

40th Annual General Meeting 2013

**to be held at
the Meridian Hall, East Court, College Lane,
East Grinstead, West Sussex, RH19 3LT**

on Wednesday 10th July 2013 at 10.30am

AGENDA

- 1** Opening of the proceedings by our President, The Lord Egremont
- 2** Apologies for Absence
- 3** Resolution to approve and sign the Minutes of the 39th Annual General Meeting held on the 10th July 2012
- 4** Matters arising from the Minutes
- 5** Chairman's Report
- 6** Resolution to adopt the Annual Report and Accounts for the year to 31st December 2012.
- 7** Election of Officers and Trustees:
 - a.** Rodney Chambers (Chairman) and Peter Lansberry (Treasurer) wish to stand down but are willing to continue in office pending other nominations.
 - b.** The following are eligible and willing to continue as Trustees: Rodney Chambers, John Kay, Penelope Hudd, Justin French-Brooks, Stephen Hardy, Michael Brown (co-opted – eligible for election). Nominations for further Trustees are pending*
- 8** Resolution
 - 1)** To approve the Executive Committee's proposal to:
 - a.** Establish a charitable organisation to be called "Campaign to Protect Rural England – Sussex Branch" (the "CIO") having a constitution, including objects in substance in the form of the draft signed by the Chair and laid before the meeting, but subject to such amendments as may be required by the Charity Commission and/or agreed between the Executive Committee and the Trustee Board of the Campaign to Protect Rural England.
 - b.** Apply to the Charity Commission to register the CIO as a registered charity, and
 - 2)** To authorise the Executive Committee to make such arrangements as may be appropriate for the transfer of assets and liabilities, and the continuity of governance to effect an orderly transition to CIO status.
 - 3)** That the President, Chair, trustees and honorary officers of the CIO on the date that its registration by the Charity Commission takes effect shall be the same persons as are the President, Vice President, Chair, trustees and honorary officers of the Branch on that date
- 9** Director's Report on the 2013 activities of the Branch
- 10** Any other business (to be notified 48 hours in advance)

* Details of prospective new Trustees and copies of the new draft Constitution will be posted on the Branch's website (www.cpresussex.org.uk) or can be obtained through the Branch office (tel: 01825 890975)

**The business of meeting will be followed by an address by
Duncan Baker-Brown, Director: BBM Architects**

**A buffet lunch will be available for those who have booked in advance
followed by guided tours of the grounds.**

A Charitable Incorporated Organisation?

Here's what it's about.

The Sussex Branch of CPRE is a separate entity from CPRE's National Office and is a registered charity in its own right. The Branch is currently what is known as an unincorporated association, and its trustees have potential personal unlimited liability for any debts the Branch may incur.

A resolution will be proposed at this year's Annual General Meeting on 10th July to reconstitute the Branch as an incorporated body called a Charitable Incorporated Organisation ("CIO") and to transfer to the CIO the activities of the current Branch. CPRE National Office is we understand considering following the same route as we are proposing for our Branch. Here's what it's about.

Your Executive Committee has concluded that there are a number of benefits from this proposed change. The advantages include making it easier for the Branch to contract with third parties, and removing from trustees the risk of personal liability for the Branch's debts. The Executive Committee feel it unfair to so burden trustees who are unpaid volunteers; it could also discourage people from offering themselves as trustees.

Traditionally larger charities have often incorporated themselves as companies limited by guarantee. However CIOs have recently been introduced specifically to be simpler, less administratively costly, incorporated bodies specifically for charities, and that is the route that the Executive Committee is proposing we should use.

As the new CIO will require its own constitution, this process also provides an opportunity to ensure that up to date governance standards are included. A summary of the CIO's proposed constitution is enclosed separately, along with notice of the Branch's Annual General Meeting that sets out the full incorporation resolution.

The proposal to reconstitute the Branch's activities through a CIO is subject to a number of formal steps, beginning with Branch members' approval at the AGM. We will then apply to the Charity Commission to register our new CIO as a new charity. We also wish to agree the new constitution with the CPRE's National Office. Once the new CIO has been registered as a charity, a formal agreement will be entered into between the Branch and the CIO to transfer seamlessly to the CIO all the activities and obligations (including liabilities) of the Branch. These formalities are unlikely to be completed much before the end of the year, or in early 2014.

At a practical level, it will continue to be business as usual both before and after the change of status takes effect, with little noticeable difference other than a new registered charity number and an up to date constitution.



Summary of the draft constitution of the Campaign to Protect Rural England, Sussex Branch CIO

This document summarises the main aspects of the proposed new constitution of the Campaign to Protect Rural England, Sussex Branch (the CIO) as referred to in Resolution [8] set out in the notice of the CPRE Sussex Branch Annual General Meeting to be held on 10 July 2013. For fuller information please refer to the full draft constitution, which will be available on the Branch's website throughout the period of notice of the meeting at [\[www.cpresussex.org.uk\]](http://www.cpresussex.org.uk). A copy will be provided free of charge by e-mail or post to any member of the Branch who requests it before the meeting. Any such request should be addressed to the Branch administration office at Brownings Farm, Blackboys, Uckfield, East Sussex TN22 5HG, e-mail: info@cpresussex.org.uk, telephone 01825 890975.

The CIO's draft constitution to be proposed at the AGM is subject to such amendments (if any) as may be required by the Charity Commission (with whom the CIO will be registered as a new charity) and/or as may be agreed between the Executive Committee and the National Office of the Campaign to Protect Rural England.

