

Registered Charity No: TBA

June 19<sup>th</sup> 2024

**TRANSPARENCY, CODE OF CONDUCT AND INTERESTS**

*All Trustees and Executive Members of The Charity shall comply with its adopted policies with regard to financial regulations, transparency of operation, its code of conduct and declaration of pecuniary and non pecuniary interests.*

**1. NAME**

The name of the charity shall be the Rutland & Stamford Countryside Charity (RSCC). Hereafter called The Charity. By contractual agreement with CPRE, The Charity will, where appropriate, act as the Rutland Branch of CPRE (Campaign to Protect Rural England) hereafter called 'The Branch'.

**2. OBJECTS**

The objects of The Charity shall be to promote and encourage for the benefit of the public the improvement, protection and preservation of the Rutland & Stamford countryside, its towns and villages and the better development of the rural environment.

**3. POWERS**

In furtherance of the said objects but not otherwise The Charity may

- a) Stimulate and educate public opinion on the foregoing topics.
- b) Act as a centre for advice and the collection and dissemination of information upon any matters affecting the planning, improvement and protection of the countryside and landscape
- c) Employ and pay a person or persons not being a member or members of the Trustee Board hereinafter mentioned to supervise, organise and carry on the work of The Charity and make all reasonable and necessary provision for the payment of pensions and superannuation to, or on behalf of, employees and their widows/widowers and other dependants
- d) Undertake, execute, manage or assist any charitable trusts which may be undertaken, executed, managed or assisted by The Charity
- e) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of The Charity
- f) Make regulations for any property which may be so acquired
- g) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of The Charity
- h) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary PROVIDED THAT in raising such funds The Charity shall not undertake any permanent trading activities
- i) Invest the monies of The Charity not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- j) Form and dissolve Committees and Subcommittees in accordance with Clause 8 of this constitution

k) Do all such other lawful things as are necessary for the attainment of the said objects.

#### **4. MEMBERSHIP**

- a) Membership of The Charity and The Branch shall only be open to any individual or organisational member of the Campaign to Protect Rural England (hereinafter called 'CPRE') being, either a resident of Rutland or Stamford, or expressing a wish to be a member of the Charity and/or Branch who is interested in furthering the work of the Charity and or Branch and who has paid the annual subscription as laid down from time to time by the Charity and/or CPRE
- b) The Charity Trustees (hereinafter called 'The Board') shall have the right for good and sufficient reason to recommend the termination of the membership of any individual or organisation PROVIDED THAT the individual member concerned or the individual representing such an organisation (as the case may be) shall have the right to be heard by The Board before a final decision is made.

#### **5. NOMINATIONS**

- a) Nomination of Trustees of The Charity shall be on the recommendation of a Nominations Committee appointed by The Board, approved in the interim by The Board as and when required, and then subject to the retrospective approval of the membership at the subsequent Annual General Meeting of The Charity. Honorary Officers of The Charity shall be appointed by The Board as and when required and then subject to the retrospective approval of the membership at the subsequent Annual General Meeting of The Charity
- b) A Trustee term of office shall be three years and he/she may seek re-election for a maximum of three terms (nine years)
- c) In the event of a time served (9 Years) or vacant Trusteeship, any member of The Charity may nominate a member for consideration by The Nominations Committee and subsequently The Board. A member may also give notice of such a person at an AGM for subsequent consideration by The Nominations Committee and The Board. Such a nomination must be made in writing and given to the SRCC Admin Officer at least 24 hours before the Annual General Meeting of The Charity.

#### **6. HONORARY APPOINTMENTS**

Nomination of The President and up to Three Vice Presidents of The Charity shall be on the recommendation of a Nominations Committee appointed by The Board, approved in the interim by The Board as and when required, and then subject to the retrospective approval of the membership at the subsequent Annual General Meeting of The Charity.

#### **7. EXECUTIVE COMMITTEE**

- a) The Officers appointed by The Board shall form an Executive Committee to deliver the day to day operation of The Charity. The Executive Committee shall be responsible for transacting the business of The Charity and for the conduct and administration of its affairs
- b) The Chair and Vice Chair of the Executive Committee shall be the Chair and Vice Chair of The Charity
- c) The Executive Committee shall meet not less than six times each year. At any meeting of the Executive Committee three members shall form a quorum

- d) The Executive Committee shall have the power to enter into agreements with other organisations for the formation of any joint committees calculated to promote the said objects
- e) The Chair, Vice Chair, Admin Officer and Treasurer shall together, whenever possible, deal with important urgent matters which in their reasonable view cannot wait until the next full meeting of the Trustee Board, subject to a report of such action being made to the next meeting of Trustees
- f) The Executive Committee shall have the power to adopt and issue Standing Orders and/or Rules for The Charity and all its Committees and Subcommittees. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by The Board and shall not be inconsistent with the provisions of this Constitution
- g) The Executive Committee shall have power to fix the remuneration of all such staff (not being members of the Committee) as may in their opinion be necessary
- h) The Executive Committee may appoint one of its members to represent The Charity and or The Branch at meetings of the CPRE and vote thereat
- i) A member of the Executive Committee shall cease to hold office if he or she is absent without the permission of The Board from all its meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated
- j) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of The Charity PROVIDED THAT at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration or that of his or her firm is under discussion.

