

The Companies Acts 1985, 1989 and 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

of

SURREY CAMPAIGN TO PROTECT RURAL ENGLAND

Incorporated 2002

Company No: 4551761

Registered Charity No: 1106245.

Registered Office:

Room G2, The Institute, High Street, Leatherhead, Surrey, KT22 8AH

Articles amended by Special resolution 2010

Amended by Special resolution 30 JULY 2020

THE NAME OF THE COMPANY is Surrey Campaign to Protect Rural England (CPRE Surrey)

1. **DEFINITIONS** In these Articles the words below shall bear the meaning set opposite to them respectively is 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 Surrey;

“Annual Report” The Annual Report of CPRE Surrey for the immediately prior 12 month accounting period (and complying with SORP) together comprising the Report of the Trustees, the Independent Examiners Report, the Detailed Statement of Financial Activities and the Balance Sheets;

“Articles” These Articles of Association of CPRE Surrey;

“Board” The directors for the time being of CPRE Surrey (each of whom is de facto a charity trustee of CPRE Surrey);

“Chairman” The chairman of the Board of CPRE Surrey;

“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 Surrey, and any modification or re-enactment thereof or addition thereto 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 Surrey” The full name of the company and charity is Surrey Campaign to Protect Rural England;

“Director” A director (and de facto charitable trustee) for the time being of CPRE Surrey;

“Independent Examiner” The examiner appointed by the Board (being independent and not a member of the Board) and being a member of one of the accountant bodies listed in appendices to the Charities Act 2011;

“In writing” Written, printed or any other mode of representing or reproducing words in a visible form whether electronically conveyed or physically;

“Member” Duly registered member of CPRE Surrey;

“Objects” As defined in Article 3;

“Office” The registered office of CPRE Surrey in England;

“Regional Groups” Members of the CPRE network of charities 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 Surrey showing their name, postal and/or email address and dates of becoming or ceasing to be a member;

“SORP” The Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof 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;

Words importing the singular number only shall include the plural number, and vice a versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as above, any words or expressions defined in the Act of any statutory modification in force at the date on which these Articles are binding on CPRE Surrey shall, if not inconsistent with the subject or context, bear the same meanings in these Articles. 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 Surrey is and shall remain situated in England.

3. OBJECTS

The objects for which CPRE Surrey is established (the "Objects") are to promote and encourage for the benefit of the public the improvement and protection of the Surrey countryside and its towns and villages and the better development of the rural environment.

4. POWERS

In furtherance of the Objects but not further or otherwise CPRE Surrey shall have the following powers:

- to support the Campaign to Protect Rural England (now to be known as CPRE the countryside charity) ("CPRE");
- to stimulate and educate public opinion;
- 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 landscape;
- to commission create produce, print, publish or distribute written, artistic, film, video, audio or computer material of any kind and organise promote or contribute to courses lectures exhibitions conferences and other events or programmes; and to promote or undertake study or research and disseminate the results of such research;
- to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which CPRE Surrey may think necessary for the promotion of the Objects, 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);
- to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with any of the property, funds and rights of CPRE Surrey as may be necessary or conducive to the Objects (subject to such consents as may be required by law) but CPRE Surrey must comply as appropriate with Charities Legislation;
- to raise funds and to invite and receive contributions or grants from any person or persons whatsoever by way of subscription, donation and otherwise provided that in raising funds it shall not be by means of Taxable Trading;
- to enter into contracts;
- to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of CPRE Surrey including by using internet banking or other electronic authentication methods;
- to appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff, clerks, 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 all or any such persons for his her or their services and to make all reasonable and necessary provision for the payment of pensions, superannuation and other benefits to such persons and their dependants;

- subject to such consents as may be required by law and in particular the Charities Legislation to borrow or raise money for the purposes of CPRE Surrey on such terms and on such security as may be thought fit;
- to invest the moneys of CPRE Surrey not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in its absolute discretion, with power to vary or transpose any investments for or into others of any nature subject as hereinafter provided and to accumulate and set aside funds for special purposes or as reserves;
- 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 Surrey to be held by a corporate body as nominee;
- to act as trustee or manager of any property, endowment, bequest or gift:
- to act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by CPRE Surrey and may be necessary or conducive to the Objects;
- to pay out of the funds of CPRE Surrey the costs charges and expenses of and incidental to the formation and continuance of CPRE Surrey as a company limited by guarantee and its registration as a charity;
- to purchase indemnity insurance out of the funds of CPRE Surrey on such terms as may be thought fit for the benefit of the directors under Article 50 below;
- to provide or promote the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants scholarships, awards or materials in kind;
- to promote and advertise CPRE Surrey's activities;
- to co-operate and enter into any arrangements or contracts with any governments, authorities or any person, company or association;
- subject to the Charities Legislation, to insure any risks arising from CPRE Surrey's activities, and to insure CPRE Surrey's officers (other than the directors) for and against all risks incurred in the performance of their duties as be thought fit; and

- 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.

