

**The Companies Act 2006**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

CPRE Lancashire, Liverpool City Region and Greater Manchester

**Registered Charity No. 1107376  
Company No. 05291461**

**1. NAME OF CHARITY AND MEANING OF WORDS**

- 1.1. The name of the charity ("CPRE Lancs") is "CPRE Lancashire, Liverpool City Region and Greater Manchester".
- 1.2. In these Articles the words in bold below shall bear the meaning set out below them respectively if not inconsistent with the subject or context:

**"Act"**

The Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to CPRE Lancs;

**"Annual report"**

The Annual Report of CPRE Lancs for the immediately prior 12 month accounting period (and complying with SORP) together comprising the Report of the Trustees, the Independent Examiner's Report, the Detailed Statement of Financial Activities and the Balance sheet;

**"Articles of Association"**

These Articles of Association of CPRE Lancs;

**"Board "**

The directors for the time being of CPRE Lancs (each of whom is de facto a charity trustee of CPRE Lancs);

**"Charities Legislation"**

The Charities Act 2011, the Charities (Accounts and Reports) Regulations 1995, 2000 and 2008, and any other charities legislation or regulation which applies to CPRE Lancs and any modification or re-enactment of them or addition to them 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, registered charity no.1089685;

**“CPRE Board”**

The directors and charity trustees of CPRE;

**“CPRE Lancs”**

The above-named company;

**“director”**

A director (and de facto trustee) for the time being of CPRE Lancs;

**“Independent Examiner”**

The examiner appointed by the Board (being independent and not being a member of the Board) and being a member of one of the accountancy bodies listed in the appendix to the Charities Act 2011;

**“in writing”**

Written, printed or any other mode of representing or reproducing words in a visible form including by electronic mail (“email”) (to the extent legally permissible), or partly one and partly another but excluding by mobile telephone text message (SMS);

**“member”**

A duly registered member of CPRE Lancs;

**“Month”**

Calendar month;

**“Objects”**

As defined in Article 3;

**“Office”**

The registered office of CPRE Lancs;

### **“Previous CPRE Lancs”**

The unincorporated charity known as Lancashire branch of the Campaign to Protect Rural England (registered charity no. 221244);

### **“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;

### **“Register of Members”**

The register of members of CPRE Lancs showing their name, postal and/or email address and dates of becoming a member and ceasing to be a member;

### **“SORP”**

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

### **“Taxable Trading”**

Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

### **“United Kingdom”**

Great Britain and Northern Ireland;.

- 1.3. 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.
- 1.4. Subject to the above, any words or expressions defined in the Act or any statutory modification of it in force at the date on which the Articles come into force CPRE Lancs shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
- 1.5. These Articles exclude any model articles created under the Act, including under section 19 of the Companies Act 2006.

## **2. REGISTERED OFFICE**

The registered office of CPRE Lancs will be in England.

### 3. OBJECTS

- 3.1. The objects for which CPRE Lancs is established ("the Objects") are to promote and encourage for the benefit of the nation the improvement and protection of the countryside of Lancashire, Liverpool City Region and Greater Manchester (excluding Stockport, Trafford and Wirral) and its towns and villages and the better development of its rural environment

### 1. POWERS

- 1.1. In furtherance of the Objects but not further or otherwise CPRE Lancs shall have the following powers:
- 1.1.1. to take over the activities and assets and liabilities of the Previous CPRE Lancs;
  - 1.1.2. to support the Campaign to Protect Rural England ("CPRE");
  - 1.1.3. to stimulate and educate public opinion;
  - 1.1.4. to 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 its landscape, the rural environment and urban parks;
  - 1.1.5. to commission, create, produce, print, publish or distribute written, artistic, film, video, audio or computer material of any kind;
  - 1.1.6. to organise, promote or contribute to courses, lectures, exhibitions, conferences and other events or programmes;
  - 1.1.7. to promote or undertake study or research and disseminate the results of such research;
  - 1.1.8. to purchase, lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which CPRE Lancs may think necessary for the promotion of the Objects;
  - 4.1.9 to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings, land or erections necessary for or conducive to the Objects subject to such consents as may be required by law.
  - 4.1.10 to exchange, lease, mortgage, charge, sell, grant rights and privileges in respect of or otherwise deal with any of the property, funds and rights of CPRE Lancs as may be necessary or conducive to the Objects (subject to the law4.1.10 to raise funds and to invite and receive contributions or grants from any person or persons whatsoever by way of subscription, donation and otherwise including carrying on trade but not by means of Taxable Trading;
  - 4.1.11 to enter into contracts;

4.1.12 to draw, make, accept, endorse, discount, execute and issue financial instruments and to operate bank accounts (including internet bank accounts) in the name of CPRE Lancs;

4.1.13 to appoint, employ, or otherwise engage such staff, servants, professional or other advisers and other persons as are considered necessary for the attainment of the Objects and to fix and pay the remuneration of them for their services and

4.1.14. to make all reasonable and necessary provision for the payment of pensions, superannuation and other benefits to such persons and their dependants;

4.1.15 subject to the law to borrow or raise money for the purposes of CPRE Lancs on such terms and on such security as may be thought fit;

4.1.16 to invest the moneys of CPRE Lancs not immediately required for its purposes in such investments, securities or property as may be thought fit, in its absolute discretion and to accumulate and set aside funds for special purposes or as reserves;

