

The Companies Acts 1985 and 1989

**Company Limited by Guarantee and
Not Having Share Capital**

ARTICLES OF ASSOCIATION

of

**THE PEAK DISTRICT AND SOUTH YORKSHIRE BRANCH OF
THE CAMPAIGN TO PROTECT RURAL ENGLAND**

INTERPRETATION

1. In these Articles the words standing in the first column below shall bear the meaning set opposite to them respectively if not inconsistent with the subject or context:

“Act”

The Companies Act 1986 as amended by the Companies Act 1989 and any modification or re-enactment thereof from time to time.

“Articles”

These Articles of Association of the Branch

“Auditors/Independent Examiners ”

The auditors/independent examiners for the time being appointed by the Branch.

“Branch”

The above named company

“Charities Legislation”

The Charities Act 1992 and 1993, the Charities (Accounts and Reports) Regulations 1995 and 2000, and any other charities legislation or regulation which applies to the Branch, and any modification or re-enactment thereof or additional thereto from time to time.

“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.

“CPRE”

The Campaign to Protect Rural England

“Trustee Board”

The Trustee Board for the time being of the Branch

“In Writing”

Written, printed or any other mode of representing or reproducing words in a visible form or partly one and partly another

“Month”

Calendar month

“Office”

The registered office of the Branch

“Regional Groups”

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.

“SORP”

The Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time

“United Kingdom”

Great Britain and Northern Ireland

- 1.1 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.
- 1.2 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Branch shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

MEMBERS

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions of the Articles and any rules or byelaws made under Article 70 shall be the members of the Branch, subject to the provisions of Article 8.
3. No person shall be admitted as a member of the Branch (“Peak District and South Yorkshire” or “South Yorkshire”) unless she/he is a member of (1) CPRE subject to article 5 or (2) Friends of the Peak District, so long as it is run and managed by CPRE Peak District and South Yorkshire.

4. Every member of the Branch shall or, being a corporation, shall procure that its duly authorised representatives shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
5. The Trustee Board shall admit to membership:
 - 5.1 such members of CPRE as are resident in the boundaries of the Branch as defined in clause 3 of the memorandum of association, 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
 - 5.2 such members of CPRE who reside outside the boundaries of the Branch as defined in clause 3 of the memorandum of association but who have been assigned by CPRE to the Branch
 - 5.3 members of Friends of the Peak District, so long as it is run and managed by CPRE Peak District and South Yorkshire
6. CPRE shall determine from time to time the rates of subscription payable by each member of CPRE who is a member of the Branch under article 3 and the amount thereof payable by each member (1) to CPRE and (2) to the Branch.
7. The branch will pay CPRE an annual fee for every member of Friends of the Peak District who is not an individual member of CPRE
8. A person shall forthwith cease to be a member of the Branch (provided always that at least one member of the Branch remains on the Register of Members thereafter):
 - 8.1 if she/he is removed by resolution of, or by notice in writing to the Office signed by a majority of the Trustee Board of CPRE, or
 - 8.2 if by notice in writing to the Office or CPRE she/he resigns membership, or
 - 8.3 if she/he ceases for any other reason to be a member of CPRE or Friends of the Peak District, or
 - 8.3 if pursuant to Article 5.1 she/he has elected to be assigned to another branch of CPRE.

Provided that if a member is removed under Article 8.1 she/he (or being in corporation its duly authorised representative) shall have the right to require the Trustee Board to procure that she/he shall have the right to make representations in person to a meeting of the Trustee Board of CPRE.

DISTRICT GROUPS

9. The Trustee Board shall have power to approve the formation and continuance of District Groups for the promotion of the Branch's objects in defined geographical areas.

9.1 The rules of a District Group and any alterations thereto shall be determined by the members of such District Group subject to approval by the Trustee Board which may require amendment thereto from time to time after consultation with such District Group.

9.2 Each District Group shall nominate one of its members to stand for election or re-election to the Trustee Board.

REGIONAL GROUPS

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

GENERAL MEETINGS

11. The Branch shall hold a General meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustee Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Branch holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

13. The Trustee Board may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on the requisition of the greater of forty members and one tenth of the members entitled to attend and vote at such meeting.

