



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

1. NAME

The name of the Branch shall be "The Staffordshire Branch of the Campaign to Protect Rural England" (hereinafter called "the Branch"). (For the purposes of this document, "Staffordshire" includes all parts of the County prior to the 1974 reorganisation).

2. OBJECTS

The objects of the Branch shall be to promote and encourage for the benefit of the public the improvement, protection and preservation of the countryside of Staffordshire and its towns and villages and the better development of the rural environment.

3. POWERS

In furtherance of the said objects but not otherwise the Branch may:

- 3.1. Stimulate and educate public opinion on the foregoing topics.
- 3.2. 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.
- 3.3. Employ and pay a person or persons not being a member or members of the Executive Committee hereinafter mentioned to supervise, organise and carry on 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.
- 3.4. Undertake, execute, manage or assist any charitable trusts which may be undertaken, executed, managed or assisted by the Branch.
- 3.5. Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Branch.

- 3.6. Make regulations for any property which may be so acquired.
- 3.7. Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Branch.
- 3.8. Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary PROVIDED THAT in raising funds the Branch shall not undertake any permanent trading activities.
- 3.9. Invest the monies of the Branch not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 3.10. Form and dissolve District and other Committees and Sub-Committees in accordance with clause 8 hereof.
- 3.11. Do all such other lawful things as are necessary for the attainment of the said objects.

4. MEMBERSHIP

- 4.1. Membership of the Branch shall only be open to any individual or organisational member of the national Campaign to Protect Rural England registered charity no. 1089685 (hereinafter called "the CPRE") resident in Staffordshire or expressing a wish to be a member of the Branch who is interested in furthering the work of the Branch and who has paid the annual subscription as laid down from time to time by the CPRE.
- 4.2. The said Executive Committee (hereinafter called 'the Committee') shall have the right for such good and sufficient reason as it considers to be in the best interests of the Branch to recommend to the CPRE the termination of the membership of any individual or organisation PROVIDED THAT the individual member concerned or the individual representing such an organisation (as the case may be) shall have the right to be heard by the Trustee Board of the CPRE before a final decision is made by the CPRE whether or not to terminate the membership concerned.

5. NOMINATIONS

Nominations to the Annual General Meeting of the Branch of individuals for election as Honorary Officers or for approval or election (as the case may be) as members of the Committee pursuant to clause 7.3.2 and 7.3.3 hereof must be made in writing and must be in the hands of the Honorary Secretary at least 28 days before the Annual General Meeting of the Branch. Should nominations pursuant to clause 7.3.3 exceed vacancies, election shall be by ballot of those present at the Meeting and entitled to vote.

6. HONORARY OFFICERS

- 6.1. At the Annual General Meeting of the Branch, the Branch may elect a President and one or more Vice Presidents, and shall elect a Chairman, up to two Vice-Chairmen, an Honorary Treasurer, an Honorary Secretary, and such other Honorary Officers as the Committee shall decide.
- 6.2. All Honorary Officers elected by the Annual General Meeting of the Branch shall hold office until the conclusion of the next following Annual General Meeting of the Branch but shall be eligible for re-election PROVIDED THAT, subject to clause 6.3 no individual other than a Vice President 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 actually served in full). On the expiration of such period of six consecutive years a further period of one year must elapse before he\she is eligible for re-election.
- 6.3. For the post of Chairman where an individual has previously served on the Executive Committee in a capacity other than Chairman he/she may serve for a total term of up to nine years as long as the period as Chairman does not exceed six years.
- 6.4. The Committee shall have the power to fill casual vacancies amongst the Honorary Officers, other than that of President, and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Branch and shall be eligible for election at that meeting PROVIDED THAT the period of casual service before any such election shall be taken into account when calculating an individual's six yearly term of office as aforesaid.
- 6.5. The Chairman, Vice-Chairmen, Honorary Treasurer and Honorary Secretary shall be ex officio members of the Committee and of every other Committee or Sub-Committee of the Branch (except the said District Committees).
- 6.6. Only members of the Branch shall be eligible to serve as Honorary Officers.