4.1.17 to delegate the management of investments to proper and competent persons in accordance with the Articles and to arrange for investments or other property of CPRE Lancs to be held by a corporate body as nominee;

4.1.18 to act as trustee or manager of any property, endowment, bequest or gift;

4.1.19 to act as trustee or nominee for charities in general and undertake and execute any charitable trusts CPRE Lancs which may be necessary or conducive to the Objects;

4.1.20 in the furtherance of the Objects:

4.1.20.1 to establish, support or aid in the establishment or support of any charitable trusts, associations or institutions, or any other body;

4.1.20.2 to amalgamate, affiliate or co-operate with any trust association, institution, voluntary body or other body, and to exchange information and advice with them;

4.1.20.3 to establish, promote and otherwise assist any limited company or companies, or other bodies, for the purpose of acquiring property or undertaking trading, and to establish the same either as wholly-owned subsidiaries of CPRE Lancs or jointly with other persons or bodies and to finance such limited company or other body by way of loan, share subscription or other means;

4.1.20.4 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements and

4.1.20.5 to make grants, subscribe or guarantee money and give or receive guarantees or indemnities for charitable purposes in any way connected with the purposes of CPRE Lancs or calculated to further the Objects.

4.1.21 to pay CPRE Lancs the costs, charges and expenses of and incidental to the formation of CPRE Lancs and its registration as a charity;

4.1.22 to apply any part of the capital or income of CPRE Lancs on such terms as may be thought fit, in its absolute discretion;

4.1.23 to indemnify any director against any personal liability in respect of any:

4.1.23.1 breach of trust or breach of duty committed by them in their capacity as director or charity trustee of CPRE Lancs;

4.1.23.2. negligence, default, breach of duty or breach of trust committed by them in their capacity as directors, trustees or officers of CPRE Lancs or of any body corporate carrying on any activities on behalf of CPRE Lancs ; and

4.1.23..3 liability to make contributions to the assets of CPRE Lancs in accordance with section 214 of the Insolvency Act 1986

and to purchase to that end indemnity insurance subject to Article 4.1.24 below.

4.1.24 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law:

4.1.24.1 The Board may purchase and maintain indemnity insurance at the expense of CPRE Lancs for the benefit of any relevant director in respect of any relevant loss. Subject to Article 4.1.25 below, any indemnity insurance obtained in furtherance of Article 4.1.23 above must exclude the provision of an indemnity for a person in respect of:

4.1.24.41.1 any liability incurred by a director to pay a fine in criminal proceedings, or a sum payable to a regulatory authority in respect of non-compliance with any requirement of a regulatory nature (however arising);

4.1.24.1..2 any liability incurred by a director in defending any criminal proceedings in which he is convicted or

4.1.24.1.33 any liability incurred by a director to CPRE Lancs arising out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of CPRE Lancs or in the case of which he did not care whether it was in the interests of CPRE Lancs or not.

4.1.25 Subject to Article 0 below, any insurance further to Article 4.1.23 shall not extend to any liability of a director arising from his knowledge prior to the insolvent liquidation of CPRE Lancs (or from reckless failure to acquire that knowledge) that there was no reasonable prospect that CPRE Lancs would avoid going into insolvent liquidation;

4.1.26 to purchase any additional indemnity insurance cover for the benefit of directors that is permitted by law from time to time;

4.1.27 to provide or promote services, education, training, consultancy, advice, support, counselling, guidance, grants scholarships, awards or materials in kind;

4.1.28 to promote and advertise the activities of CPRE Lancs;

4.1.29 to co-operate with and enter into any arrangements or contracts with any governments, authorities, person, company or association;

4.1.30 subject to the Charities Legislation, to insure on such terms as are thought fit any risks arising from the activities of CPRE Lancs, and to insure the officers of CPRE Lancs (other than the directors) for and against all risks incurred in the performance of their duties and

4.1.31 to do all such other lawful things as are necessary or conducive to the attainment of the Objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.

## **2. USE OF INCOME AND PROPERTY AND ALLOWED PAYMENTS**

5.1 The income and property of CPRE Lancs shall be applied solely towards the promotion of the Objects. Subject to Article 5.2 below no part of it shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any one or more of the members of CPRE Lancs or any one or more directors. No director shall receive any salary, fee, remuneration or other benefit in money or money's worth from CPRE Lancs except as permitted by law.

5.2 CPRE Lancs acting in good faith may pay:

5.2.1 reasonable and proper remuneration to any member, officer or employee of CPRE Lancs (not being a director) in return for any services rendered, or goods supplied to CPRE Lancs; or

5.2.2 reasonable and proper remuneration to a director or any person associated with such director for any services rendered, or goods supplied, to CPRE Lancs permitted by Charities Legislation PROVIDED that:

5.2.2.1 at no time shall a majority of the directors benefit under the provisions of Article 5.2.1 or 5.2.2 above;

5.2.2.2 such director shall withdraw from any meeting at which the remuneration referred to in Article 5.2.1 or 5.2.2 above or that of his or her associate further to Article 5.2.2 above is discussed. For the avoidance of doubt such director shall not vote on any matter relating to the provisions of Article 5.2.1 or 5.2.2 above and

5.2.2.3 no resolution to approve such remuneration shall be effective unless it is passed at a meeting of the Board.

