by resolution of, or by notice in writing to the Office, signed by a majority of the charity trustees of CPRE; or

9.3.3.2. if by notice in writing to the Office or CPRE he resigns his membership; or

9.3.3.3. if he ceases for any other reason to be a member of CPRE; or

9.3.3.4. if pursuant to clause 9.1.1.1.1 he has elected to be assigned to another branch of CPRE;

Provided that if a member is removed under clause 9.3.3.1 he (or being a corporation or unincorporated organisation its duly authorised representative) shall have the right to require the charity trustees to procure that he shall have the right to make representations in person to a meeting of the charity trustees of CPRE.

#### 9.4. Membership fees

9.4.1. 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. No other subscription shall be payable by any member to the Branch.

#### 9.5. District Groups

9.5.1. The charity trustees shall have power to approve the formation and continuance of district groups ("District Groups") pursuant to clause 18 for the promotion of the Objects in defined geographical areas.

9.5.2. The rules of a District Group and any alteration thereto shall be determined by the members of such District Group subject to approval by the Branch's charity trustees who may require amendment thereto from time to time after consultation with such District Group.

9.5.3. Each District Group shall nominate one of its members to stand for election or re-election to the board of charity trustees.



9.6. Regional Groups

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

**10. MEMBERS' DECISIONS**

10.1. General provisions

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

10.2. Taking ordinary decisions by vote

- 10.2.1. Subject to clause 10.4, 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 (whether in person or by proxy).

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

- 10.3.1. Subject to clause 10.4, 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 or corporate body 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 paragraph 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. The charity trustees must within 21 days of receiving such a request comply with it if:
  - 10.3.4.1. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - 10.3.4.2. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - 10.3.4.3. Effect can lawfully be given to the proposal if it is so agreed.
- 10.3.5. Clauses 10.3.1 to 10.3.3 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 charity trustee must be taken in accordance with clause 16.2.
  - 10.4.2. Any decision to amend this Constitution must be taken in accordance with clause 29 (Amendment of Constitution).
  - 10.4.3. Any decision to wind up or dissolve the Branch must be taken in accordance with clause 31 (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Branch to one or more other charitable incorporated organisations 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 charity trustees' annual report, and must elect charity trustees and Honorary Officers as required under clauses 13 and 21.

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. The business to be transacted at any general meeting shall include items brought forward by the board of charity trustees for the purpose and, provided notice in writing has been given to the Office for the purpose at least forty two days prior to the date of the meeting, any item brought forward by a District Group. This is in addition to the rights of members to propose resolutions under clause 11.3.2.

### 11.3. Calling general meetings

11.3.1. The charity trustees:

11.3.1.1. must call the AGM of the members of the Branch in accordance with clause 11.1, and identify it as such in the notice of the meeting; and

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

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

- 11.3.2.1. they receive a request to do so from at least 10% of the members of the Branch; and
- 11.3.2.2. 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.
- 11.3.3. 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 11.3.2.1 shall have effect as if 5% were substituted for 10%.
- 11.3.4. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 11.3.5. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.3.6. 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.
- 11.3.7. 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.
- 11.3.8. 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.
- 11.3.9. 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.

#### 11.4. Notice of general meetings

- 11.4.1. 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 the District Groups.

11.4.2. 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 clause 11.4.1 have not been met. This clause 11.4.2 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.

11.4.3. The notice of any general meeting must:

11.4.3.1. state the time and date of the meeting;

11.4.3.2. give the address at which the meeting is to take place;

11.4.3.3. 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

11.4.3.4. if a proposal to alter the Constitution of the Branch is to be considered at the meeting, include the text of the proposed alteration;

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

11.4.4. 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.

11.4.5. 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.

11.5. Chairing of general meetings

11.5.1. The Chair, appointed under clause 21.1.2 shall, if present at the general meeting and willing to act, preside as chair of the meeting. In his absence, one of the Vice Chairs shall preside as chair of the meeting, but if neither the Chair nor any of the Vice Chairs are present within fifteen minutes after the time appointed for holding a meeting, or is willing to preside, the Honorary Officers present shall choose one of their number to preside at that meeting.

11.6. Quorum at general meetings

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

11.6.2. Subject to the following provisions, the quorum for general meetings shall be 15 persons entitled to vote on the business to be transacted whether present in person or by proxy. An organisation or corporate member represented by a person present at the meeting in accordance with clause 11.9 is counted as being present in person.