The draft is heavily based on a standard model constitution for CIOs recommended by the Charity Commission, but with changes proposed by your Executive Committee that reflect up to date charity governance standards as well as our connection with CPRE National Office.

The branch's formal name will remain unchanged (cl. 1), as will the principal object (cl.3), namely "to promote and encourage for the benefit of the public the improvement, protection and preservation of the countryside of Sussex and its towns and villages, and the environmentally better development of the same." That principal object will be supported by a number of subsidiary campaigning, educational and other powers (cl.4) intended to facilitate the CIO's charitable object.

Clauses 5 – 7 require the CIO's income and property to be applied exclusively towards the promotion of its objects, and restrict the circumstances in which the CIO's trustees (or persons connected to them) may receive payments or benefits from the CIO (other than reimbursement of reasonable expenses incurred in the course of a trustee's duties). They also address the handling of any trustee's conflict of interests or his/her loyalty to the CIO. These clauses are in line with legal requirements and with Charity Commission and sound governance standards.

Membership eligibility (cl 9) provides that the CIO shall maintain the same categories of membership with the same membership rights and responsibilities as those that exist from time to time in CPRE National Office. A member of CPRE National Office who is resident within East or West Sussex or Brighton & Hove, and any other member of CPRE National Office who asks in writing to be a member of the CIO, will become a member of the same category of the CIO. A member may be an individual or a household, a corporate body, or someone representing an organisation which is not incorporated. Payment of membership fees at levels set by agreement between the CIO and CPRE National Office remains a condition of membership. Other provisions in cl.9 address membership admission procedures, duties of members, and transfer and termination of membership.

Clauses 10 and 11 deal with meetings of members and the voting process at those meetings. Most decisions on resolutions proposed at general meetings of members are made by a simple majority of members attending and voting at a quorate meeting. 25 members present constitute a quorum. The constitution requires the holding of an annual general meeting. Changes to the constitution and the winding up of the CIO require a 75% majority (and Charity Commission and, in some cases, CPRE National Office approvals). Trustees can be removed on a 2/3rds majority vote. These clauses also explain the process for the convening and handling of all general meetings, and the holding of a poll.

Under clause 12, the day to day management and governance of the CIO is supervised by a board of trustees appointed by the members. The first trustees of the CIO will be those individuals who are trustees of the existing Branch at the date when the CIO starts to operate. Trustees must be members of the CIO and aged 18 or over, but there are no other age or eligibility restrictions. The trustee board must comprise at least 3 individuals. There is no maximum number of trustees.

Procedures for the retirement and appointment of future trustees are governed by clauses 13 and 15. Clause 13 provides for vacancies to be filled by the members at annual general meetings. One third of the then existing trustees (the longest serving) must retire at each AGM. A retiring trustee may, if he or she wishes, stand for re-election. The trustee board may co-opt anyone they consider suitable as a trustee mid-year, but that individual must then stand for election at the next AGM.

If a trustee wishes to offer himself or herself for re-election on rotation after serving continuously as a trustee for 6 years or more, that trustee will only be eligible to do so if he or she has the support of at least three quarters of the other trustees. This provision is intended to ensure that there is continuing opportunity for new trustees to join the board whilst protecting the CIO from the arbitrary loss of valued boardroom talent. CPRE National Office policy is to require all trustees to stand down after 6 years and not to be eligible to stand again as a trustee for at least a year afterwards, irrespective of their continuing contribution to the organisation or the availability of others to join the trustee board. Your Executive Committee considers that its own proposed provision described above (and more fully in clause 13(3)) is better suited to our CIO's needs and that it is fully in line with sound governance principles in the charitable sector.

The position of honorary (unremunerated) officers is addressed in clause 16. It is for the members to decide whether to appoint a president and vice president at an AGM. Lord Egremont is our current president. Any such appointment may be for up to 5 years, subject to an option for reappointment. The members also chose the CIO's chairman at the AGM. That appointment can be for a maximum 3 year term and a further single 3 year reappointment (cl 16(2)). The appointment and replacement of other honorary officers (vice-chair, treasurer and secretary) are matters for the trustee board.

Clauses 17 – 21 deal with the administration of the affairs of the CIO by the trustee board. These clauses address such issues as the arrangements for trustee meetings, the power of the trustees to delegate matters to, and the constitution of, committees, and the authority of the Chair and another honorary officer jointly to take urgent decisions binding the CIO. They also confer power on the trustee Board to determine procedures for the authorised signing of cheques, documents etc.

Powers are conferred by clause 22 for the company to communicate with members (including giving of notices of general meetings) by electronic mail subject to compliance with legal requirements. The CIO will be actively encouraging all members to allow it to correspond with them by e-mail as this will have significant cost and efficiency savings for us.

The remaining clauses of the draft constitution deal with a range of administrative issues. It should be noted that, by clauses 28 and 29, future changes to the CIO's constitution, and its dissolution, will require members' approval in general meeting by a 75% majority, as well as Charity Commission approval. CPRE National Office consent would also be required to enable CPRE National Office to satisfy themselves that any amendment is compatible with sound governance principles applicable to charities of the type and size of the CIO and with their own objects.

Clause 27 provides that, if a dispute arises between members of the CIO and/or the charity trustees about the validity or propriety of anything done by the members and/or the charity trustees and/or the CIO under the constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

May 2013

CPRE Sussex Countryside Trust

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visit us at www.cpresussex.org.uk

registered charity number 265028