14. At least twenty-one clear days' notice in writing of every General Meeting, in each case specifying the place, the day and the hour of meeting, and particulars of the business to be transacted, shall be given to the members, the District Groups, the staff of the Branch and to the Auditors, reporting accountants or independent examiners but with the consent of (in the case of an Annual General Meeting) all the members and (in the case of any other General Meeting) such members having at least 95% of the voting rights at the meeting intended to be convened, a meeting may be convened by such notice as those members may think fit.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. The business to be transacted at an Annual General Meeting shall be the consideration of the accounts and the reports of the Trustee Board and of the

Auditors (if any), the appointment of the Auditors (if any), and the election of Honorary Officers and members of the Trustee Board.

17. The business to be transacted at any General Meeting shall include items brought forward by the Trustee Board for the purpose and, provided notice in writing has been given thereof to the Office for the purpose at least forty two days notice prior to the date of the Meeting, any item brought forward by a District Group or any other member.
18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 persons entitled to vote upon the business to be transacted shall be quorum.
19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.
20. The Chair of the Branch or in her/his absence the Vice-Chair shall preside as Chair at every General Meeting at which she/he shall be present, but if no such person is present within fifteen minutes after the time appointed for holding a meeting, or is willing to preside, the Honorary Officers present shall choose one of their number to preside at the meeting.
21. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no members shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (which may include a show of voting cards or an electronic system in each case as decided by the Chair), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by any person or persons present in each case in person or by its duly authorised representative, and representing not less than one tenth of the total voting rights of all persons having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn, before the poll is taken.
23. Subject to provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair shall

direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a second or casting vote.
26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every member shall have one vote.
28. No person other than a member duly registered who has paid all moneys then due to CPRE or Friends of the Peak District (so long as it is run and managed by CPRE Peak District and South Yorkshire), or such member being a corporation, its duly authorised representative, shall be entitled to vote on any question at any General Meeting.
29. Votes may be given on a poll either personally or by proxy or by postal voting.
30. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which (a) states the name and address of the member appointing the proxy; (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed; (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and (d) is delivered to the Branch in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as (a) 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 (b) 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.

A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person. 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 person by whom or on whose behalf the proxy notice was given. 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. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

THE TRUSTEE BOARD

31. The Trustee Board shall consist of members of the Branch elected or appointed from time to time as provided subsequently in the Articles, and the following Honorary Officers ex officio:-
The Chair, Vice-Chairs, Secretary to the Trustees and Honorary Treasurer.
32. The Chair of the Trustee Board and a majority of elected and appointed members shall be members of CPRE.

POWERS OF THE TRUSTEE BOARD

33. The business of the Branch shall be managed by the Trustee Board who may exercise all such powers of the Branch, and do on behalf of the Branch all such acts as may be exercised or done by the Branch in General Meeting, subject nevertheless to:
 - 33.1 the provisions of the Articles;
 - 33.2 the provisions of the statutes for the time being in force and affecting the Branch;
 - 33.3 the provisions of the Memorandum and Articles, standing orders, rules and byelaws of CPRE.
 - 33.4 such standing orders, rules or bye-laws as may be prescribed by the Branch or the Trustee Board pursuant to Article 70 provided that no such standing order, rule or bye-law shall invalidate any prior act of the Trustee Board which would have been valid if such standing order, rules or bye-law has not been made, and
 - 33.5 the requirement that the Trustee Board does not do or permit any act or omission, which would prejudice the charitable status of the Branch in law.
34. The Trustee Board for the time being may act notwithstanding any vacancy in their number but, if the number of members of the Trustee Board is less than the number fixed as the quorum the continuing members or member of the Trustee Board may act only for the purpose of filling vacancies or of calling a General Meeting.
35. In addition and without prejudice to any other powers hereby or by law conferred on the Trustee Board, the Trustee Board may from time to time and for such a period and to such extent and generally on such terms as the Trustee Board shall think fit delegate to any member or members of the Trustee Board and/or any employee of the Branch employed in or in connection with the

management, administration, organisation and conduct of the affairs of the Branch any powers and duties of the Trustee Board as may be reasonable SAVE THAT the Trustee Board must report back to the Branch in General Meeting as to the delegation of such powers and duties.

