

Campaign for the Protection of Rural Wales

CONSTITUTION

**CPRW
Ty Gwyn
31 High Street
Welshpool
Powys SY21 7YD**

**25 June 2005
Revised 2nd July 2011**

CONSTITUTION

1. Name

The name of the organisation shall be the **Campaign for the Protection of Rural Wales** (“CPRW”).

2. Administration

Subject to the matters set out below CPRW and its property shall be administered and managed in accordance with this Constitution by the members of the National Executive Committee constituted by clause 10 of this Constitution (“The NEC”).

3. Objects

The objects of CPRW shall be to:

- (a) organise concerted action to secure the protection and improvement of the landscape and environment of the countryside of Wales, recognising the importance of its communities and indigenous cultures;
- (b) act as a centre for furnishing or procuring advice and information upon any matters affecting such protection and enhancement;
- (c) arouse, form and educate opinion in order to ensure the promotion of the aforesaid objects.

4. Membership

- (a) Membership shall be open to everyone who is interested in supporting the objects of CPRW.
- (b) Membership shall commence on the date of receipt at Head Office of the appropriate subscription.
- (c) Membership of CPRW shall imply membership also of one Branch of the member’s own choice.
- (d) There shall be the following categories of membership:
 - (i) Ordinary Members;
 - (ii) Joint Members (i.e. to include partner);
 - (iii) Family Members (i.e. to include all family members at same address);
 - (iv) Under 25;
 - (v) Life Members (i.e. Members who pay a single subscription in place of an annually renewable one);
 - (vi) Corporate Members (e.g. Schools, Local Authorities, Companies and other organisations);
 - (vii) Affiliated Members (organisations whose objects appear to the NEC to be similar to those of CPRW).
- (e) From time to time subscription rates will be determined by the NEC after consultation with the Council.
- (f) Membership shall be terminated in any of the following ways:
 - (i) resignation given by notice in writing;
 - (ii) where a member’s subscription is in arrears for over two months
 - (iii) removal on a resolution by a majority of those present and voting at an NEC meeting provided that no member shall be removed unless he, she, or it (in the case of a Corporate or Affiliated member) shall have had at least twenty-one days’ notice of the

meeting in writing giving the grounds upon which removal is sought and an opportunity of stating their case before the NEC.

5. The Officers

- (a) The following shall be the elected Officers of CPRW:
 - (i) the President;
 - (ii) the Chair;
 - (iii) two Vice Chairs;
 - (iv) the Treasurer.
- (b) All the Officers shall serve for a period of three years before being required to stand for re-election provided that no person shall serve in one post for a continuous period of more than six years.
- (c) If a vacancy occurs in one of the above posts during the incumbent's period of office, the Council shall have the power to make a temporary appointment until an election can be held at the next Annual General Meeting (AGM). The elected candidate will commence a normal period of office as defined in Clause 5(b) above.

6. Vice Presidents

- (a) One or more Vice Presidents may be elected at an AGM.
- (b) The Vice Presidents shall serve until such time as agreed by the NEC. Retirement from office shall normally commence from the end of an AGM at which such a retirement is noted.

7. Branches

- (a) The NEC after consultation with the Council shall have the power to authorise the formation or dissolution of Branches in defined areas for the promotion of CPRW's objects.
- (b) The constitution of individual Branches shall follow the model in Appendix 5 subject to any amendment approved by the NEC after consultation with the Council.
- (c) Any subsequent amendment of the constitution shall require the approval of the NEC after consultation with the Council.

8. General Meetings

- (a) An Annual General Meeting of the membership shall be held each year at such time and place as may be determined by the NEC.
- (b) A Special General Meeting may be called at any time or place by the NEC, the Council or a resolution signed by 50 members.
- (c) At the AGM the following shall be elected:
 - (i) a President;
 - (ii) a number of Vice Presidents;
 - (iii) a Chair;
 - (iv) two Vice Chairs;
 - (v) a Treasurer;
 - (vi) twelve individual members of the Council.
- (d) Those entitled to attend and vote at any General Meeting are as follows:
 - (i) Ordinary Members;
 - (ii) Joint Members;

- (iii) Family Members (limited to 3 votes per family);
 - (iv) Retired and Unwaged Members;
 - (v) Junior Members;
 - (vi) Life Members;
 - (vii) One representative of each Corporate Member.
- (e) Representatives of Affiliated members shall not be entitled to vote.
- (f) The conduct of all General Meetings shall be in accordance with the Standing Orders for such meetings (Appendix 1).

9. The Council

- (a) The Council's role is to:
- (i) act as CPRW's advisory body;
 - (ii) elect twelve of its voting members to serve on the NEC;
 - (iii) to consider the actions of the NEC and advise the NEC on any matters arising;
 - (iv) to act as a consultative body in accordance with the terms of this Constitution;
 - (v) ensure that the views of Branches and Council are brought to the attention of the NEC;
 - (vi) ensure that debates in Council are reported back to Branches;
 - (vii) carry out the specific responsibilities shown at Clause 5(c) of this Constitution.
- (b) The Council shall comprise the following members:
- (i) the Officers of CPRW;
 - (ii) the Vice Presidents of CPRW;
 - (iii) twelve members elected at Annual General Meetings;
 - (iv) two representatives of each Branch;
 - (v) one representative of each Affiliated Member;
 - (vi) one representative of the Campaign to Protect Rural England;
 - (vii) ten or fewer members who may be co-opted by the Council for a period of three years.
- (c) Branches may send substitutes to meetings of the Council.
- (d) Representatives of Affiliated Members shall not be entitled to vote.
- (e) The twelve individual members elected at AGMs shall serve on the Council for a period of three years before being required to stand for re-election. One-third of these members shall retire annually and shall be eligible for re-election for a second term of three years provided that no person shall serve for a continuous period of more than six years.
- (f) If a vacancy occurs during an incumbent's period of office an election shall be held at the next AGM. An elected candidate shall be entitled to serve until such time as the previous incumbent would have been required to seek re-election.
- (g) The Council shall meet at least three times a year at such time and place as may be decided by the NEC, and shall be chaired by the Chair or in his or her absence by a Vice-Chair.
- (h) Any member within the categories of 4(d)(i) to (vi) above, or a representative of a Corporate member, may attend any Council meeting as an observer, and may speak to an agenda item by prior agreement with the Chair, but shall not vote on any item.
- (i) The conduct of the Council shall be in accordance with the Standing Orders for such meetings (Appendix 2).