7. EXECUTIVE COMMITTEE

- 7.1. The Committee shall be responsible for transacting the business of the Branch and for the conduct and administration of its affairs including dealing with resolutions passed to it by the relevant Regional Branch Group.
- 7.2. The members for the time being of the Committee shall be the Charity Trustees of the Branch and may serve only if not disqualified in law from so doing.
- 7.3. The Committee shall consist of:
 - 7.3.1. The Chairman and Vice-Chairmen are all ex officio.

- 7.3.2. Such persons nominated by the said District Committees in accordance with Clause 5 hereof as the Annual General Meeting may approve PROVIDED THAT not more than one person shall be nominated by each such Committee.
- 7.3.3. Such other persons nominated by members of the Branch in accordance with clause 5 hereof as the Annual General Meeting may elect PROVIDED THAT the number of such elected members shall not exceed ten.
- 7.4. The members of the Committee approved or 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-approval or re-election PROVIDED THAT no individual shall serve on the Committee whether as an ex officio approved or elected member or a combination of these for more than six consecutive years (whether or not all such years are actually served in full) subject to the provision in clause 6.3 above. On the expiration of such period of six consecutive years a further period of one year must elapse before he\she is eligible for re-approval or re-election.
- 7.5. In addition to the ex officio approved and elected members of the Committee the Committee may co-opt up to three further members who shall serve until the conclusion of the next following Annual General Meeting PROVIDED THAT the number of co-opted members shall not exceed one-third of the total membership of the Committee at the time of co-option.
- 7.6. Any casual vacancy in the Committee amongst (i) the members approved in accordance with clause 7.3.2 hereof may be filled up by the District Committee(s) concerned or (ii) the members elected in accordance with clause 7.3.3 hereof may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Branch and shall be eligible for approval or election (as the case may be) at that Meeting PROVIDED THAT the period of casual service before any such approval or election shall be taken into account when calculating an individual's six-yearly term of office as aforesaid.
- 7.7. The proceedings of the Committee shall not be invalidated by any failure to approve or elect or by any defect in the approval, election, nomination, co-option or qualification of any member.
- 7.8. No person shall serve as a member of the Committee unless he or she is, at the time of his or her election thereto, a member of the Branch.
- 7.9. The Chairman and Vice-Chairmen of the Branch shall be the Chairman and Vice-Chairmen of the Committee unless the Branch in General Meeting decides otherwise.
- 7.10. The Committee shall meet not fewer than six times each year. At any meeting of the Committee three members shall form a quorum.

- 7.11. A meeting may be held by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants. Any Committee participating at a meeting by suitable electronic means agreed by the Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- 7.12. The Committee shall have power to enter into agreements with other organisations for the formation of any joint committees calculated to promote the said objects.
- 7.13. 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 Committee subject to a report of such action being made to that meeting.
- 7.14. The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Branch and all its Committees and Sub-Committees including the said District Committees. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Branch in General Meeting and shall not be inconsistent with the provisions of this Constitution.
- 7.15. The Committee shall have power to fix the remuneration of all such staff (not being members of the Committee) as may in their opinion be necessary.
- 7.16. The Committee may appoint two of its members to represent the Branch at general meetings of the CPRE one of whom shall be a Voting Member of the CPRE (as defined) in the Articles of Association of CPRE.
- 7.17. A member of the Committee shall cease to hold office if he or she:
- 7.17.1. is absent without the permission of the Committee from all its meetings held within a period of six months and the Committee resolves that his or her office be vacated;
 - 7.17.2. is disqualified from acting as a charity trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 7.17.3. ceases to be a member of the Branch;
 - 7.17.4. in the written opinion, given to the Branch, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
 - 7.17.5. resigns as a charity trustee by notice to the Branch (but only if at least two charity trustees will remain in office when the notice of resignation is to take effect); or

- 7.17.6. 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;.
- 7.18. Any member of the Committee for the time being who is a solicitor, accountant or other person 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 Committee to act in a professional capacity on behalf of the Branch PROVIDED THAT at no time shall a majority of the members of the Committee benefit under this provision and that a member of the 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.
- 7.19. A charity trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Branch or in any transaction or arrangement entered into by the Branch which has not been previously declared, and absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Branch and any personal interest (including but not limited to any personal financial interest). Any charity trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.
- 7.20. Subject to sub-clause 7.21 of this clause, all decisions of the Committee, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
- 7.20.1. who is disqualified from holding office;
 - 7.20.2. who had previously retired or who had been obliged by this constitution to vacate office;
 - 7.20.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- 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 Committee at a quorate meeting.
- 7.21. Sub-clause 7.20 of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a

resolution of the Committee or of a committee of charity trustees if, but for sub-clause 7.20, the resolution would have been void, or if the charity trustee has not complied with clause 7.19.

