

CONSTITUTION OF THE GLOUCESTERSHIRE BRANCH OF THE CAMPAIGN TO PROTECT RURAL ENGLAND

Charity Number 248577

This constitution was adopted at a General Meeting of the Gloucestershire Branch of the Campaign to Protect Rural England held on 27 March 2015

1. DEFINITIONS

The following definitions are used in this constitution:

- 'Branch' means the Gloucestershire Branch of the Campaign to Protect Rural England;
- 'District' means a constituent part of the Branch, as defined from time to time;
- 'Executive Committee' means the Executive Committee of the Branch established under this Constitution;
- 'Any other committees' means Committees, Sub-Committees and District Committees as constituted from time to time
- Reference to 'the CPRE' means the national charity, the Campaign to Protect Rural England, charity number 1089685.

2. TRUSTEES

The Branch is an unincorporated organisation governed by Trustees. The Trustees comprise the Honorary Officers, other Elected Members of the Executive Committee and District Chairmen, all *ex officio*. Trustees may serve only if not disqualified in law from so doing. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

3. NAME

The name of the Branch shall be "The Gloucestershire Branch of the Campaign to Protect Rural England", often shortened informally to "CPRE Gloucestershire".

4. GEOGRAPHIC BOUNDARIES

The geographic boundaries of the Branch shall be the administrative county of Gloucestershire as constituted from time to time.

5. APPLICATION OF THE CONSTITUTION

The Branch and its assets will be administered and managed in accordance with the provisions of this constitution.

6. OBJECTS

The Objects of the Branch shall be to promote and encourage for the benefit of the public the protection and enhancement of rural Gloucestershire and its towns and villages.

7. POWERS

In furtherance of the Branch Objects the Branch may:

- a) stimulate and educate public opinion on the Branch Objects;
- b) act as a centre for advice, research and the collection and dissemination of information upon any matters affecting the Branch Objects;
- c) employ and pay a person or persons not being a member of the Executive Committee to supervise, organise and carry out the work of the Branch; and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows/widowers and other dependents;
- d) reimburse staff and Branch members for reasonable out of pocket expenses properly and necessarily incurred;
- e) undertake, execute, manage or assist any charitable trusts which may be undertaken, executed, managed or assisted by the Branch;
- f) assist the work of any organisation, including the CPRE, that helps further the Branch Objects;
- g) purchase, take on lease or hire or otherwise acquire any asset necessary for the furtherance of the Branch Objects;
- h) make regulations for the management of any assets which may be so acquired;
- i) subject to such consents as may be required by law, sell, loan or dispose of any of the assets of the Branch;
- j) subject to such consents as may be required by law, borrow or raise money and accept gifts and legacies for the Branch Objects on such terms and on such security as shall be deemed necessary. In raising funds the Branch shall not undertake any permanent trading activities;

- k) invest the monies of the Branch not immediately required for the Branch Objects in such investments, securities or property as may be thought fit, subject to such conditions as may for the time being be imposed or required by law;
- l) form and dissolve District and other Committees and Sub-Committees within the Branch; and
- m) do such other lawful things as are necessary for the attainment of the Branch Objects.

8. MEMBERSHIP

- a) Membership of the Branch shall be open to any individual or organisation interested in furthering the work of the Branch and who has paid the annual subscription as determined from time to time by the CPRE.
- b) The Executive Committee shall have the right for good and sufficient reason to recommend to the CPRE the termination of the membership of any individual or organisation. Such members so affected shall have the right to be heard by the Trustee Board of the CPRE or any other impartial third party agreed with the member.

9. NOMINATIONS

Nominations to the Annual General Meeting of the Branch of individuals for election as President, Vice Presidents, Honorary Officers and Elected Members of the Executive Committee must be made in advance to the Honorary Secretary or at the Annual General Meeting. Nominations must be proposed and seconded by individuals or organisations who are Branch members at the time of the nomination. Should nominations exceed vacancies, election shall be by ballot of those present at the Meeting and entitled to vote.

10. PRESIDENT, VICE-PRESIDENTS AND HONORARY OFFICERS

- a) The Branch may have and elect a President and Vice-Presidents (who must be members of the Branch). The Branch shall have and elect Honorary Officers (who must be members of the Branch). The Honorary Officers shall comprise the Branch Chairman, one or more Vice-Chairmen, Secretary, Treasurer and Membership Secretary. Elections shall take place at the Annual General Meeting
- b) All Honorary Officers elected at the Annual General Meeting of the Branch shall hold office until the conclusion of the following Annual General Meeting but shall be eligible for re-election. No individual shall

serve as an Honorary Officer (whether in the same office or in different offices) for more than six consecutive years (whether or not all such years are served in full). On the expiration of such period of six consecutive years a further period of one year shall elapse before he/she is eligible for re-election, unless exceptionally agreed otherwise by the Annual General Meeting.