11.6.3. 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.

11.6.4. 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 of the meeting must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair of the meeting or be notified to the Branch's members at least seven clear days before the date on which it will resume.

- 11.6.5. 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.
- 11.6.6. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity 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.
- 11.7. Voting at general meetings
  - 11.7.1. 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 votes). Every member has one vote.
  - 11.7.2. 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 by the chair of the meeting.
  - 11.7.3. 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.
  - 11.7.4. A poll may be taken:
    - 11.7.4.1. at the meeting at which it was demanded; or
    - 11.7.4.2. at some other time and place specified by the chair of the meeting; or
    - 11.7.4.3. through the use of postal or electronic communications.
  - 11.7.5. 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.

- 11.7.6. 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.
  - 11.7.7. No person other than a member duly registered who has paid all moneys then due to CPRE, or such member being a corporation or organisation, its duly authorised representative, shall be entitled to vote on any question at any general meeting.
- 11.8. Proxy voting
- 11.8.1. Any member of the Branch may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the Branch. Proxies must be appointed by a notice in writing (a "proxy notice") which:
    - 11.8.1.1. states the name and address of the member appointing the proxy;
    - 11.8.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
    - 11.8.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Branch may determine; and
    - 11.8.1.4. is delivered to the Branch in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.
  - 11.8.2. The Branch may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - 11.8.3. Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - 11.8.4. Unless a proxy notice indicates otherwise, it must be treated as:



- 11.8.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
    - 11.8.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
  - 11.8.5. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Branch by or on behalf of that member.
  - 11.8.6. An appointment under a proxy notice may be revoked by delivering to the Branch a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
  - 11.8.7. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - 11.8.8. If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.
- 11.9.
- 11.9.1. The Branch may, if the charity trustees so decide, in accordance with the provisions at Appendix 1, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a General Meeting of the members.
- 11.10. Representation of organisations and corporate members
- 11.10.1. 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.

11.10.2. 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.

#### 11.11. Adjournment of meetings

11.11.1. The chair of a general meeting 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

12.1.1. 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:

12.1.1.1. to exercise his powers and to perform his functions as a charity trustee of the Branch in the way he decides in good faith would be most likely to further the purposes of the Branch; and

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

12.1.1.2.1 any special knowledge or experience that he has or holds himself out as having; and

12.1.1.2.2 if he 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 charity trusteeship

12.2.1. Every charity trustee must be a natural person.

12.2.2. No one may be appointed as a charity trustee:

12.2.2.1. if he is under the age of 16 years; or

12.2.2.2. if he would automatically cease to hold office under the provisions of clauses 16.1.3, 16.1.7, or 16.1.9.

12.2.2.3. Unless he is at the time of his 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 has expressly acknowledged, in whatever way the charity trustees decide, his acceptance of the office of charity trustee.

12.2.4. At least one of the charity trustees of the Branch must be 18 years of age or over. If there is no charity trustee aged at least 18 years, the remaining charity trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

12.3. Members of the board of charity trustees

12.3.1. The members of the board of charity trustees for CPRE Shropshire shall be:

Sarah Bury - Chair

Robin Thompson - President

Selby Martin – Vice President

Cally Ware – Vice Chair

Connor Furnival – Vice Chair and District Chair, Telford and Wrekin

Linda Charie – Hon Treasurer  
Charles Green – District Chair, Oswestry  
Stella Voysey – District Chair, Bridgenorth  
Greg Sinclair – Telford and Wrekin  
Elizabeth Jones – Legal Advisor

12.3.2. 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 21 ex officio and who must also be members of the Branch):

12.3.2.1. the Chair;

12.3.2.2. up to two Vice Chairs; and

12.3.2.3. the Honorary Treasurer.

12.4. Number of charity trustees

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

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

### **13. APPOINTMENT AND RETIREMENT OF CHARITY TRUSTEES**

13.1. At each AGM all the charity trustees shall retire from office. All those retiring shall if willing to act be eligible for re-election, except that (subject to clause 21.2.1) a charity trustee who has served on the board of charity trustees (or on the board of trustees of the Previous Branch and subsequently on the board of charity trustees of the Branch) in any capacity continuously for six years, shall not be eligible to 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.