5. USE OF INCOME, PROPERTY AND ALLOWED PAYMENTS

The income and property of CPRE Surrey shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of CPRE Surrey or any one or more of the directors. No director shall receive any salary, fee, remuneration or other benefit in money or money's worth from CPRE Surrey.

CPRE Surrey acting in good faith may pay:

- (i) reasonable and proper remuneration or pensions to any member, officer or employee of CPRE Surrey (not being a director) in return for any services rendered, or goods supplied to CPRE Surrey; or
- (ii) reasonable or proper remuneration to a director or any partner or employee of his or hers for any services rendered, or goods supplied, to CPRE Surrey or a subsidiary of CPRE Surrey permitted by Charities Legislation PROVIDED that: at no time shall a majority of directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner or employees is under discussion and shall not vote on any resolution relating to his or her engagement and no resolution to approve such remuneration shall be effective unless it is passed at a meeting of the Board.
- (iii) interest at a reasonable and proper rate on money lent to CPRE Surrey by any director; or
- (iv) reasonable and proper rent for premises demised or let to CPRE Surrey by any directors; or
- (v) reimbursement of reasonable out-of-pocket expenses incurred by any director, committee member, officer or employee of CPRE Surrey in or about the affairs of CPRE Surrey; or
- (vi) fees, remuneration or other benefit in money or money's worth to any company of which any director may also be a member holding not more than 1% of the issued share capital of that company; or
- (vii) indemnity insurance premiums in accordance with the terms of these Articles.

6. ALTERATIONS

No alterations shall be made to the Articles except by a resolution put to the General Meeting of CPRE Surrey by the Board (a simple majority of whom at a duly convened Board meeting shall decide to put such a resolution to a General Meeting) and passed at such a General Meeting. For a special resolution at a General Meeting to be valid, 21 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. For a written resolution to be valid it must be passed in accordance with these Articles and any alterations so approved are subject to the approval of CPRE.

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

No alteration to the Articles may be made to the charitable objects of the CPRE Surrey 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 and where that approval is required by law.

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

7. LIMITED LIABILITY

The liability of the members is limited.

8. GUARANTEE BY MEMBERS OF CPRE Surrey

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

9. MEMBERSHIP

Such persons as shall be admitted to the membership in accordance with the provisions of the Articles and any rules or bye-laws made under Article 49 shall be members of CPRE Surrey.

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

The members or where a member is an organisation (whether incorporated or not) its duly authorised representative, shall sign a written consent to become a member.

The Board shall admit to membership:

(i) such members of CPRE as are resident in Surrey except any such member of CPRE who has elected by notice in writing to the registered office of CPRE to be assigned to another county branch of CPRE; and

(ii) such members of CPRE who reside outside Surrey but who have been assigned by CPRE to CPRE Surrey.

10. REGISTER OF MEMBERS

CPRE Surrey must maintain the Register of Members.

Subject to any restrictions premised by the Act, the register is available for inspection by the members of CPRE Surrey without charge. Where a non-member seeks to inspect the register, within five working days CPRE Surrey 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 and such subscription shall be shared between CPRE and CPRE Surrey in such proportion as CPRE thinks fit.

12. ENDING MEMBERSHIP

A person shall forthwith cease to be a member of CPRE Surrey (provided always that at least one member of CPRE Surrey remains on the Register of Members thereafter) if he or she is:

- (i) is removed by resolution of, or by notice in writing to the Office signed by a majority of the Board; or
- (ii) if by notice in writing to the Office or CPRE he resigned his membership; or
- (iii) ceases for any other reason to be a member of CPRE; or
- (iv) if pursuant to Article 9 he or she has elected to be assigned to another branch of CPRE.

Provided that if a member is removed under this Article he (or being a corporation its duly authorised representative) shall have the right to require the Board to process that he or she shall have the right to make representations in person to a meeting of the CPRE Board.

