

RESOLUTION TO AMEND THE CONSTITUTION OF THE LONDON BRANCH OF THE CPRE

1. At its meeting in March the Executive Committee agreed to put the following relatively minor amendments to the Constitution of CPRE London to the AGM in 2018. As required the proposed amendments were approved by CPRE National Office in September last year and they suggested the additional amendments. We have also sought the approval of the Charity Commission to these changes which they have indicated are acceptable under charity law. Clauses 1 (Name), 2 (Objects), 5 (Nominations), 8 (Delegation), 9, (General Meetings), 10 (AGM), 12 (Accounts), 13 (Branch property), 14 (Alteration of Constitution), 15 (Dissolution) will remain unchanged.

2. The current wording of the Constitution is in *italics* below and, in summary, the proposed amendments are to:

- change the name of the Executive Committee to Trustee Board to align with current charity practice.
- extend the maximum term of trustees and honorary officers from 5 to 6 years to align with CPRE National Trustee terms and allow greater continuity in Board membership.
- enable the removal of Trustees in a wider range of circumstances, eg. due to legal disqualification of physical or mental incapacity.
- require Trustees to make declarations of interest in line with Charity Commission requirements.
- make provision for electronic communications, including voting by email and financial payments, to bring us in line with contemporary practice.
- make a number of other minor amendments to wording for accuracy and consistency.

3. The meeting is invited to consider and vote upon the following resolution(s) to amend the Constitution of CPRE London accordingly.

CLAUSE 3 – POWERS

That clause 3 (a) be amended to read:

Encourage urban regeneration and improvement of the environment thereby reducing pressure for developments in the London Green Belt, green spaces, and the countryside.

(Current wording: Encourage urban regeneration and improvement of the environment thereby reducing pressure for developments in the countryside.)

That clause 3 (f) be amended to read:

Employ and pay a person or persons not being a member or members of the Trustee Board hereinafter mentioned 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 the employees and their widows/widowers and other dependents.

(Current wording: Employ and pay a person or persons not being a member or members of the Executive Committee hereinafter mentioned 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 the employees and their widows/widowers and other dependents.)

That clause 3 (m) be amended to read:

Form and dissolve Committees and Sub-Committees in accordance with clause 8 hereof

(Current wording: Form and dissolve District and other Committees and Sub-Committees in accordance with clause 8 hereof.)

CLAUSE 4 - MEMBERSHIP

That clause 4 (b) be amended to read:

The Trustee Board of the Branch (hereinafter called "the Trustee Board") 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 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 CPRE before a final decision is made by CPRE whether or not to terminate the membership concerned.

(Current wording: The Executive Committee of the Branch shall have the right for good and sufficient reason 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 Executive Committee of the CPRE before a final decision is made.)

CLAUSE 6 - HONORARY OFFICERS

That clause 6 (b) be amended to read:

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 no individual other than a President or 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.

(Current wording: 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 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 five consecutive years (whether or not all such years are actually served in full). On the expiration of such period of five consecutive years a further period of one year must elapse before he/she is eligible for re-election.)

That clause 6(c) be added:

For the post of Chairman where an individual has previously served on the Trustee Board 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.

CLAUSE 7 - EXECUTIVE COMMITTEE

That the title of clause 7 be amended to: Trustee Board

That clause 7 (c) be amended to read:

The Trustee Board shall consist of:

- (i) The Chairman, Vice-Chairmen, Honorary Secretary, and Honorary Treasurer all *ex-officio*.
- (ii) 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

five.

(Current wording: The Executive Committee shall consist of:

- (i) The Chairman, Vice-Chairmen, Honorary Secretary, and Honorary Treasurer all ex-officio.*
- (ii) 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 be nominated by each such Committee.*
- (ii) 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 five.)*

That clause 7 (d) be amended to read:

The members of the Trustee Board 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 Trustee Board whether 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). 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.

(Current wording The members of the Executive 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 Executive Committee whether an ex-officio, approved or elected member or a combination of these for more than five consecutive years (whether or not all such years are actually served in full). On the expiration of such period of five consecutive years a further period of one year must elapse before he/she is eligible for re-approval or re-election.)

That a new clause be added after 7 (j) as follows:

A meeting may be held by suitable electronic means agreed by the Trustee Board in which each participant may communicate with all the other participants. Any member participating at a meeting by suitable electronic means agreed by the Trustee Board 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.

That clause 7 (p) be amended to read:

A member of the Trustee Board shall cease to hold office if he or she:

- (i) is absent without permission of the Trustee Board from all its meetings held within a period of six months and the Trustee Board resolves that his or her office be vacated;
- (ii) 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);
- (iii) ceases to be a member of the Branch;
- (iv) is 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;
- (v) 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
- (vi) 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.

(Current wording: A member of the Executive Committee shall cease to hold office if he or she: is absent

without permission of the Executive Committee from all its meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated.)

That clause 7 (r), (s) and (t) be added as follows:

- (r) A member of the Trustee Board 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 Trustee Board 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 member of the Trustee Board 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 Trustee Board on the matter.
- s) Subject to sub-clause 7 t) of this clause, all decisions of the Trustee Board, or of a Committee of the Trustee Board:
 - (i) who is disqualified from holding office;
 - (ii) who had previously retired or who had been obliged by this Constitution to vacate office;
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,if, without the vote of that member and that member being counted in the quorum, the decision has been made by a majority of the Trustee Board at a quorate meeting.
- t) Sub-clause 7 s) of this clause does not permit a member of the Trustee Board to keep any benefit that may be conferred upon him or her by a resolution of the Trustee Board or of a Committee of the Trustee Board if, but for sub-clause 7 s), the resolution would have been void, or if the member of the Trustee Board has not complied with clause 7 r).

CLAUSE 9 - GENERAL MEETINGS OF THE BRANCH

That the following clauses be added after 9 (g) as follows:

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 (i.e. whether for or against the resolution), or must state that the vote is to be cast at the discretion of the proxy nominee.

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.

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 Campaign to Protect Rural England, London"; 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.

CLAUSE 11 - FINANCE

That clause 11 (c) be amended to read:

The Trustee Board shall nominate and authorise in writing Honorary Officers and staff to authorise cheques

(i) all payments shall be authorised by at least one Honorary Officer; and

- (Current wording: The Executive Committee shall nominate and authorise in writing Honorary Officers and staff to sign cheques on behalf of the Branch including by using internet banking or other electronic authentication methods PROVIDED THAT:*

- ## CLAUSE 16 - NOTICES

a) Any notice required by this Constitution to be given to or by any person must be:

- This Constitution was adopted on the _____ day of _____ by the persons whose signatures appear at the bottom of this document.

Neil Sinden, Director 27/04/18