- 13.2. Honorary Officers shall be elected or re-elected pursuant only to clause 21.
- 13.3. 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.
- 13.4. No person other than a charity trustee retiring at the meeting shall be elected or re-elected as a charity trustee at any general meeting unless not less than twenty eight clear days before the date appointed for the meeting, notice executed by a member (other than the person being proposed) or by a District Group has been given to the Office of the intention to propose that person for election stating the particulars which would, if he were so elected, be required to be registered with the Charity Commission together with a notice executed by that person of his willingness to be appointed Provided (1) that not more than five persons may be elected at any general meeting under this clause 13.4 other than upon the nomination of a District Group; and (2) that no District Group may nominate more than one person for election. The provisions of this clause 13.4 shall not apply to the appointment of Honorary Officers.
- 13.5. Not less than fourteen clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a charity trustee 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 charity trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be given to the Charity Commission.
- 13.6. The board of charity trustees may appoint two of its members to represent the Branch at general meetings of CPRE, one of whom shall be a "Voting Member" of CPRE and shall be entitled to vote at general meetings of CPRE.

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

- 14.1. The board of charity trustees may appoint a person who is willing to act to be a charity trustee to fill a vacancy Provided that the person appointed has been nominated by a District Group not already represented on the board of charity trustees, and that persons otherwise nominated do not exceed five on the board of charity trustees at any time. The provisions of this clause 14.1 shall not apply to the appointment of Honorary Officers.
- 14.2. The board of charity trustees may co-opt up to three additional members of the board of 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. INFORMATION FOR NEW CHARITY TRUSTEES**

- 15.1. The charity trustees will make available to each new charity trustee, on or before his first appointment:
- 15.1.1. a copy of this Constitution and any amendments made to it; and
  - 15.1.2. a copy of the Branch's latest charity trustees' annual report and statement of accounts.

#### **16. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES**

- 16.1. A charity trustee (including any Honorary Officers), ceases to hold office if he:
- 16.1.1. 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);
  - 16.1.2. is absent without the permission of the charity trustees from all their meetings held within a period of six months without the consent of a majority of the other trustees and the charity trustees resolve that his office be vacated;

- 16.1.3. he ceases for any reason to be a member of the Branch;
  - 16.1.4. is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Branch, and is asked by a majority of the other charity trustees to resign;
  - 16.1.5. dies;
  - 16.1.6. is removed from office by a resolution passed at a meeting of charity trustees (on the grounds that the charity trustees consider it is in the best interests of the Branch for the charity trustee to be removed) where at least 50% of all other charity trustees are present and at least 75% of those charity trustees vote in favour provided that if a charity trustee is to be removed under this clause he or she shall be given at least 14 days clear notice of the holding of the vote specifying the circumstances alleged to justify removal from office and given a reasonable opportunity of making oral and/or written representations to the other charity trustees before a vote takes place;
  - 16.1.7. 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 charity trustee and may remain so for more than three months; or
  - 16.1.8. is removed by the members of the Branch in accordance with clause 16.2; or
  - 16.1.9. is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 16.2. A charity trustee shall be removed from office if a resolution to remove that charity trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11.3.2, and the resolution is passed by a majority of votes cast at the meeting. A resolution to remove a charity trustee in accordance

with this clause 16.2 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.

## **17. TAKING OF DECISIONS BY CHARITY TRUSTEES**

17.1. Any decision may be taken either:

17.1.1. at a meeting of the charity trustees; or

17.1.2. by resolution in writing or electronic form agreed by 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 each of which one or more charity trustees has signified their agreement.

## **18. DELEGATION BY CHARITY TRUSTEES**

18.1. The charity trustees may delegate any of their powers or functions to a committee or committees (including but not limited to the District Groups), and, if they do, they must 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.

18.2. 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 –

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

18.2.2. 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

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



## **19. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES**

### **19.1. Calling meetings**

19.1.1. The Chair appointed under clause 21.1.2 or any two charity trustees may call a meeting of the charity trustees.

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

### **19.2. Chairing of meetings**

19.2.1. The Chair, appointed in accordance with clause 21.1.2, shall chair the charity trustees' meetings. If the person 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.

### **19.3. Procedure at meetings**

19.3.1. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 5 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 is not entitled to vote.

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

19.3.3. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

19.4. 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.

19.5. 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.