36. The Trustee Board may appoint one of its members, who must be a member of CPRE, to represent the Branch at General Meetings of CPRE.”
37. The Trustee Board may appoint as the investment manager of the Branch a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempted person within the meaning of the Financial Services Act 1986 otherwise than exempted by virtue of Section 45(I)(j) of that Act. The Trustee Board may delegate to an investment manager so appointed power at her/his discretion to buy and sell investments for the Company in accordance with the investment policy laid down by the Trustee Board from time to time.

Provided that where the Trustee Board make any such delegation they shall:

- 37.1 inform the investment manager in writing of the extent of the Branch’s investment powers and the terms of the delegation;
- 37.2 lay down a detailed investment policy for the Branch and immediately inform the investment managers in writing of it and of any changes to it;
- 37.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of her/his delegated authority;
- 37.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 37.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustee Board shall decide provide that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustee Board.

38. The Trustee Board may:

- 38.1 make such arrangements as they think fit for any investments of the Branch or income from those investments to be held by a corporate body as the Branch’s nominee; and
 - 38.2 pay reasonable and proper remuneration to any corporate body acting as the Branch’s nominee in pursuance of this clause.
39. Each member of the Trustee Board may be repaid out of the funds of the Branch such reasonable out-of-pocket expenses as the Trustee Board shall from time to time determine in respect of her/his attendance at meetings of the

Trustee Board or on behalf of the affairs of the Branch but save as otherwise provided in the Articles and in clause 5 of the Memorandum no member of the Branch nor any member of the Trustee Board shall receive any remuneration from the Branch.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE TRUSTEE BOARD

40. All members of the Trustee Board shall be appointed for a minimum of three years, subject to serving a maximum of three consecutive three year terms (nine years continuous service). At each Annual General Meeting all the members of the Trustee Board 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 Article 58.2) a member of the Trustee Board who has served on the Trustee Board continuously for nine years, may not serve again until the conclusion of the next following Annual General Meeting. 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.
41. Honorary Officers shall be elected or re-elected pursuant only to Article 58.
42. If the Branch at the meeting at which a member of the Trustee Board retires, does not fill the vacancy the retiring member of the Trustee Board shall, if eligible and willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the member of the Trustee Board is put to the meeting and lost.
43. No person other than a member of the Trustee Board retiring at the meeting shall be elected or re-elected a member of the Trustee Board at any General Meeting unless not less than twenty eight clear days before the date appointed for the meeting, notice executed by a member 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 she/he were so elected, be required to be included in the Branch's Register of Directors together with a notice executed by that person of her/his willingness to be appointed provided (1) that not more than nine persons may be elected at any General Meeting under Article 43 other than upon the nomination of a District Group; and (2) that no District Group may nominate more than one person for election.
44. No person may be elected or appointed or co-opted as a member of the Trustee Board:
 - 44.1 unless she/he has attained the age of 18 years; or
 - 44.2 in circumstances such that, had she/he already been a member of the Trustee Board, she/he would have been disqualified from acting under the provision of Article 49; or

- 44.3 unless she/he is at the time of her/his election, appointment or co-option a member of the Branch,
45. Not less than twenty one clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than an member of the Trustee Board retiring at the meeting) in respect of whom notice has been duly given to the Office of the intention to propose him/her at the meeting for election as a member of the Trustee Board. The notice shall give the particulars of that person which would, if she/he were so appointed or reappointed, be required to be included in the Branch's Register of Directors.
46. Save as otherwise provided in the Articles the Branch may by Ordinary Resolution elect a person who is willing to act to be a member of the Trustee Board to fill a vacancy provided that the person appointed has been so nominated either by the Executive (subject to a maximum of nine persons so nominated being on the Trustee Board at any time) or by a District Group not already represented on the Trustee Board.
47. The Trustee Board may appoint a person who is willing to act to be a member of the Trustee Board to fill a vacancy provided that the person appointed has been nominated by a District Group not already represented on the Trustee Board, and that persons otherwise nominated do not exceed nine on the Trustee Board at any time.
48. The Trustee Board may co-opt up to three additional members of the Trustee Board to hold office only until the next following Annual General Meeting provided that the number of such co-opted members shall not exceed one third of the total membership of the Trustee Board immediately following the co-option.