13. DISTRICT AND SPECIALIST GROUPS

The Board shall have the power to approve the formation and/or continuance of:

- (i) District Groups as sub-committees of the Board pursuant to Article 37 for the promotion of CPRE Surrey's charitable Objects as defined in geographical areas; and
- (ii) Specialist Groups for the promotion of CPRE Surrey's charitable Objects throughout Surrey in the special subject area concerned.

The rules of a District and Specialist Group and any alterations shall be determined by the members of such District or Specialist Group subject to approval by the Board which may require amendment from time to time after consultation with such District or Specialist Group.

14. REGIONAL GROUPS

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

15. ANNUAL GENERAL MEETING

CPRE Surrey 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 notices calling it.

Provided that every Annual General Meeting shall be held not more than 15 months after the holding of the preceding Annual General Meeting.

The business to be transacted at an Annual General Meeting shall be the consideration of the annual accounts and reports of the Board and of the Independent Examiner, the appointment of the Independent Examiner and the election of the honorary officers and directors of the Board.

The Annual General Meeting may be held in person or remotely by electronic or other means and in determining the attendance at the Annual General Meeting it is immaterial whether any two or more members or their proxy attending it are in the same place as each other or all or some of the members are in different places to each other.

Where the Annual General Meeting is held remotely and provided all members who wish to attend are given the opportunity through technological means to hear what is being discussed and are able to speak and be heard by all other members in attendance and are able to vote on matters put to the vote of the members, then such meeting shall be valid as if held in person at one location and the deemed location of the remote meeting shall be where the Chairman is located.

The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

16. OTHER GENERAL MEETINGS

All General Meetings, other than Annual General Meetings, shall be called General Meetings. The Board may whenever they think fit convene a General Meeting (whether held in person or remotely) and a General Meeting shall also be convened on the requisition of the lower of forty members and 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

At least fourteen clear days' notice in writing of every General Meeting, in each case specifying the place, the day and the hour of meeting, shall be given to the members, the District or Specialist Groups, the staff of CPRE Surrey and to the Independent Examiner, but 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. 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.

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 thereof shall not invalidate any resolutions passed, or proceeding had, at that meeting.

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

18. QUORUM FOR GENERAL MEETINGS

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 persons entitled to vote upon the business to be transacted shall be a quorum, where any member participating at a General Meeting by suitable electronic means agreed by the Board in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be adjourned to such time and place as the members think fit with 7 days clear notice of such reconvened meeting.

19. CHAIRMAN OF A GENERAL MEETING

The chairman of CPRE Surrey or in their absence one of the Vice Chairmen shall preside as chairman at every General Meeting at which they 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 chairman 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 adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, 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

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (which may include a show of voting cards or an electronic system in each case as decided by the chairman), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by any person or persons present in each case in person or by its duly authorised representative or proxy, and representing not less than one tenth of the total voting rights of all persons having the right

to vote at the meeting or 5 of the members having the right to vote at the meeting, whichever is lower. Unless a poll be so demanded a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of CPRE Surrey 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.

Subject to the provisions of this Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment and demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22. REQUIREMENTS FOR VOTING

Every member shall have one vote and votes may be given on a poll either personally or by proxy or by electronic means.

No person other than a member duly registered 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 any General Meeting.

23. CONTENTS OF PROXY NOTICES

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

- (i) states the name and address of the member appointing the proxy;
- (ii) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and
- (iv) is delivered to CPRE Surrey in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

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

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.

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

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions to put to the meeting; and
- (ii) 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

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 Surrey by or on behalf of that person. 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. 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 their behalf.

25. POSTAL VOTING

CPRE Surrey may, if the members of the Board so decide, in accordance with Rules made pursuant to these Articles, allow members to vote by post or electronic mail (email) to elect members of the Board or to make decisions on any matter that is being decided at a General Meeting of the members.

26. AGREEMENT TO A RESOLUTION

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. But for the resolution to be valid:

- (i) it must be writing;
- (ii) in the case of a special resolution it must be signed by at least 75 per cent of all those members entitled to receive of and to attend general meetings;
- (iii) in the case of an ordinary resolution it must be signed by a majority of all those members entitled to receive notice of and to attend general meetings; and
- (iv) it may consist of two or more documents in identical form signed by members.

The passing of the resolution must comply with any other requirements of the law from time to time

27. MEMBERS OF THE BOARD

The Board when complete consists of at least five members and not more than ten individuals who are members of CPRE Surrey elected or appointed from time to time as provided subsequently in the Articles, and include the Chairman, up to two Vice Chairman, and a Treasurer. Upon their election or appointment they are directors (and de facto trustees) of CPRE Surrey.