10. The National Executive Committee

- (a) The NEC shall have the general control and management of the administration of CPRW. The NEC shall comprise the following:
- (i) the Chair, Vice-Chairs and Treasurer elected under Clause 8(c) above
 - (ii) twelve voting members of the Council elected under Clause 9(a)(ii) above.
- (b) The twelve individual members elected by the Council shall serve on the NEC for a period of three years before being required to stand for re-election. One-third of these members shall retire annually and shall be eligible for re-election for a second term of three years provided that no person shall serve for a continuous period of more than six years.
- (c) Elections for vacancies on the NEC shall be held at the first Council meeting following the AGM.
- (d) If a vacancy occurs during an incumbent's period of office, an election shall be held at the next Council meeting. The successful candidate shall serve until such time as the previous incumbent would have been required to seek re-election
- (e) Nobody shall be appointed as a member of the NEC who is aged under 18.
- (f) No person shall be entitled to act as a member of the NEC whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of CPRW.
- (g) The NEC shall determine CPRW policy after consultation with the Council.
- (h) In furtherance of the objects of CPRW but not otherwise the NEC, always cognisant of the needs and interests of the Branches and their responsibilities to their members, may exercise the following powers:
- (i) power to raise funds and to invite and receive contributions provided that in raising funds the NEC shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - (ii) power to buy, take on lease or exchange any property necessary for the achievement of the objects of CPRW and to maintain and equip it for use;
 - (iii) power subject to any consents required by law to sell lease or dispose of all or any part of the property of CPRW;
 - (iv) power subject to any consents required by law to borrow money and to charge all or part of the property of CPRW with repayment of the money so borrowed;
 - (v) power to employ staff and consultants (who shall not be members of the NEC) as are necessary for the proper pursuit of the objects of CPRW and to make all reasonable payments in accordance with the terms of their contracts;
 - (vi) power to co-operate with, and support financially, other charities, and voluntary bodies operating in furtherance of the objects of CPRW or of a similar charitable purpose and to exchange information and advice with them;
 - (vii) power to co-operate with local authorities and other statutory bodies and to exchange information and advice with them;
 - (viii) power to establish or support (financially or otherwise) any charitable trusts, associations or institutions formed for all or any of the objects of CPRW;
 - (ix) power to appoint and constitute such sub-committees as the NEC may think fit;
 - (x) power to do all such other lawful things as are necessary for the achievement of the objects of CPRW.
- (i) The NEC shall meet at least four times a year at such time and place as may be decided by the NEC, and shall be chaired by the Chair or in his or her absence by a Vice-Chair.

- (j) Any member, including a representative of any Corporate or Affiliated member, may attend any NEC meeting as an observer, but shall not be entitled to speak (subject to 10(k) below) or vote and shall leave the meeting when requested to do so by the Chair when any confidential agenda items are discussed.
- (k) By prior agreement with the Chair any member, including a representative of any Corporate or Affiliated member, may attend a NEC meeting to speak to an agenda item but not to vote on it.
- (l) The conduct of the NEC shall be in accordance with the Standing Orders for such meetings (Appendix 3).

11. Termination of Membership of the National Executive Committee

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

- (i) is disqualified from acting as a member of the NEC by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (iii) is absent without the permission of the NEC from all their meetings held within a period of one year and the NEC resolve that his or her office be vacated; or
- (iv) notifies to the NEC a wish to resign (but only if at least eight members of the NEC will remain in office when the notice of resignation is to take effect).

12. Executive Committee Members not to be personally interested

No member of the NEC shall acquire any interest in property belonging to CPRW (otherwise than as a trustee for CPRW) or receive remuneration or be interested (otherwise than as a member of the NEC) in any contract entered into by the NEC.

13. Finance

- (a) The NEC shall cause to be prepared each year an audited statement of accounts showing the receipts and expenditure of CPRW with a balance sheet and a report of the work of CPRW for the preceding year. Such accounts and report shall be presented for adoption at the AGM and then forwarded to the Charity Commission.
- (b) The property of CPRW shall be vested in Holding Trustees on the terms of the Trust Deed (Appendix 4) as amended from time to time.

14. Constitutional Amendments

- (a) Any amendment to this Constitution, or its Standing Orders, shall be made only on the authority of a two-thirds majority of those voting at a quorate AGM or a Special General Meeting.
- (b) No constitutional amendment shall be such as to cause CPRW to cease to be a charity at law.
- (c) The NEC shall promptly send to the Charity Commission a copy of any amendment made under this clause.

15. Dissolution

If the NEC decides that it is necessary or advisable to dissolve CPRW it shall call a meeting of all members of CPRW, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the NEC shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having

objects similar to the objects of the Charity as the members of the Charity may determine, or failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity shall be sent to the Commission.

- 16.** This Constitution was adopted on the 25th day of June 2005.

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