5.2.3 interest at a reasonable and proper rate on money lent to CPRE Lancs by any director; or

5.2.4 reasonable and proper rent for premises let to CPRE Lancs by a director; or

5.2.5 reimbursement of reasonable out-of-pocket expenses incurred by a director, committee member, officer or employee of CPRE Lancs in or about the affairs of CPRE Lancs; or

5.2.6 fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1% of the issued share capital of that company; or

5.2.7 indemnity insurance premiums in accordance with the terms of Article 5.1.22 above; or

5.2.8 any payment to a director under the indemnity provisions in Articles 5.1.22, 5.1.23 and 5.1.24 above

PROVIDED THAT no director shall vote on or be present during the discussion of or voting on any decision to borrow money from, pay rent to, make a payment to or give any remuneration or a benefit to that director other than the approval of any permitted indemnity insurance or the payment to a director where such payment is to be made to a majority of the directors..



## **6. ALTERATIONS TO THE ARTICLES**

6.1 No alterations shall be made to the Articles unless:

.6.1.1 required by CPRE and passed by a special resolution of the members (either at a General Meeting or by written resolution) or

.6.1.2. (1) approved by CPRE and (2) proposed by the Board (a simple majority of whom at a Board meeting having decided to propose such a resolution to the members) and (3) passed as a special resolution of the members (either at a General Meeting or written resolution).

For a special resolution at a General Meeting to be valid, 14 clear days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice. For a written resolution to be valid it must be passed in accordance with the Articles.

6.2 No alteration to the Articles may be made which would cause CPRE Lancs to cease to be a charity in law.

6.3 No alteration to the Articles may be made to the charitable objects of CPRE Lancs or which directs the application of property on dissolution, or which gives any benefit to one or more directors without the Charity Commission's prior written approval where that is required by law.

6.4 The Charity Commission and Companies House must be informed of alterations and provided with an amended copy of the Articles, and all future copies of the Articles issued must contain the alterations.

## **7. LIMITED LIABILITY**

The liability of the members is limited.

## **8 GUARANTEE BY MEMBERS OF CPRE LANCS**

Every member undertakes to contribute to the assets of CPRE Lancs (in the event of the same being wound up while he is a member, or within one year after he ceases to be a member), for payment of the debts and liabilities of CPRE Lancs (where the member ceases to be a member contracted before he ceased to be a member), of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

## **MEMBERS**

## **9 MEMBERSHIP**

9.1 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 bye-laws made under Article 51 shall be the members subject to Article 12.

9.2 No person shall be admitted as a member unless he is a member of CPRE.

9.3 The members or where a member is a corporation, its duly authorised representative, shall sign a written consent to become a member.

9.4 The Board shall admit to membership:

9.4.1 such members of CPRE as are resident in Lancashire, Liverpool City Region or Greater Manchester 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

9.4.2 such members of CPRE who reside outside Lancashire, Liverpool City Region or Greater Manchester but who have been assigned by CPRE to CPRE Lancs .

## **10. REGISTER OF MEMBERS**

10.1 CPRE Lancs must maintain the Register of Members.

10.2 Subject to any restrictions permitted by the Act, the Register of Members is available for inspection by the members of CPRE Lancs without charge. Any other person on payment of a fee (subject to a maximum fee imposed by law) prescribed by CPRE Lancs may inspect the Register of Members. Where a non-member seeks to inspect the Register of Members, within five working days the Branch must either comply with the request or apply to the Court for permission not to comply with the request.

## **11. SUBSCRIPTIONS**

CPRE shall determine from time to time the rate of subscription payable by each member Such subscription shall be shared between CPRE and CPRE Lancs in such proportions as CPRE thinks fit. No other subscription shall be payable by any member to CPRE Lancs or to CPRE.

## **12. ENDING OF MEMBERSHIP**

12.1 A person shall forthwith cease to be a member (provided always that at least one member of CPRE Lancs remains on the Register of Members ) if he :

12.1.1 is removed by resolution of, or removed by notice in writing to the Office signed by a majority of the directors;

12.1.2 if by notice in writing to the Office or CPRE he resigns his membership;

12.1.3 ceases for any other reason to be a member of CPRE or

12.1.4 if under Article 9.4.1 he or she has elected to be assigned to another branch of CPRE.

If a member is removed under Article 12.1 he (or being a corporation its duly authorised representative) shall have the right to require the Board to procure that he shall have the right to make representations in person to a meeting of the Board.

## **DISTRICTS**

### **13. DISTRICT GROUPS**

13.1 The Board shall have power to approve the formation and continuance of one or more district groups ("District Group") in defined geographical areas of Lancashire, Liverpool City Region and Greater Manchester and for the promotion of CPRE Lancs' Objects. Such District Group shall be a sub-committee of the Board under Article 35. The rules of a District Group and any alteration to them shall be determined by the members of such District Group subject to approval by the Board which may require amendment to them from time to time after consultation with such District Group.

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

## **REGIONS**

### **14. REGIONAL GROUPS**

CPRE Lancs will co-operate in the operation and activity of such Regional Groups as CPRE may from time to time determine.

## **GENERAL MEETINGS**

### **15. ANNUAL GENERAL MEETINGS**

15.1 CPRE Lancs 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 Board, and shall specify the meeting as such in the notice calling it. If CPRE Lancs 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.

15.2 The business to be transacted at an Annual General Meeting shall be the consideration of the accounts and the reports of the Board and of the Independent Examiner (if any), the

appointment of the Independent Examiner (where necessary), and the election of honorary officers and directors of the Board .