28. POWERS OF THE BOARD

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

- (i) the provisions of the Articles;
- (ii) the provisions of the statutes for the time being in force and affecting CPRE Surrey ;
- (iii) the provisions of the Articles, standing orders, rules and bye-laws of CPRE;
- (iv) such standing orders, rules or bye-laws as may be prescribed by CPRE Surrey or the Board pursuant to 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
- (v) the requirement that the Board does not do or permit any act or omission which would prejudice the charitable status of CPRE Surrey in law

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

In addition and without prejudice to any other powers hereby or by law conferred on the Board the Board may generally on such terms as the Board shall think fit delegate to any member or members of the Board and/or any employee of CPRE Surrey employed in or in connection with the management, administration, organisation and conduct of the affairs of CPRE Surrey any powers and duties of the Board as may be reasonable SAVE THAT the Board must report back to CPRE Surrey in General Meeting as to the delegation of such powers and duties.

The Board may appoint two of its members to represent CPRE Surrey 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.

The Board may appoint as the investment manager for CPRE Surrey a person who they are satisfied after inquiry is a proper and competent person to act in that capacity. The Board may delegate to an investment manager so appointed power at his discretion to buy and sell investments for CPRE Surrey in accordance with the investment policy laid down by the Board from time to time. Provided that where the Board make any such delegation they shall:

- (i) inform the investment manager in writing of the extent of CPRE Surrey's investment powers and the terms of the delegation;
- (ii) lay down a detailed investment policy for CPRE Surrey and immediately inform the investment manager in writing of it and of any changes to it;
- (iii) 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 on the exercise by him of his delegated authority;
- (iv) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
 - (v) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters 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 make such arrangements as they think fit for any investments of CPRE Surrey or income from those investments to be held by a corporate body as CPRE Surrey's nominee; and pay reasonable and proper remuneration to any corporate body acting as CPRE Surrey's nominee in pursuance of this Article.

30. OUT-OF POCKET EXPENSES

Each director, employee and contractor of CPRE Surrey may be repaid out of the funds of CPRE Surrey such reasonable out-of-pocket expenses as the Board shall from time to time determine in respect of his or her attendance at meetings of the Board or on behalf of the affairs of CPRE Surrey but no director shall receive any remuneration from CPRE Surrey.

31. RETIREMENT AND RE-ELECTION OF DIRECTORS

At each Annual General Meeting all the directors of CPRE Surrey shall retire from office. All those retiring shall if willing to act be eligible for re-election, except that (subject to Article 42) a member of CPRE Surrey who has served 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 under four months (to fill a casual vacancy or by co-option) shall not be deemed to be service for a full year for these purposes. Honorary Officers shall be elected or re-elected pursuant to Article 41.

No person other than a director retiring at the meeting shall be elected or re-elected a member of the Board at any General Meeting unless not less than twenty eight clear days before the date appointed for the meeting, notice executed by a member or by a District or Specialist Group has been given to the Board of the intention to propose that person for election stating the particulars which would, if he were so elected, be required to be included in CPRE Surrey's Register of Directors together with a notice executed by that person of his willingness to be appointed. Provided (1) that not more than two persons may be elected or re-elected at any General Meeting under this Article. The provisions of this Article shall not apply to the appointment of Honorary Officers.

32. REQUIREMENTS FOR ELECTION, APPOINTMENT AND CO-OPTION

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

- (i) unless he has attained the age of 18 years; or
- (ii) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provision of Article 35; or
- (iii) unless he is at the time of his election, appointment or co-option a member of CPRE Surrey.

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 member of the Board. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in CPRE Surrey's Register of Directors, and such proposal shall have been approved by the Board.

34. FILLING A VACANCY AND CO-OPTION

The Board may appoint a person who is willing to act to be a director to fill a vacancy on the Board or to replace a director retiring from the Board between Annual General Meetings.

Provided that such persons co-opted by the Board shall not exceed four at any one time.