DISQUALIFICATION OF MEMBERS OF THE TRUSTEE BOARD

49. The office of member of the Trustee Board shall be vacated:
- 49.1 if by notice in writing to the Branch she/he resigns from the Trustee Board (but only if at least two members of the Trustee Board remain in office when the notice of resignation is to take effect), or
- 49.2 if she/he is removed by notice in writing to the Branch signed by a majority of the members of the Branch entitled to attend at a General Meeting, or
- 49.3 if she/he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation, or
- 49.4 if she/he is removed from office by a resolution duly passed pursuant to S.303 of the Act, or
- 49.5 if she/he ceases for any reason to be a member of the Branch, or

- 49.6 if she/he is absent from all meetings of the Trustee Board within a six month period without the consent of a majority of the other members of the Trustee Board, or
- 49.7 if she/he becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his own affairs, or
- 49.8 if she/he is convicted of any criminal offence other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Company.

PROCEEDINGS OF THE TRUSTEE BOARD

50. The Trustee Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least six times during every year. Unless otherwise so determined five members of the Trustee Board shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the Chair of the meeting shall have a second or casting vote.
51. The Chair or two members of the Trustee Board may request the Secretary at any time to summon a meeting of the Trustee Board by notice served upon all its members.
52. A meeting of the Executive at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Branch for the time being vested in the Trustee Board generally.
53. The Trustee Board may delegate any of their powers to committees (including but not limited to, District Groups) consisting of such of their number and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustee Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustee Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustee Board. Provided that no resolution of any such committee (other than a District Group) shall be passed unless a member of the Trustee Board was present and voted for the resolution, and if more than one such member was present, a majority of such members voted for the resolution.
54. All acts bona fide done by any meeting of the Trustee Board or any committee of the Trustee Board, or by any person as a committee member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Trustee Board or of the committee as the case may be.

55. The Trustee Board shall cause proper minutes to be made of all appointments of officers made by the Trustee Board and of the proceedings of all meetings of the Branch and of the Trustee Board and of committees of the Trustee Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
56. A resolution in writing signed by all the members of the Trustee Board or by all the members for the time being of any committee of the Trustee Board who are entitled to receive notice of a meeting of the Trustee Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustee Board or of such committee duly convened and constituted. Any such written instruments may be in several parts each signed by one or more members of the Trustee Board or members of the committee as the case may be.
57. Any bank accounts in which any part of the assets of the Company is deposited shall be operated by or with the authority of the Trustee Board and shall indicate the name of the Branch.

HONORARY OFFICERS

58. At any Annual General Meeting 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 by Ordinary Resolution 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.
- 58.1 All Honorary Officers shall be elected for a three year term by the Annual General Meeting of the Branch and shall hold office until the conclusion of the Annual General Meeting 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 Article 58.2 the years of consecutive service for which any Honorary Officer other than a Vice-President shall have served on the Executive (and whether or not such years have been actually served in full) shall not exceed nine.
- 58.2 The Trustee Board shall have the power to fill casual vacancies of Honorary Officers, other than that of President, until the next Annual General Meeting 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.

58.3 The Chair, Vice-Chairs, Secretary to the Trustees and Honorary Treasurer shall be ex-officio members of the Trustee Board and every other committee of the Branch, except the District Groups.

58.4 Only members of the Branch, as defined in article 3, shall be eligible to serve as Honorary Officers, subject to article 32.

58.5 Nominations to the General Meeting of the Branch for election as Honorary Officers shall be made by the Trustee Board and notice shall be given in accordance with Article 45.