8. DELEGATION OF COMMITTEE'S POWERS

- 8.1. The Committee may delegate any of its powers or the implementation of any of its resolutions or decisions to any Sub-Committee consisting of such persons as the Committee may determine PROVIDED THAT any such Sub-Committee shall nonetheless have power to co-opt up to one quarter more members.
- 8.2. When making any such delegation, the Committee shall specify the financial limits within which any Sub-Committee shall function.
- 8.3. The deliberations of any such Sub-Committee shall be reported regularly to the Committee and any resolution passed or decision taken by any such Sub-Committee shall be reported forthwith to the Committee and for that purpose every Sub-Committee shall appoint a secretary.
- 8.4. All delegations under this clause shall be revocable at any time.
- 8.5. Subject to clause 7.14 hereof the Committee may make such regulations and impose such terms and conditions and give such mandates to any such Sub-Committee as it may from time to time think fit.
- 8.6. For the avoidance of doubt the Committee may delegate (i) all or any decisions on local planning issues to the said District Committees and (ii) subject to clause 11.3 hereof all or any financial matters to any other Sub-Committee.
- 8.7. Notwithstanding any other provision of this clause FIRSTLY no meeting of any Sub-Committee constituted in accordance with sub-clause 8.6 of this clause shall be quorate unless at least one member of the Committee shall be present and SECONDLY no resolution of any such Sub-Committee shall be passed unless the member or members of the Committee present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the Sub-Committee as a whole.
- 8.8. The meetings and proceedings of any Sub-Committee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any regulations made by the Committee.

9. GENERAL MEETINGS OF THE BRANCH

- 9.1. All members of the Branch shall be entitled to vote at General Meetings of the Branch.

- 9.2. At any General Meeting of the Branch ten persons entitled to vote thereat shall form a quorum.
- 9.3. 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 and to the said District Committees. 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.
- 9.4. The Chairman or, in his or her absence, one of the Vice-Chairmen or another 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.
- 9.5. A General Meeting of the Branch may be convened at any time (subject to the notice prescribed in clause 9.3 hereof) by the Committee or on the request of 40 or more members, such request to be communicated to the chairman of the Committee over the signatures of the members requesting the meeting.
- 9.6. Save as otherwise herein provided all questions arising at any General Meeting of the Branch shall be decided by simple majority of those present (either in person or by proxy) and voting thereat (or by post pursuant to clause 9.9). 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.
- 9.7. Minute books shall be kept by the Committee, the said District Committees and all other Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
- 9.8. Votes may be cast for a member by another member who has been instructed to vote on their behalf provided a Proxy Voting Form has been filled out and signed by the absent member. The Proxy Voting Form must also clearly identify the member who is being appointed to cast a proxy vote, and either state clearly how the vote is to be cast (ie whether for or against the resolution), or must state that the vote is to be cast at the discretion of the proxy nominee.
- 9.9. 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.

10. ANNUAL GENERAL MEETING

- 10.1. There shall be an Annual General Meeting of the Branch which shall be held in the month of September in each year or not more than 15

months after the previous such meeting, at such time and place as the Committee shall decide.

- 10.2. The business to be transacted at the Annual General Meeting of the Branch shall include:

10.2.1. Receipt of the annual statement of account and report presented by the Committee in accordance with clause 12 hereof.

10.2.2. The election of Honorary Officers.

10.2.3. The approval or election (as the case may be) of members to serve on the Committee.

10.2.4. Consideration of such other matters as may from time to time be necessary.

11. FINANCE

- 11.1. The 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 said objects PROVIDED THAT nothing herein contained shall prevent (i) any payment in good faith in accordance with clauses 3.3 and 7.15 and 7.18 hereof or (ii) the repayment to members of the Committee or any other Committee or Sub-Committee of the Branch of reasonable out of pocket expenses properly and necessarily incurred.

- 11.2. A bank account shall be opened in the name of the Branch at a bank to be nominated by the Committee.