35. ENDING OF BOARD MEMBERSHIP

The office of member of the Board shall be vacated if he or she:

- (i) by notice in writing to CPRE Surrey resigns from the Board (but only if at least two directors remain in office when the notice of resignation is to take effect); or
- (ii) is removed by notice in writing to CPRE Surrey signed by a majority of the members of CPRE Surrey entitled to attend and vote at a General Meeting; or
- (iii) 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
- (iv) is removed from office by a resolution duly passed pursuant to S.168 of the Companies Act 2006; or
- (v) ceases for any reason to be a member of CPRE Surrey ; or
- (vi) is absent from all meetings of the Board within a six month period without the consent of a majority of the other directors and is asked by a majority of the other directors to resign; or
- (vii) 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 the CPRE Surrey for the director to be removed where at least 50% of all other directors are present and at least 75% of those directors vote in favour, provided that if a director is to be removed under this Article 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; or

(viii) in the written opinion given to CPRE Surrey of a registered medical practitioner treating that person has become physically or mentally incapable of acting as a member of the Board and may remain so for more than three months; or

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

36. PROCEEDINGS OF THE BOARD

The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that such meetings are held at least four times during every year. Unless otherwise so determined five members of the Board shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of equality of votes the chairman of the meeting shall have a second or casting vote.

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 year should, if possible, 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.

The Chairman or two directors may, and on the request of the Chairman or two directors at any time, summon a meeting of the Board by notice served upon all its members. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of CPRE Surrey for the time being vested in the Board generally.

37. DELEGATION OF POWERS

The Board may delegate any of their powers to committees (including, but not limited to, District and Specialist Groups) consisting of any such of their numbers and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Provided that no resolution of any such committee (other than a District or Specialist Group) shall be passed unless a

member of the Board was present and voted for the resolution, and if more than one such member was present, a majority of such members voted for the resolution. All acts and proceedings of any such committee must be reported to the Board as soon as possible.

All acts bona fide done by any meeting of the Board or of any committee of the Board, or any person acting as a committee member, shall be valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or of the committee as the case may be and as if the proper procedures 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 proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of CPRE Surrey 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 chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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 Surrey is deposited shall be operated by or with the authority of the Board and shall indicate the name of CPRE Surrey.

41. ELECTION OF HONORARY OFFICERS

Only members of CPRE Surrey shall be eligible to serve as honorary officers. At the Annual General Meeting of CPRE Surrey the members by Ordinary Resolution shall elect a Chairman, up to two Vice-Chairman, and a Treasurer, and may elect a President and one or more Vice-Presidents.

All Honorary Officers shall be elected annually by the Annual General Meeting of CPRE Surrey and shall hold office until the next following Annual General Meeting. The President, the Vice Presidents and the Chairman, Vice Chairmen and Treasurer shall be eligible for re-election provided that subject to Article 41 the years of consecutive service for which any Honorary Officer other than the

Vice President shall have served on the Board in that capacity shall not exceed six full years.

Save that in the first year following the adoption of these amended Articles exceptions may be for up to two of the serving directors who may serve one extra year until the following Annual General Meeting.

Nominations to the General Meeting of CPRE Surrey 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 Chairman where an individual has previously served on the Board in a capacity other than as Chairman he may serve for a total term of up to nine years as long as the period as Chairman shall not exceed six consecutive years.

43. FILING CASUAL VACANCIES

The Board shall have the power to fill casual vacancies of the Honorary Officers, other than that of President, until the next Annual General Meeting. Service to fill a casual vacancy shall be deemed to be service for a full year for the purpose of calculation consecutive years of service only if such service exceeds four months.

44. EX-OFFICIO STATUS

The Chairman, Vice Chairmen and the Treasurer shall be ex-officio members of the Board and every other committee of CPRE Surrey, except the District or Specialist Groups. The President and any Vice Presidents shall not be ex-officio members of the Board or any other committee.

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. Any Secretary so appointed may be removed by the Board.

46. ACCOUNTS - COMPLIANCE WITH LEGAL REQUIREMENTS

The Treasurer shall cause proper books of accounts to be kept to enable account to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of CPRE Surrey and to explain its transactions.

The books of such account shall be kept at the Office or, subject to the provisions of the Act at such other places or places as the Board shall think fit and shall always be open to the inspection of the Board or any member thereof.

47. CIRCULATION AND FILING OF ACCOUNTS

The Board must, for each financial year, send or make available pursuant to Article 49 a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of General Meetings.

Copies need not be sent to a person for whom CPRE Surrey does not have a current address (as defined in the Companies Act 2006).

The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

- (i) The deadline for filing with Companies House is as prescribed by the Companies Act 2006; or
- (ii) If earlier, the date on which CPRE Surrey actually files the accounts and reports (or summary financial statements) with Companies House.

To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

CPRE Surrey must file with Companies House and the Charity Commission a Confirmation Statement and any other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

48. AUDIT/ EXAMINATION

Once at least in every year the accounts of CPRE Surrey shall be examined and reported upon by the Independent Examiner. The Independent Examiner's remuneration shall be determined by the Board. The Independent Examiner shall be a qualified auditor not being a member of the Board and their duties shall be regulated in accordance with the law.