## **16. OTHER GENERAL MEETINGS**

16.1 All General Meetings, other than Annual General Meetings, shall be called General Meetings.

16.2 The Board may whenever it thinks fit convene a General Meeting. A General Meeting shall also be convened on the requisition of the lower of either forty members or one tenth of the members entitled to attend and vote at such meeting (or a lower percentage where permitted by the Act).

## **17. CALLING OF GENERAL MEETINGS**

17.1 Subject to Article 17.2 below at least fourteen clear days' notice in writing of every General Meeting, shall be given to the members, the District Groups, the staff and contractors of CPRE Lancs and to the Independent Examiner (where appointed);

17.2 notwithstanding Article 17.1 above, with the consent of 90% of the members having the right to attend and vote at the meeting, a meeting may be convened by such shorter period of notice as those members may think fit;

17.3 the notice of all General Meetings must include particulars of the business to be transacted and, in the case of a special resolution, the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise the members' rights to attend, speak and vote at the meeting.

17.4 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 of it shall not invalidate any resolutions passed, or proceeding , at that meeting.

17.5 The business to be transacted at any General Meeting shall include items brought forward by the Board for the purpose. Provided notice in writing has been given of it to the Office at least forty two clear days prior to the date of the Meeting, it shall include any item brought forward by a District Group or any member.

## **PROCEEDINGS AT ALL GENERAL MEETINGS**

### **18. QUORUM**

18.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in the

Articles a quorum for that meeting shall be 15 persons entitled to vote present in person, by proxy, as the authorised representative of a member organisation or participating by suitable electronic means agreed by the Board.

18.2. if a quorum is not present within 30 minutes from the time appointed for the meeting or during a meeting a quorum ceases to be present then the meeting shall be adjourned to such time and place as the members think fit. The members must give at least 7 days' clear notice of the reconvened meeting stating the date, time and place of that meeting.

18.3 if no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present in person, by proxy, as an unauthorised representative or participating electronically shall constitute the quorum for that meeting

## **19. CHAIR OF A GENERAL MEETING**

The Chair of CPRE Lancs or in his absence the Vice Chair shall preside as chair at every General Meeting at which 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 directors present shall choose one of their number to preside at that meeting.

## **20. ADJOURNMENT OF A GENERAL MEETING**

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 such meeting other than business which might have been transacted at the adjourned meeting. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting. Save as above, no members shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **21. VOTING ON RESOLUTIONS**

21.1 Subject to article 21.2 below at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (including a show of voting cards or e-mail as the case may be);

21.2 A resolution under article 21.1 above shall not be decided in accordance with article 21.1 if a poll is, before or upon the declaration of the result of the voting, demanded by the chair or by any person or persons present in person, by a duly authorised representative, by proxy or by a person voting electronically. Such person or persons must represent not less than one

tenth of the total voting rights of all persons having the right to vote at the meeting or number 5 of the members having the right to vote at the meeting, whichever is lower;

21.3. Unless a poll is demanded a declaration by the chair of the result of the vote and an entry to that effect in the minuted record of the General Meeting 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.

21.4 Subject to the provisions of Article 21.3, if a poll is demanded in the manner above, it shall be taken at such time and place, and in such manner, as the chair shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21.5 No poll shall be demanded on the election of a chair of a meeting, or on any proposal to adjourn a meeting.

21.6 demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the matter on which a poll has been demanded.

## **VOTES OF MEMBERS**

### **22 REQUIREMENTS FOR VOTING**

22.1 Subject as provided below, every member shall have one vote.

22.2 No person other than a member who has paid all moneys then due to CPRE, or such member being a corporation, its duly authorised representative, shall be entitled to vote on any question at any General Meeting.

22.3 Votes may be given on a poll personally, by an authorised representative, by proxy or by electronic means.

### **23. CONTENT OF PROXY NOTICES**

23.1 Proxies may be validly appointed only by a notice in writing (a “proxy notice”) which:

23.1.1 states the name and address of the member appointing the proxy;

23.1.2 identifies the person appointed to be that member’s proxy and the General Meeting in relation to which that person is appointed;

23.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board determines and

23.1.4 is delivered to CPRE Lancs in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

23.2 CPRE Lancs may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

23.3 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.

23.4 Unless a proxy notice indicates otherwise, it must be treated as:

23.4.1 allowing the person appointed by it as a proxy, discretion as to how to vote on any ancillary or procedural resolution put to the meeting and

23.4.2 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.

## **24 DELIVERY OF PROXY NOTICES**

24.1 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 CPRE Lancs by or on behalf of that person.

24.2 An appointment under a proxy notice may be revoked by delivering to CPRE Lancs a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

24.3 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.

24.4 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.

## **25. POSTAL VOTING**

CPRE Lancs may, if a director so decides, in accordance with Rules made under Article 51.2, allow the members to vote by post or electronic mail ("email") to elect directors or to make a decision on any matter that is being decided at a General Meeting of the members.

## **26. WRITTEN AGREEMENT TO A RESOLUTION**

26.1 Except in the case of a resolution to remove a director or the Independent Examiner before the expiry of their term, members may pass a valid resolution without a meeting being held. For the resolution to be valid it :

26.1.1 must be in writing;

26.1.2 in the case of a special resolution, must be signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

26.1.3 in the case of an ordinary resolution, must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings and

26.1.4 may consist of two or more documents in identical form signed by members.