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

## **20. SAVING PROVISIONS**

- 20.1. Subject to clause 20.2, 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:

- 20.1.1. who was disqualified from holding office;
- 20.1.2. who had previously retired or who had been obliged by the Constitution to vacate office;
- 20.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- 20.1.4. 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.

- 20.2. Clause 20.1 does not permit a charity trustee to keep any benefit that may be conferred upon him by a resolution of the charity trustees or of a committee of charity trustees if, but for clause 20.1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

## **21. HONORARY OFFICERS**

- 21.1. Election of Honorary Officers

- 21.1.1. Only members of the Branch shall be eligible to serve as Honorary Officers.
- 21.1.2. At the AGM of the Branch the Branch shall elect a Chair, up to two Vice-Chairs, and an Honorary Treasurer, and may elect a President and one or more Vice Presidents provided that the total number of Honorary Officers, other than the President and any

Vice-President or Vice-Presidents, shall not exceed six in number.

21.1.3. All Honorary Officers shall be elected annually by the AGM of the Branch and shall hold office until the conclusion of the next following AGM of the Branch. The President, the Vice Presidents, the Chair, Vice Chairs and the Honorary Treasurer shall be eligible for re-election provided that subject to clause 21.2.1 the years of consecutive service for which any Honorary Officer other than a Vice-President shall have served on the board of charity trustees (or on the executive committee of the Previous Branch and subsequently on the board of charity trustees of the Branch in any capacity, and whether or not such years have been actually served in full) shall not exceed six.

21.1.4. Nominations to the general meeting 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.

#### 21.2. Maximum Term of Office of Chair

21.2.1. Where the Chair has previously served on the board of charity trustees in a capacity other than as Chair he/she may serve for a total term of up to nine years as long as the period as Chair does not exceed six years.

#### 21.3. Filling Casual Vacancies of Honorary Officers

21.3.1. 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.

#### 21.4. Ex-officio status of Honorary Officers

21.4.1. The Chair, Vice-Chairs and Honorary Treasurer shall be ex-officio members of the board of charity trustees and every other committee of the Branch, except the District Groups. The President and any Vice-

Presidents shall not be ex officio members of the board of charity trustees or any other committee.

## **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. it 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 determined it shall be signed by two charity trustees.

## **23. USE OF ELECTRONIC COMMUNICATIONS**

- 23.1. General
  - 23.1.1. The Branch will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
    - 23.1.1.1. 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;
    - 23.1.1.2. any requirements to provide information to the Charity Commission in a particular form or manner.
- 23.2. Use of electronic communications
  - 23.2.1. To the Branch
    - 23.2.1.1. 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.

23.2.2. By the Branch

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

23.2.2.2. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website -

23.2.2.2.1 provide the members with the notice referred to in clause 11.4 (Notice of general meetings);

23.2.2.2.2 give charity trustees notice of their meetings in accordance with clause 19.1 (Calling meetings); and

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

23.2.2.3. charity trustees must:

23.2.2.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the

- publication of any such notice or proposal;
- 23.2.2.3.2 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, registers of its members and charity trustees.

## **25. MINUTES**

25.1. The charity trustees must keep minutes of all:

- 25.1.1. appointments of officers made by the charity trustees;
- 25.1.2. proceedings at general meetings of the Branch;
- 25.1.3. meetings of the charity trustees and committees of charity trustees including:
  - 25.1.3.1. the names of the trustees present at the meeting;
  - 25.1.3.2. the decisions made at the meetings; and
  - 25.1.3.3. where appropriate the reasons for the decisions;
- 25.1.4. 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 accounts, and to the

preparation of annual reports and returns. The statements of accounts, 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 Charity 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 bye laws 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 or in the Articles or standing orders, rules or bye laws of CPRE. 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 clauses 224-227 of the Charities Act 2011:

- 29.1. No alterations shall be made to the Constitution unless:
- 29.1.1. required by CPRE and passed:
    - 29.1.1.1. by a resolution agreed in writing by all members of the Branch in accordance with clause 10.3; or
    - 29.1.1.2. by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Branch; or
  - 29.1.2. approved by CPRE and (2) proposed by the board of trustees (a simple majority of whom at a duly

convened trustees meeting having decided to propose such a resolution to the members) and (3) passed

29.1.2.1. by resolution agreed in writing by all members of the Branch in accordance with clause 10.3; or

