

## **Constitution of CPRE Norfolk (the Norfolk Branch of the Campaign to Protect Rural England)**

### **1. Name**

The name of the Branch shall be 'CPRE Norfolk' hereinafter called 'the branch' and also known as "The Norfolk Branch of the Campaign to Protect Rural England'

### **2. Objects**

The objects of the Branch shall be to promote and encourage for the benefit of the public the protection and enhancement of the countryside of Norfolk and its towns and villages and the better appreciation of the local rural environment and its character.

### **3. Powers**

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

- a) Stimulate and educate public opinion on the foregoing topics.
- b) 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.
- c) 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.
- d) Undertake, execute, manage or assist any charitable trusts which may be undertaken, executed, managed or assisted by the Branch.
- e) 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.
- f) Make regulations for any property which may be so acquired.
- g) 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
- h) 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.
- i) 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.

- j) Form and dissolve District and other Committees and Subcommittees in accordance with clause 8. hereof.
- k) Do all such other lawful things as are necessary for the attainment of the said objects.

#### 4. **Membership**

- a) Membership of the Branch shall only be open to any individual or organisational member of the Campaign to Protect Rural England (hereinafter called "the CPRE") resident in Norfolk 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.
- b) The Executive Committee, as described in clause 7 and hereinafter called "the 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 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.

#### 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 c) ii. and iii. hereof must be made in writing and must be in the hands of the Honorary Secretary at least 21 days before the Annual General Meeting of the Branch. Should nominations pursuant to clause 7 c) iii. exceed vacancies, election shall be by ballot of those present at the Meeting and entitled to vote.

#### 6. **Honorary Officers**

- a) 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 Secretary, an Honorary Treasurer, and such other Honorary Officers as the Committee shall decide.
- b) 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 c), no individual other than a Vice President shall serve as an Honorary Officer [e.g. Honorary Secretary, Honorary Treasurer](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.
- c) 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.
- d) 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.
- e) The Chairman, Vice-Chairmen, Honorary Treasurer and Honorary Secretary shall be ex officio members of the Exec Committee and two of these officers should be members of every other Committee or Subcommittee of the Branch.
- f) Only members of the Branch shall be eligible to serve as Honorary Officers.

## 7. **Executive Committee**

- a) 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.
- b) 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.
- c) The Committee shall consist of:
  - i. The Chairman, Vice-Chairmen, Honorary Treasurer and Honorary Secretary all ex officio.
  - ii. Such persons nominated by any other Committees and Subcommittees and affiliated organisational members (which pre-exist the date of the Annual General Meeting) 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 and the number of such elected members shall not exceed five.
  - iii. 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 and any shortfall in elected members in any year under clause 7 c)(ii) above may be filled with additional members under this clause.
- d) 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.
- e) Any casual vacancy in the Committee amongst (i) the members approved in accordance with clause 7 c)(ii) hereof may be filled up by the Committee(s) concerned or (ii) the members elected in accordance with clause 7 c)(iii) 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.
- f) 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.
- g) 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
- h) 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.
- i) The Committee shall meet not fewer than four times each year. At any meeting of the Committee five members shall form a quorum.
- j) 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.
- k) The Chairman, Honorary Secretary and one other Honorary Officer 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.

- l) The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Branch and all its Committees and Subcommittees including the said 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.
- m) 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.
- n) The 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 Committee shall cease to hold office if he or she 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.
- p) 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.

#### 8. **Delegation of Committee's powers**

- a) The Committee may delegate any of its powers or the implementation of any of its resolutions or decisions to any Subcommittee consisting of such persons as the Committee may determine PROVIDED THAT any such Subcommittee shall nonetheless have power to co-opt up to one quarter more members.
- b) When making any such delegation, the Committee shall specify the financial limits within which any Subcommittee shall function.
- c) The deliberations of any such Subcommittee shall be reported regularly to the Committee and any resolution passed or decision taken by any such Subcommittee shall be reported forthwith to the Committee and for that purpose every Subcommittee shall appoint a Secretary.
- d) All delegations under this clause shall be revocable at any time.

Subject to clause 7 m) hereof the Committee may make such regulations and impose such terms and conditions and give such mandates to any such Subcommittee as it may from time to time think fit.

- f) For the avoidance of doubt the Committee may delegate (i) all or any decisions on local planning issues to the said Committees and (ii) subject to clause 11(c) hereof all or any financial matters to any other Subcommittee.
- g) Notwithstanding any other provision of this clause FIRSTLY no meeting of any Subcommittee constituted in accordance with sub-clause f) (ii) of this clause shall be quorate unless at least one member of the Committee shall be present and SECONDLY no resolution of any such Subcommittee 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 Subcommittee as a whole.

- h) The meetings and proceedings of any Subcommittee 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**

- 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 15 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 and to the said 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.
- d) 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.
- e) An Extraordinary General Meeting of the Branch may be convened at any time (subject to the notice prescribed in clause 9 c) 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.
- f) Save as otherwise herein provided all questions arising at any General Meeting of the Branch shall be decided by simple majority of those present and voting thereat. 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.
- g) Minute books shall be kept by the Committee and all other Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

**10. Annual General Meeting**

- a) There shall be an Annual General Meeting of the Branch which shall be held annually and not more than 15 months after the previous such meeting, at such time and place as the Committee shall decide.
- b) The business to be transacted at the Annual General Meeting of the Branch shall include:
  - i. Receipt of the annual statement of account and report presented by the Committee in accordance with clause 12 hereof.
  - ii. The election of Honorary Officers.
  - iii. The approval or election (as the case may be) of members to serve on the Committee.
  - iv. Consideration of such other matters as may from time to time be necessary.

**11. Finance**

- a) 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 c) and 7 n) and q) hereof or (ii) the repayment to members of the Committee or any other Committee or Subcommittee of the Branch of reasonable out of pocket expenses properly and necessarily incurred.

- b) A bank account shall be opened in the name of the Branch at a bank to be nominated by the Committee.
- c) 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 FGP 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

- a) The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to:
  - i. The keeping of accounting records for the Branch;
  - ii. The preparation of annual statements of account for the Branch;
  - iii. The auditing or independent examination (as the case may be) of the said statements of accounts and their transmission to the Charity Commissioners; and
  - iv. The preparation of an annual report and an annual return and their transmission to the Charity Commissioners.
- b) The Committee shall present each year to the Annual General Meeting of the Branch the said statement of account and report and shall send a copy thereof to the Executive Committee of the CPRE.

## 13. Branch property

- a) 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).
- b) 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.
- c) If a corporation entitled to act as custodian Trustee has not been appointed in accordance with the preceding sub clause, 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 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 less than two thirds of the persons entitled to vote in accordance with clause 9 a) 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**

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 postal or email address in the United Kingdom and any letter or email so sent shall be deemed to have been received within ten days of posting.

This Constitution was adopted on the Thirtieth day of May 2019 by the persons whose signatures appear at the bottom of this document.