## **27 THE BOARD**

### **MEMBERS OF THE BOARD**

27.1 The first members of the Board shall be, so far as possible, the members of the Board of the Previous CPRE Lancs holding office at the date of incorporation of CPRE Lancs. .

27.2 Subsequent members of the Board shall consist of members of CPRE Lancs elected or appointed from time to time as provided subsequently in the Articles, and the following honorary officers ex officio (who must also be members of CPRE Lancs):

27.2.1 the Chair, up to two Vice Chair, and honorary Treasurer.

27.2.2 Upon their election or appointment such Board members referred to in article 27.2 shall be directors (and de facto trustees) of CPRE Lancs.

### **POWERS OF THE BOARD**

28.1 The business of CPRE Lancs shall be managed by the Board who may exercise all such powers of CPRE Lancs, and do on behalf of CPRE Lancs all such acts as may be exercised and done by CPRE Lancs, and as are not by statute or by the Articles required to be exercised or done by the CPRE Lancs in General Meeting, subject nevertheless to:

28.1.1 the Articles;

28.1.2 the law;

28.1.3 the Articles, standing orders, rules and bye-laws of CPRE;

28.1.4 such standing orders, rules or bye-laws as may be prescribed by CPRE Lancs or the Board under Article 51 provided that no such standing order, rule or bye-law shall invalidate any prior act of the Board which would have been valid if such standing order, rule or bye-law had not been made and

28.1.5 the requirement that the Board does not do or permit any act or omission which would prejudice the charitable status of CPRE Lancs in law.

28.2. The Board for the time being may act notwithstanding any vacancy in their number but, if the number of directors is less than the number fixed as the quorum the Board may act only for the purpose of filling vacancies or calling a General Meeting.

28.3. In addition and without prejudice to any other powers by law or by the Articles conferred on the Board the Board may from time to time and for such period and to such extent and generally on such terms as the Board shall think fit delegate to any director and/or any employee of CPRE Lancs employed in or in connection with the management, administration, organisation and conduct of the affairs of CPRE Lancs any powers and duties of the Board as



may be reasonable. The Board must report to CPRE Lancs in General Meeting as to the delegation of such powers and duties.

28.4 The Board may appoint two directors to represent CPRE Lancs at General Meetings of CPRE, one of whom shall be a "Voting Member" of CPRE and shall be entitled to vote at General Meetings of CPRE.

28.5 The Board may appoint as the investment manager for CPRE Lancs a person who they are satisfied after inquiry is a proper and competent person to act in that capacity. The Board may delegate to such investment manager power at his discretion to buy and sell investments for CPRE Lancs in accordance with the investment policy of the Board from time to time. Where the Board make any such delegation they shall:

28.5.1 inform the investment manager in writing of the extent of CPRE Lancs' investment powers and the terms of the delegation;

28.5.2 issue a detailed investment policy for CPRE Lancs and immediately inform the investment manager in writing of it and of any changes to it;

28.5.3 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 the exercise by him of his delegated authority;

28.5.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority and

28.5.6 pay such reasonable and proper remuneration to the investment manager and agree such proper terms of appointment as the Board shall decide provided 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 Board .

## **29. INVESTMENTS**

The Board may:

29.1. make such arrangements as they think fit for any investments of CPRE Lancs or income from those investments to be held by a corporate body acting as the CPRE Lancs nominee of CPRE Lancs and

29.2 pay reasonable and proper remuneration to any corporate body acting as the CPRE Lancs nominee of CPRE Lancs under this Article.

## **30. OUT-OF-POCKET EXPENSES**

Each director, employee or contractor of CPRE Lancs may be repaid out of the funds of CPRE Lancs such reasonable out-of-pocket expenses as the Board shall from time to time determine in respect of his attendance at meetings of the Board or on behalf of the affairs of CPRE Lancs.

Save as otherwise provided in the Articles no member of CPRE Lancs nor any director shall receive any remuneration from CPRE Lancs .

## **APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD**

### **31. RETIREMENTS AND RE-ELECTIONS**

31.1 At each Annual General Meeting the directors shall retire from office. All those retiring shall if willing to act be eligible for re-election, except that (subject to Article 43) a director who has served on the Board (or on the Board of the Previous CPRE Lancs and subsequently on the Board ) in any capacity continuously for six 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.

31.2 Honorary officers shall be elected or re-elected only under Article 42.2.

31.3 Notwithstanding Article 31.1, if CPRE Lancs, at the meeting at which a director retires , does not fill the vacancy the retiring director 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 director is put to the meeting and lost.

31.4. No person other than a director retiring at the meeting shall be elected or re-elected a director at any General Meeting unless not less than twenty eight clear days before the date appointed for the General Meeting, notice signed by a member or by a District Group has been given to the Office of the intention to propose that person for election. That notice shall state the particulars which would, if he were so elected, be required to be included in CPRE Lanc's Register of Directors. The notice shall be given with a notice signed by that person of his willingness to be appointed Not more than five persons may be elected or re-elected at any General Meeting under this Article 31.4 other than upon the nomination of a District Group and no District Group may nominate more than one person for election. The provisions of this Article 30.4 shall not apply to the appointment of honorary officers.

### **32. REQUIREMENTS FOR ELECTION, APPOINTMENT AND CO-OPTION**

No person may be elected, appointed or co-opted as a director:

32 unless he has attained the age of 18 years; or

32.2 in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 36 or

32.3 unless he is at the time of his election, appointment or co-option a member of CPRE Lancs.