49. SERVICE OF NOTICES

CPRE Surrey may give notice to any member either:

- (i) Personally; or
- (ii) By delivering it or sending it by ordinary post to the member's registered addressor
- (iii) If the member has provided CPRE Surrey with an email address, by sending it by email to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) In accordance with the provisions for notice on a website as below.

If CPRE Surrey does not have a member's postal or email address

registered then notice may be sent to any postal address with the United Kingdom or email address which he or she has given CPRE Surrey for that purpose, but otherwise no member lacking a registered address with the United Kingdom shall be entitled to receive any notice from CPRE Surrey.

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 Surrey receives no indication that it has not been received.

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 fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

CPRE Surrey may assume that any email address given to it by a member remains valid unless the member informs CPRE Surrey that it is not.

Where a member has informed CPRE Surrey in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from CPRE Surrey by means of a website, notice will be validly given if CPRE Surrey sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and 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.

50. INDEMNITY OF DIRECTORS

In the management of the affairs of CPRE Surrey no director shall be liable for any loss to the property of CPRE Surrey arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such an investment) or the negligence or any fraud of any agent employed by him or by any other director in good faith (provided all reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any director or by reason of any other matter or thing other than wilful individual fraud, wrongdoing or wrongful omission on the part of the director who is sought to be made liable.

To the extent permitted by law but without prejudice to any indemnity to which a member of the Board or other officer may otherwise be entitled CPRE Surrey may indemnify every member of the Board or other officer out of the assets of CPRE Surrey against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a member of the Board or other officer save that no member of the Board may be entitled to be indemnified:

- (i) for any liability incurred by him to CPRE Surrey or any associated company of CPRE Surrey (as defined by the Act for these purposes);
- (ii) for any fine imposed in criminal proceedings;
- (iii) for any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (iv) for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
- (v) for any liability which he has incurred in defending any civil proceedings brought by CPRE Surrey or an associated company in which a final judgment has been given against him; and
- (vi) 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 has become final.

To the extent permitted by law from time to time, CPRE Surrey may provide funds to every member of the Board or other 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 or omitted or alleged to have been done or omitted by him as a member of the Board or officer, provided that he will be obliged to repay such amounts no later than:

- (i) if he is convicted in proceedings, the date when the conviction becomes final;
- (ii) if judgment is given against him in proceedings, the date when the judgment becomes final; or
- (iii) if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

51. REGULATIONS

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 Surrey all such rules or bye laws, which shall be binding on all members of CPRE Surrey. No standing order, rule or bye-law shall be made which invalidates any prior act of the Board which would otherwise have been valid.

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

52. CONFLICTS OF INTEREST

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

Where the duty of a director to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of CPRE Surrey including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

- (i) the matter in relation to which that duty exists has been proposed to the directors at a Board meeting and has been authorised by them; and
- (ii) Any requirements as to the quorum of such meeting is met without counting the director in question, or any other interested Board member, subject to this Article 52; and
- (iii) The matter was agreed to without any such director voting, or would have been agreed to if the vote of any such director had not been counted, subject to this Article 52 below.

In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient non-conflicted Board members present at the meeting to constitute a quorum, the non-conflicted Board members present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 52.2 and the manner of dealing with the conflict, provided that:

- (i) they may only give such authorisation where they are satisfied that the conflicted director or Board members will not receive any direct or indirect benefit other than one permitted by these Articles; and
- (ii) The total number of Board members at the meeting (whether conflicted or not) is equal to or higher than the quorum of the Board.

In the event that all of the Board members present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Board members present at the meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purpose of such authorisation, provided they satisfy the requirements set out above.

The duty to deal with conflicts referred to above applies in the case of the exploitation of property, information or opportunity even if CPRE Surrey is not taking, or could not take, advantage of the opportunity.

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

The Board may by resolution passed in the manner set out in this Article, authorise a director 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 director.

Nothing contained in this Article shall authorise a director to receive any benefit not permitted elsewhere in these Articles.

The Board shall notify all members within 14 days of a conflict of interest being authorised by the Board.

53. WINDING UP OF CPRE SURREY

If upon winding up or dissolution of CPRE Surrey 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 Surrey, but shall be given or transferred to CPRE or its successor body. In the event that CPRE and any successor body have been wound up or dissolved then such property shall be transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon CPRE Surrey by these Articles and having objects identical with or similar to the Objects, as the members of CPRE Surrey shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.