SECRETARY

59. The Secretary shall be appointed by the Trustee Board for such time, at such remuneration and upon such conditions as the Trustee Board may think fit, and any Secretary so appointed may be removed by the Trustee Board. The deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

ACCOUNTS

60. The Honorary Treasurer shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Branch and to explain its transactions.

61. The books of accounts shall be kept at the Office, or, subject to Section 222 of the Act, at such other place or places as the Trustee Board shall think fit and shall always be open to the inspection of the Trustee Board or any member thereof.

62. At the Annual General Meeting in every year the Trustee Board shall lay before the Branch, accounts including an income and expenditure account for the period since the last preceding account (or in the case of the first accounts since the incorporation of the Branch) made up to a date not more than twelve months before such meeting, together with a balance sheet made up as at the same date. Such accounts shall be accompanied by reports of the Trustee Board and (where appointed) the Auditors, reporting accountants or independent examiners. Copies of such accounts and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attaching thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors, reporting accountants or independent examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report, reporting accountants'

report or Independent Examiners report (if any) shall be open to inspection and be laid before the meeting as required by Section 241 of the Act.

AUDIT/EXAMINATION

63. Once at least in every year the accounts of the Branch shall be examined and reported upon either by the Auditors or if no Auditors be appointed by a reporting accountant or independent examiner if so required by the Act. The Auditors, reporting accountants or independent examiners' remuneration shall be determined by the Trustee Board.
64. The Auditors, reporting accountants or independent examiners shall be one or more properly qualified person(s) not being members of the Trustee Board and their duties shall be regulated in accordance with the Act.

NOTICES

65. A notice may be served by the Branch upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at her/his registered address as appearing in the Register of Members.
66. Those members who are described in the Register of Members by an address outside the United Kingdom may be served notices by the Branch at any address within the United Kingdom notified by such member to the Office for the purpose.
67. Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

LIABILITY

68. In the management of the affairs of the Branch no member of the Trustee Board shall be liable for any loss to the property of the Branch arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by her/him or by any other member of the Trustee Board in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member of the Trustee Board or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Trustee Board who is sought to be made liable.
69. Subject to the provisions of the Act, every member of the Trustee Board and other officer of the Branch shall be indemnified out of the assets of the Branch against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his

favour or in which she/he is acquitted or in conjunction with any application in which relief is granted to her/him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Branch, and against all costs charges losses expenses or liabilities incurred by him in the execution and discharge of her/his duties or in relation thereto.

STANDING ORDERS, RULES AND BYE LAWS

70. The Branch in General Meeting may from time to time make such standing orders rules or byelaws as it may deem necessary or expedient or convenient for the proper management of the Branch.

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

Provided in either case that no standing order, rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in (1) the Memorandum or the Articles or (2) the Memorandum or Articles or standing orders, rules or bye laws of CPRE.

CONFLICTS OF INTEREST

72. Where the duty of a member of Trustee Board under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Trustee Board at a meeting of the Trustee Board and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Trustee Board member in question, or any other interested Trustee Board member; and
- (c) the matter was agreed to without any such Trustee Board member voting, or would have been agreed to if the vote of any such Trustee Board member had not been counted.

The Trustee Board shall also observe the other duties and rules in the Act, and such other rules as the Trustee Board adopts, as to the management of

conflicts of duty or interest and to the extent required by law every Trustee Board member shall fully disclose to the Trustee Board the circumstances giving rise to any conflict or potential conflict that he has.

ALTERATIONS

73. No alterations shall be made to the Articles unless passed by a resolution (1) approved by CPRE, (2) put to a General Meeting of the Branch by the Trustee Board (a simple majority of whom at a duly convened Trustee Board meeting shall decide to put such resolution to a General Meeting) and (3) passed at such General meeting (of which at least twenty-one days notice has been given) by three-quarters of those voting at such General Meeting.

Provided that no alteration shall be made which shall have the effect of the Branch ceasing to be a charity.

DISSOLUTION

74. Clauses 6, 7 and 8 of the Memorandum of Association relating to the winding up and dissolution of the Branch shall have effect as if the provisions thereof were repeated in the Articles.

(followed by list of signatures & witnesses)