- c) Any period of office subject to such exceptional agreement of the Annual General Meeting shall be agreed annually and shall not exceed three consecutive years. On the expiration of any such additional year or consecutive years a further period of one year shall elapse before the member is eligible for re-election.
- d) The Executive Committee shall have the power to fill casual vacancies among the Honorary Officers. Any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that meeting. The period of casual service before any such election shall be taken into account when calculating an individual's six yearly term of office.
- e) The Honorary Officers shall be *ex officio* members of the Executive Committee and may also serve as a member of any other Committee or Sub-Committee of the Branch, including District Committees.

11. EXECUTIVE COMMITTEE

- a) The Executive Committee shall comprise: the Honorary Officers of the Branch, other Elected Members provided that the number of such Elected Members shall not exceed five, those members filling a casual vacancy under Clause 10d, and District Chairmen, all *ex officio*. Representatives of kindred Gloucestershire organisations, as invited from time to time, may attend and contribute but without voting rights.
- b) In addition to those members elected to the Executive Committee, the Executive Committee may co-opt up to three further members who shall serve until the conclusion of the next Annual General Meeting. The number of co-opted members shall not exceed one-third of the total membership of the Executive Committee at the time of co-option.
- c) The Executive Committee shall be responsible for transacting the business of the Branch and for the conduct and administration of its affairs.
- d) District Chairmen may delegate their role on the Executive Committee to substitutes where necessary on an occasional basis, except when attending in their capacity of Trustee.

- e) The Elected Members of the Executive Committee elected at the Annual General Meeting of the Branch shall serve until the conclusion of the next following Annual General Meeting. Retiring members shall be eligible for re-election. No Elected Member shall serve on the Committee for more than six consecutive years (whether or not all such years are actually served in full). On the expiration of such period of six consecutive years a further period of one year shall elapse before he/she is eligible for re-election, unless exceptionally agreed otherwise at the Annual General Meeting.
- f) Any period of office subject to such exceptional agreement of the Annual General Meeting shall be agreed annually and shall not exceed three consecutive years. On the expiration of any such additional year or consecutive years a further period of one year shall elapse before the member is eligible for re-election.
- g) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or by any defect in the election, nomination, co-option or qualification of any member.
- h) The Chairman and Vice-Chairmen of the Branch shall be the Chairman and Vice-Chairmen of the Executive Committee unless the Branch in General Meeting decides otherwise.
- i) The Executive Committee shall meet not fewer than four times each year. At any meeting of the Executive Committee five voting members shall form a quorum.
- j) The Executive Committee shall have power to enter into agreements with other organisations for the formation of any joint committees that help to promote Branch Objects.
- k) The Chairman and two other Honorary Officers together shall deal with urgent matters which in their reasonable view cannot wait until the next meeting of the Executive Committee, subject to a report of such action being made to that meeting.
- l) The Executive Committee shall have power to adopt and issue standing orders, rules, mandates and terms and conditions for the Branch and all its Committees and Sub-Committees, including District Committees provided always that they shall not be inconsistent with the provisions of this Constitution.
- m) The Executive Committee shall have power to fix the remuneration of Branch staff.

- n) The Executive Committee may appoint one of its members to represent the Branch at Council meetings of the CPRE and vote thereat.
- o) A member of the Executive Committee shall cease to hold office if he or she is absent without good reason from two consecutive meetings and the Executive Committee resolves that his or her office be vacated.
- p) Any member of the Executive Committee for the time being who is engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Branch. Such a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration or that of his or her firm is under discussion. At no time shall a majority of the members of the Committee benefit under this provision.
- q) Minutes shall be kept by the Executive Committee, other Committees and Sub-Committees, and District Committees. The respective Secretary shall ensure that a record is kept of all proceedings and resolutions.

12. DELEGATION OF EXECUTIVE COMMITTEE POWERS

- a) The Executive Committee may delegate any of its powers or the implementation of any of its resolutions or decisions to any other Committee of the Branch. Any such Committee shall have power to co-opt further members not exceeding one quarter more.
- b) The Executive Committee may also delegate any of its powers to named Honorary Officers, District Chairs and staff as appropriate. The responsibilities of Trustees may not be delegated.
- c) When making any such delegation, the Executive Committee shall specify the financial limits within which any such Committee or individual shall function.
- d) The deliberations of any such Committee and any resolution passed or decision taken by any such Committee shall be reported to the Executive Committee at its next meeting.
- e) All delegations under this Clause shall be revocable at any time.
- f) The meetings and proceedings of any such Committee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Executive Committee so far as the same are applicable and are not superseded by any regulations made by the Executive Committee.