### **33. NOTIFICATION OF PROPOSED ELECTIONS**

Not less than fourteen 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 a member of the Board retiring at the meeting) in respect of whom notice has been duly given to the Office of the intention to propose him at the meeting for election as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the CPRE Lancs's Register of Directors.

### **34. FILLING A VACANCY AND CO-OPTION**

34.1 Save as otherwise provided in the Articles CPRE Lancs may by Ordinary Resolution elect a person who is willing to act to be a director to fill a vacancy. The person elected must have been nominated either by the Board (subject to a maximum of five persons so nominated being on the Board at any time) or by a District Group not already represented on the Board. The provisions of this Article 33.1 shall not apply to the appointment of honorary officers.

34.2 The Board may appoint a person who is willing to act to be a director to fill a vacancy caused by a director retiring between Annual General Meetings. The person appointed must have been nominated by a District Group not already represented on the Board, and persons otherwise nominated must not exceed five on the Board at any time. The provisions of this Article 34.2 shall not apply to the appointment of honorary officers.

34.3 The Board may co-opt up to three additional directors to hold office only until the next following Annual General Meeting. The number of such co-opted directors shall not exceed one third of the total number of directors immediately following the co-option.

## **DISQUALIFICATION OF MEMBERS OF THE BOARD**

### **TERMINATION OF DIRECTORSHIP**

35. The office of director shall be vacated if he:

35.1 by notice in writing to CPRE Lancs resigns from the Board (but only if at least two directors remain in office when the notice of resignation is to take effect); or

35.2 is removed by notice in writing to CPRE Lancs signed by a majority of the members of CPRE Lancs entitled to attend and vote at a General Meeting; or

35.3 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

35.4 is removed from office by a resolution duly passed under section 168 of the Companies Act 2006; or

35.5 ceases for any reason to be a member of CPRE Lanc ; or

34.6 is absent from 6 or more meetings in a calendar year of the Board without the consent of a majority of the other directors and is asked within 4 calendar months of the end of that calendar year by a majority of the other directors to resign; or

35.7 is removed from office by a resolution passed at a meeting of the Board on the grounds that the Board considers it is in the best interests of CPRE Lancs for that director to be removed. At least 50% of all other directors shall be present in person at such meeting of the Board and at least 75% of those directors present in person shall vote in favour of the resolution. If a director is to be removed under this Article he shall be given at least 14 days clear notice of such meeting of the Board and that notice shall specify the circumstances alleged to justify removal from office. The director shall be permitted to make oral and/or written representations to the Board at that meeting of the Board before a vote takes place; or

35.8 in the written opinion of a registered medical practitioner (treating that person) submitted to the Board that person has become physically or mentally incapable of acting as a director and may remain so for more than three months or

35.9 is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of CPRE Lancs, and is asked by a majority of the other directors to resign.

## **36. PROCEEDINGS OF THE BOARD**

36.1 The Board may:

36.1.1 meet together for the dispatch of business;

36.1.2 adjourn and otherwise regulate their meetings as it thinks fit and;

36.1.3 determine the quorum necessary for the transaction of business

PROVIDED THAT such meetings are held at least six times during every calendar year. Unless otherwise so determined four directors 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.

36.2 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants but at least three Board meetings in each calendar year must be held in person. Any director participating at a meeting by suitable electronic means agreed by the directors 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.

36.3 The Chair or two directors may, and on the request of the Chair or two directors the Secretary shall, at any time, summon a meeting of the Board by notice served upon all the directors.

36.4 A Board meeting at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of CPRE Lancs for the time being vested in the Board generally.

### **37. DELEGATION OF POWERS**

37.1 The Board may delegate any of its powers to committees (including, but not limited to, District Groups) consisting of such of its number and others as it thinks fit. Any committee so formed shall, in exercising powers so delegated:

37.1.1 conform to any regulations imposed on it by the Board;

37.1.2 conduct meetings and proceedings in accordance with those provisions of the Articles for regulating meetings and proceedings of the Board so far as applicable to it and so far as the same shall not be superseded by any regulations made by the Board. No resolution of any such committee (other than a District Group) shall be passed unless a member of the Board is present and votes for the resolution, and if more than one such member is present, a majority of such members vote for the resolution and

37.1.3 report to the Board as soon as possible and in any event no later than 20 working days of the meeting. all acts and proceedings of any such Committee.

37.2 All bona fide acts of any meeting of the Board or of any committee of the Board, or by any person acting as a committee member, shall be as valid as if every such person:

37.2.1 had been duly appointed;

37.2.2 had duly continued in office and

37.2.3 was qualified to be a member of the Board or of the committee as the case may be

and as if the proper procedures had been followed

NOTWITHSTANDING some procedural defect of or at the meeting or in the appointment or continuance in office of any such person or that any such person was disqualified.

### **38. MINUTES**

The Board shall cause accurate minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of CPRE Lancs and of the Board and of committees of the 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 stated in such minutes.

### **39. A RESOLUTION MADE WITHOUT A MEETING**

A resolution in writing signed by all the members of the Board or by all the members for the time being of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. Any such written instrument may be in several parts each signed by one or more members of the Board or members of the committee as the case may be.

### **40. BANK ACCOUNTS**

Any bank account in which any part of the assets of CPRE Lancs is deposited shall be operated by or with the authority of the Board and shall be in the name of CPRE Lancs.