- 11.3. The Committee shall nominate and authorise in writing 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 PROVIDED THAT (i) all payments shall be authorised by at least one Honorary Officer and (ii) all payments above a certain limit (to be determined from time to time by the Committee) shall also be authorised by at least one other member of the Committee. All payments must be authorised by not fewer than two of the authorised signatories. Cheques must be printed so as to show that the Branch is a registered charity.

12. ACCOUNTS

- 12.1. The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re enactment or modification of that Act) with regard to:

12.1.1. The keeping of accounting records for the Branch;

- 12.1.2. The preparation of annual statements of account for the Branch;
 - 12.1.3. The auditing or independent examination (as the case may be) of the said statements of accounts and their transmission to the Charity Commissioners; and
 - 12.1.4. The preparation of an annual report and an annual return and their transmission to the Charity Commissioners.
- 12.2. The Committee shall present each year to the Annual General Meeting of the Branch the said statement of account and report and shall send copies thereof to the Trustee Board of the CPRE.

13. BRANCH PROPERTY

- 13.1. The title to all freehold and leasehold property which may be acquired by or on behalf of the Branch shall be vested in the Official Custodian for Charities or in not fewer than three or more than five individual persons (not being members of the Committee).
- 13.2. The title to all investments acquired by or on behalf of the Branch shall be vested either in a corporation entitled to act as custodian trustee or in not fewer than three individuals (not being members of the Committee) appointed by the Committee as holding trustees (who may be removed by the Committee and shall act in accordance with the lawful directions of the Committee). Provided they act only in accordance with such lawful directions, the holding trustees shall not be personally liable for the acts and defaults of the Committee.
- 13.3. If a corporation entitled to act as custodian trustee has not been appointed in accordance with the preceding subclause, the Committee may permit any investments acquired by or on behalf of the Branch to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Committee and may pay such nominee reasonable and proper remuneration for acting as such.

14. ALTERATION OF THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of (a) the Trustee Board of the national CPRE, charity number 1089685, and (b) not fewer than two-thirds of those members of the Branch for the time being whether individual or representative present and voting at any General Meeting PROVIDED THAT notice of any such alteration shall have been 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 forth the terms of the alteration, shall be sent by the Honorary Secretary to each member of the Branch PROVIDED THAT no alteration shall

be made which would have the effect of causing the Branch to cease to be a Charity at law.

15. DISSOLUTION

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise 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 fewer than two thirds of the persons entitled to vote in accordance with clause 9.1 hereof present and voting at the Meeting the 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.

16. NOTICES

16.1. Any notice required by this Constitution to be given to or by any person must be:

16.1.1. in writing; or

16.1.2. given using electronic communications.

16.2. The Branch may give any notice to a member either:

16.2.1. personally; or

16.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or

16.2.3. by leaving it at the address of the member; or

16.2.4. by giving it using electronic communications to the member's address.

16.3. A member who does not register an address with the Branch or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Branch.

16.4. A member present in person at any meeting of the Branch shall be deemed to have received notice of the meeting and of the purposes for which it was called.

16.5.

16.5.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

16.5.2. Proof that a notice contained in an electronic communication was sent in accordance with guidance

issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

- 16.5.3. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

This constitution was adopted at the Branch Annual General Meeting on the 9th December 2020.

Certified by: Mrs Mary Booth, BA MSc, Chairman..

APPENDIX 1

1. The Branch may, if the charity trustees so decide, 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.
2. The charity trustees must appoint at least two persons independent of the Branch to serve as scrutineers to supervise the conduct of the postal / email ballot and the counting of votes.
3. If postal and / or email voting is to be allowed on a matter, the Branch must send to members of the Branch not less than 21 days before the deadline for receipt of votes cast in this way:
 - 3.1. a notice by email, if the member has agreed to receive notices in this way under clause 23 (Use of Electronic Communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the Branch, containing details of the resolution being put to a vote or, of the candidates for election, as applicable;
 - 3.2. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
4. The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to "The Scrutineers for CPRE Staffordshire"; at the Branch's principal office or such other postal address as is specified in the voting procedure.
5. The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
6. Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
7. The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
8. The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
9. For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off

and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

10. Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
11. The scrutineers must not disclose the result of the postal / email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
12. Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
13. Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the Branch. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.