29.1.2.2. 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 clause 3 (Objects), clause 31 (Voluntary winding up or dissolution), this clause 29.2, or of any provision 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 Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

### **30. INDEMNITY OF CHARITY TRUSTEES**

30.1. To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the board of charity trustees or other officer may otherwise be entitled the Branch may indemnify every charity trustee or other officer out of the assets of the Branch against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a charity trustee or other officer save that no charity trustee may be entitled to be indemnified:

30.1.1. for any liability incurred by him to the Branch or any associated company of the Branch;

30.1.2. for any fine imposed in criminal proceedings;

30.1.3. for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;



- 30.1.4. for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final; and
  - 30.1.5. for any liability which he has incurred in defending any civil proceedings brought by the Branch or an associated company in which a final judgment has been given against him.
- 30.2. To the extent permitted by law from time to time, but without prejudice to any indemnity to which the charity trustees or other officer may otherwise be entitled, the Branch may provide funds to every charity trustee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a charity trustee or officer, provided that he will be obliged to repay such amounts no later than:
- 30.2.1. in the event he is convicted in proceedings, the date when the conviction becomes final; or
  - 30.2.2. in the event of judgment being given against him in proceedings, the date when the judgment becomes final.

### **31. VOLUNTARY WINDING UP OR DISSOLUTION**

- 31.1. 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:
- 31.1.1. 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:
    - 31.1.1.1. by a resolution passed by a 75% majority of those voting, or
    - 31.1.1.2. 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

- 31.1.2. by a resolution agreed in writing by all members of the Branch in accordance with clause 10.3.
- 31.2. If upon the winding up or dissolution of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Branch, but shall be given or transferred to CPRE or its successor body. In the event that CPRE and any successor body have been wound up or dissolved then such property shall be transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Branch by clause 5.1 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.
- 31.3. The Branch must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Branch to be removed from the Register of Charities, and in particular:
  - 31.3.1. the charity trustees must send with their application to the Charity Commission:
    - 31.3.1.1. a copy of the resolution passed by the members of the Branch;
    - 31.3.1.2. 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
    - 31.3.1.3. 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;
  - 31.3.2. 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.
- 31.4. 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

32.1. In this Constitution:

32.1.1. "Branch" means the charitable incorporated organisation named in clause 1;

32.1.2. "charity trustee" or "trustee" means a charity trustee of the Branch, and board of trustees means the board of charity trustees of the Branch;

32.1.3. "clear days", in relation to a period of notice, means the period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

32.1.4. The "Communications Provisions" means the Communications Provisions in Part 9 of the General Regulations;

32.1.5. "connected person" means:

32.1.5.1. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

32.1.5.2. the spouse or civil partner of the charity trustee or of any person falling within clause 32.1.5.1 above;

32.1.5.3. a person carrying on business in partnership with the charity trustee or with any person falling within clause 32.1.5.1 or 32.1.5.2 above;

32.1.5.4. an institution which is controlled -

32.1.5.4.1 by the charity trustee or any connected person falling within clause 32.1.5.1, 32.1.5.2 or 32.1.5.3 above; or

32.1.5.4.2 by two or more persons falling within clause 32.1.5.4.1 when taken together;

32.1.5.5. a body corporate in which -

32.1.5.5.1 the charity trustee or any connected person falling within clauses 32.1.5.1 to

- 32.1.5.3 has a substantial interest; or
- 32.1.5.5.2 two or more persons falling within clause 32.1.5.5.1 who, when taken together, have a substantial interest;
- 32.1.6. "Constitution" means this document, being the constitution of the Branch;
- 32.1.7. "CPRE" means the Campaign to Protect Rural England, registered charity no. 1089685;
- 32.1.8. "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 32.1.9. "General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012;
- 32.1.10. "Objects" has the meaning given in clause 3;
- 32.1.11. "Office" means the principal office of the Branch as registered with the Charity Commission;
- 32.1.12. A "poll" means a counted vote or ballot, usually (but not necessarily) in writing;
- 32.1.13. "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;
- 32.1.14. "in writing" means written, printed or any other mode of representing or reproducing words in a visible form including by email or fax (to the extent legally permissible), or partly one and partly another;
- 32.1.15. Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this Constitution;
- 32.1.16. References to he, him or his shall include the feminine equivalent;