13. GENERAL MEETINGS OF THE BRANCH

- a) All members of the Branch shall be entitled to vote at General Meetings of the Branch.
- b) At any General Meeting of the Branch 25 persons entitled to vote thereat shall form a quorum.
- c) Not fewer than 21 days notice in writing of the holding of a General Meeting of the Branch, with particulars of the business to be transacted, shall be sent to those persons entitled to attend and vote at such Meetings. The accidental omission to give notice of a Meeting or the non-receipt of such notice by a person or body entitled to receive notice thereof shall not invalidate the proceedings of any such Meeting.
- d) The President or, in his or her absence, one of the Vice-Presidents or one of the Honorary Officers (to be chosen if more than one are present by agreement between them) shall preside at any General Meeting of the Branch.
- e) An Extraordinary General Meeting of the Branch may be convened at any time (subject to the notice prescribed in clause 13c) by the Executive Committee or on the request of 40 or more members, such request to be communicated to the chairman of the Executive Committee over the signatures of the members requesting the Meeting.
- f) All questions arising at any General Meeting of the Branch shall be decided by simple majority of those present and voting thereat except for matters voted upon in Clauses 19a and 20. No person shall exercise more than one vote, but in the case of equality of votes the chairman of the Meeting shall have a second or casting vote.

14. ANNUAL GENERAL MEETING

- a) There shall be an Annual General Meeting of the Branch which shall be held within the reporting year, at such time and place as the Executive Committee shall decide.
- b) The business to be transacted at the Annual General Meeting of the Branch shall include so far as applicable:
 - (i) receipt of a report on the activities of the Branch in the previous reporting year and a Statement of Accounts for the previous financial year;

- (ii) the election of a President, Vice-Presidents and Honorary Officers;
- (iii) the election of Elected Members to serve on the Executive Committee; and
- (iv) consideration of such other matters as may from time to time be necessary.

15. CPRE GLOUCESTERSHIRE DISTRICTS

- a) The work of the Branch shall be supplemented and assisted by its Districts.
- b) Each District shall elect its own District Committee and Honorary Officers and may co-opt additional persons with special qualifications and interests.
- c) Where the Executive Committee has delegated decisions on local town and country planning issues to District Committees, decisions shall be made in accordance with Branch policy.
- d) The District Committee may pay over to the Branch moneys received by it which are surplus to its reasonable requirements.
- e) Should moneys received by a District Committee be inadequate to meet a District's reasonable requirements, the Executive Committee may provide the District Committee with the necessary funds.
- f) The District Committee shall draw up its annual accounts at the end of the financial year and provide the information to the Branch for its annual Statement of Accounts.
- g) In District matters affecting the Branch as a whole, the final decision will rest with the Executive Committee.

16. FINANCE

- a) The Executive Committee shall receive all income of the Branch and may from such income incur such expenditure as shall be lawful and necessary for promoting the Branch Objects.
- b) A bank account shall be opened in the name of the Branch and the details reported to the Executive Committee. Cheques must be printed so as to show that the Branch is a registered charity.

- c) The Executive Committee shall give authority in writing to named Honorary Officers and staff to authorise cheques and other instruments and to operate bank accounts on behalf of the Branch including by using internet banking or other electronic authentication methods. All payments shall be authorised by at least one Honorary Officer.
- d) Payments above a certain limit (to be determined from time to time by the Executive Committee) shall also be authorised by at least one other member of the Executive Committee. All payments must be authorised by not fewer than two of the authorised signatories.
- e) The provisions in Clause 16 shall apply to District Committees so far as the same are applicable.

17. ACCOUNTS

- a) The Executive Committee, advised by the Honorary Treasurer, shall comply with their obligations under those Charities Acts currently in force with regard to:
 - i) the keeping of accounting records for the Branch;
 - ii) the preparation of annual statements of accounts for the Branch;
 - iii) the auditing or independent examination of the said statements of accounts and their transmission to the Charity Commissioners;
 - iv) the preparation of an annual report and an annual return and their transmission to the Charity Commissioners.
- b) The Executive Committee shall send copies of the said statement of accounts and report to the Trustee Board of the CPRE.

18. BRANCH PROPERTY

The title to all freehold and leasehold property, and to all property within investment portfolios, may be acquired by or on behalf of the Branch and shall be vested in the Official Custodian for Charities.

19. ALTERATION OF THE CONSTITUTION

- a) Any alteration of this Constitution shall receive the assent of the Trustee Board of the CPRE, and not less than two-thirds of those members of the Branch voting at any General Meeting.
- b) Notice of any such alteration must be received by the Honorary Secretary in writing not fewer than 42 clear days before the meeting at which the alteration is to be proposed. At least 21 clear days' notice in writing of such meeting, setting out the terms of the alteration, shall be sent by the Honorary Secretary to each member of the Branch.
- c) No alteration shall be made which would have the effect of causing the Branch to cease to be a Charity at law.

20. DISSOLUTION

If the Executive Committee by a simple majority decides at any time that it is necessary or advisable to dissolve the Branch it shall call a General Meeting of the Branch of which not fewer than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such a decision shall receive the assent of not less than two thirds of those present and voting at the Meeting the Executive Committee shall have the power to realise any assets held by or on behalf of the Branch. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the CPRE.

21. NOTICES

Any notice may be served by the Honorary Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting.

CPRE Gloucestershire
www.cpreglos.org.uk