## **HONORARY OFFICERS**

### **41.ELECTION OF HONORARY OFFICERS**

41.1 Only members of CPRE Lancs shall be eligible to serve as honorary officers.

41.2 At the Annual General Meeting of CPRE Lancs it shall by Ordinary Resolution elect a Chair, up to two Vice-Chairs, and an honorary Treasurer, and may elect a President and one or more Vice Presidents. The total number of honorary officers, other than the President and any Vice-President or Vice-Presidents, shall not exceed six.

41.3 All honorary officers shall be elected annually by the Annual General Meeting of CPRE Lancs and shall hold office until the conclusion of the next following Annual General Meeting of CPRE Lancs. The President, the Vice Presidents, the Chair, Vice Chair and the honorary Treasurer shall be eligible for re-election. Subject to Article 40.1 the years of consecutive service for which any honorary officer other than a Vice-President shall have served on the Board (or on the Board of the Previous Branch and subsequently on the Board in any capacity) (and whether or not such years have been actually served in full) shall not exceed four.

41.4 Nominations to the General Meeting of CPRE Lancs for election as honorary officers shall be made by the Board and notice shall be given in accordance with Article 34.

#### **42. MAXIMUM TERMS OF OFFICE**

For the post of Chair where an individual has previously served on the Board in a capacity other than as Chair he may serve for a total term of up to nine years as long as the period as Chair does not exceed six years.

#### **43. FILLING CASUAL VACANCIES**

The Board shall have the power to fill casual vacancies of honorary officers, other than that of President, until the next Annual General Meeting of CPRE Lancs. 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.

#### **44. EX-OFFICIO STATUS**

The Chair, Vice-Chair and honorary Treasurer shall be ex-officio members of the Board and every other committee of CPRE Lancs, except the District Groups. The President and any Vice-Presidents shall not be ex officio members of the Board or any other Committee.

### **SECRETARY**

#### **45. APPOINTMENT OF A SECRETARY**

A Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, save that a Secretary who is also on the Board may not be paid, save as permitted in the Articles. Any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or Secretary capable of acting.

### **ACCOUNTS**

## **46. COMPLIANCE WITH LEGAL REQUIREMENTS**

The honorary Treasurer shall cause proper records 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 records shall not be deemed to be kept if there are not kept such records as are necessary to give a true and fair view of the state of the affairs of CPRE Lancs and to explain its transactions.

## **47. CIRCULATION AND FILING OF ACCOUNTS**

47.1 The Board must, for each financial year make available pursuant to Article 46 a copy of its Annual Report at the Annual General Meeting of CPRE Lancs immediately following production of such Annual Report.

47.2 The Board must, for each financial year pursuant to Article 47 send or make available a copy of its Annual Report to every person who is entitled to receive notice of General Meetings.

47.2.1 The copy referred to in Article 47 .2 above shall be sent by post or by email no later than 28 days after production of the Annual Report. Copies need not be sent to a person for whom CPRE Lancs does not have a current email address.

47.2.2 To the extent required by and in accordance with the law the Board must file those parts of the Annual Report required to be filed, the Confirmatory Statement and any other documents required to be filed with Companies House and with the Charity Commission.

## **48. AUDIT/EXAMINATION**

Once at least in every year the accounts of CPRE Lancs shall be independently examined and reported upon by an Independent Examiner. The Independent Examiner's remuneration shall be determined by the Board.

## **NOTICES**

### **49. SERVICE OF NOTICES**

48.1 CPRE Lancs may give notice to any member either:

49.1.1 personally; or

49.1.2 by delivering it or sending it by ordinary post to the member's address set out in the Register of Members or

49.1.3 to the member's email address set out in the Register of Members or in accordance with the provisions for notice on a website set out below.

49.2 If the Register of Members does not set out a postal or email address for that member notice may be sent to any postal address within the United Kingdom or any email address which he has given CPRE Lancs for that purpose, but otherwise no member not having a postal or email address set out in the Register of Members shall be entitled to receive any notice from CPRE Lancs.



49.3 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by email it will be treated as properly sent if CPRE Lancs receives no indication that it has not been received.

49.4 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice will be treated as having been received 24 hours after having been properly sent.

49.5 CPRE Lancs may assume that any e-mail address given to it by a member is valid unless the member informs CPRE Lancs that it is not.

49.6 Where a member has informed CPRE Lancs in writing or by email of his consent, or has given deemed consent in accordance with the Act, to receiving notices from CPRE Lancs by means of a website, notice will be validly given if CPRE Lancs sends that member a notification informing him that the notice may be viewed on a specified website. The notification must provide the website address, the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting; the notice must be available on the website throughout the notice period until the end of the meeting in question.

## **LIABILITY AND INDEMNITY**

### **50. INDEMNITY OF DIRECTORS AND OTHERS**

To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Board, honorary officer, employee, contractor, consultant or officer may otherwise be entitled CPRE Lancs may indemnify every such person out of the assets of CPRE Lancs against all costs and liabilities incurred by him which relate to anything done, omitted or alleged to have been done or omitted by him as a member of the Board, employee, contractor, consultant or officer as the case may be save that no member of the Board may be entitled to be indemnified:

50.1 for any liability incurred by him to CPRE Lancs or any associated company of CPRE Lancs (as defined by the Act for these purposes);

50.2 for any fine, penalty or imprisonment imposed in criminal proceedings;

50.3 for any sum payable to a regulatory authority by way of a penalty or fine in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

50.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction stands notwithstanding any appeal or otherwise;

50.5 for any liability which he has incurred in defending any civil proceedings brought by CPRE Lancs or an associated company which have been settled, compromised or in which a final judgment has been given against him; and  
50.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal stands notwithstanding any appeal or otherwise.

51. To the extent permitted by law from time to time, CPRE Lancs may provide funds to every member of the Board, employee, contractor, consultant or officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done, omitted or alleged to have been done or omitted by him as a member of the Board, employee, consultant, contractor or officer as the case may be , provided that he will be obliged to repay such amounts no later than:

51.1 in the event he is convicted in proceedings, the date when the conviction becomes final;

51.2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or

51.3 in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

## **STANDING ORDERS, RULES AND BYE LAWS**

### **52. REGULATIONS**

52.1 The following shall apply 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 Articles or (2) the Articles or standing orders, rules or bye-laws of CPRE; and provided that no standing order, rule or bye-law shall conflict with the statutory or fiduciary duties of the Board , and that the Board shall adopt such means as it thinks sufficient to bring to the notice of members of CPRE Lancs all such standing orders, rules or bye- laws, which shall be binding on all members of CPRE Lancs. No standing order, rule or bye-law shall be made which invalidates any prior act of the Board which would otherwise have been valid.

52.2 The Board may from time to time make such standing orders rules or bye laws as it may deem necessary, expedient or convenient for the proper conduct and management of CPRE Lancs.

## **CONFLICTS OF INTEREST**

## 53. CONFLICTS OF INTEREST AND CONFLICTS OF DUTY

53.1 To the extent required by law every member of the Board shall fully disclose to the Board the circumstances giving rise to any conflict of interest or potential conflict of interest including any direct or indirect interest in a proposed or existing transaction.

53.2 Where the duty (including a wish or duty to exploit any property, information or opportunity as specified by section 175(1) of the Companies Act 2006) of a member of the Board to avoid a situation:

53.2.1 in which he has or may have a direct or indirect interest or duty that conflicts or may conflict with the interests of CPRE Lancs or

53.2.2 would otherwise be infringed in relation to a particular situation, transaction or arrangement

(“the situation”), the duty is not infringed if the procedure set out below is followed.

53.2.2.1 the situation has been proposed to the Board at a Board meeting and has been authorised by it; and

53.2.2.2 any requirement for a quorum at such meeting is met not including such member, or any other interested Board member, subject to Articles 53.3 and 53.4; and

53.2.2.3 the matter was agreed without any such member voting, or would have been agreed if the vote of any such member had not been counted, subject to Articles 53.3 and 53.4.

53.3 In the situation (including any authorisation of non-disclosure of information), where there are insufficient Board members (not interested as above) present at the meeting to constitute a quorum, the uninterested Board members present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 53.2 and the manner of dealing with the conflict, provided that:

53.3.1 they may only give such authorisation where they are satisfied that the interested member or members will not receive any direct or indirect benefit other than one permitted by the Articles; and

53.3.2 the total number of Board members at the Board meeting (whether interested or not) is equal to or higher than the quorum of the Board.

53.4 In the event that all of the Board members present (at the Board meeting convened to discuss the situation) are interested the interested Board members present at such meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 53.3.1 and 53.3.2 above.

53.5 The duty to deal with conflicts referred to in Article 53.2 applies even if CPRE Lancs is not taking, or could not take, advantage of the opportunity.

53.6 The Board members shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.

53.7 The Board may by resolution passed in the manner set out in this article, authorise a Board member not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Board .

53.8 Nothing contained in this article shall authorise a Board member to receive any benefit not permitted elsewhere in the Articles.

## **DISSOLUTION**

### **54. WINDING UP CPRE LANCS**

Upon the winding up or dissolution of CPRE Lancs if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of CPRE Lancs, but shall be given or transferred to CPRE or its successor body. In the event that CPRE (or its successor body) has been wound up or dissolved then such property shall be transferred to such other charity or charities as the members of CPRE Lancs shall resolve at or before dissolution and if that cannot be done to some other charitable object or objects. Such charity or charities must prohibit(s) the distribution of its or their income and property to an extent at least as great as that imposed upon CPRE Lancs by Article 5.1 above and must have objects identical with or similar to the Objects,

## APPENDIX 1

1. CPRE Lancs may, if the directors so decide, allow the members to vote by post or email to elect directors or to make a decision on any matter that is being decided at a general meeting of the members.
2. The directors must appoint at least two persons independent of CPRE Lancs 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, CPRE Lancs must send to members of CPRE Lancs not less than 21 days before the deadline for receipt of votes cast in this way either :
  - 3.1. a notice by email, 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 CPRE Lancs, or a notice by post including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member;
  - 3.2. and a postal voting form.
4. Such voting form shall contain details of the resolution being put to a vote, or of the candidates for election, as applicable.
5. 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 Lancs]"; at CPRE Lancs's principal office or such other postal address as is specified in the voting procedure.
6. 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.
7. Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
8. 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 and time or not complying with the voting procedure will be invalid and not counted.
9. The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which are invalid. These lists must be provided to a director 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.. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
10. For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must remove 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.
11. 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.

12. 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.
13. Following the final declaration of the result of the vote, the scrutineers must provide to a director 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.

Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the directors , to consist of two directors and two persons independent of CPRE Lancs. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to Civica Election Services