#### **8. DELEGATION OF EXECUTIVE COMMITTEE'S POWERS**

- a) The Executive Committee may delegate any of its powers or the implementation of any of its resolutions or decisions to any Subcommittee consisting of such persons as the Executive Committee may determine
- b) When making any such delegation, the Executive Committee shall specify the financial limits within which any Subcommittee shall function
- c) The deliberations of any such Subcommittee shall be reported regularly to the Executive Committee and any resolution passed or decision taken by any such Subcommittee shall be reported forthwith to the Executive Committee and for that purpose every Subcommittee shall appoint a Secretary
- d) All delegations under this clause shall be revocable at any time
- e) Subject to Clause 7 hereof the Executive Committee may make such regulations and impose such terms and conditions and give such mandates to any such Subcommittee as it may from time to time think fit
- f) For the avoidance of doubt the Executive Committee may, subject to clause 11 c) hereof delegate all or any financial matters to any other Subcommittee
- g) Notwithstanding any other provision of this clause FIRSTLY no meeting of any Subcommittee constituted in accordance with sub-clause a) of this clause shall be quorate unless at least one member of the committee shall be present and SECONDLY no resolution of any such Subcommittee shall be passed unless the member or members of the Committee present (or a majority of them if more than one) shall vote in favour of the resolution concerned in addition to a majority of the Subcommittee as a whole

- h) The meetings and proceedings of any Subcommittee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Subcommittee so far as the same are applicable and are not superseded by any regulations made by the Subcommittee.

**9. GENERAL MEETINGS OF THE CHARITY OR BRANCH**

- a) All members of The Charity or Branch shall be entitled to vote at the General Meetings of The Charity or Branch
- b) At any General Meeting of the Charity or Branch, 10% of the membership or 10 members in good standing, whichever is the greater, shall form a quorum
- c) Not fewer than 21 days' notice in writing of the holding of a General Meeting of the Charity or Branch with particulars of the business to be transacted, shall be sent to those persons entitled to attend and vote at such meetings. The accidental omission to give notice of a meeting or the non-receipt of such notice by a person or body entitled to receive notice thereof shall not invalidate the proceedings of any such meeting
- d) The President, or in his/her absence, a Vice President, or in their absence the Chair or another of the Charity Officers (to be chosen if more than one present by agreement between them) shall preside at any General Meeting of the Charity or Branch
- e) An Extraordinary General Meeting of the Charity or Branch may be convened at any time (subject to the notice prescribed in clause 9 c) hereof) by the Trustees or Executive Committee or on the request of 40% of the membership, such request to be communicated to the Chair of the Charity over the signatures of the members requesting the meeting
- f) Save as otherwise herein provided, all questions arising at any General Meeting of the Charity or Branch shall be decided by simple majority of those present and voting thereat. No person shall exercise more than one vote, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote
- g) Minutes shall be kept by The Board and all other Committees and the appropriate Secretary or Administrative Officer shall enter therein a record of all proceedings and resolutions.

**10. ANNUAL GENERAL MEETING**

- a) There shall be an Annual General Meeting of the Charity which shall be held not more than 6 months after the end of the financial year, at such time as the Executive Committee or Trustees shall decide
- b) The business to be transacted at the Annual General Meeting of the Charity shall include
  - (i) Receipt of the annual statement of account and report presented by the Trustees in accordance with clause 12 hereof
  - (ii) The election of Trustees
  - (iii) Consideration of such other matters as may from time to time be necessary.

**11. FINANCE**

- a) The Board shall receive all income of The Charity and may from such income incur such expenditure as shall be lawful and necessary for promoting the said objects PROVIDED THAT nothing herein contained shall prevent (i) any payment in good faith in accordance with clause 3 and 7 hereof or (ii) the repayment to members of the Executive Committee, Board or any other Committee or Subcommittee of the Charity of reasonable out of pocket expenses properly and necessarily incurred
- b) A bank account shall be opened in the name of The Charity at a bank to be nominated by The Executive Committee and subsequently approved by The Board

- c) The Executive Committee and Board shall nominate and authorise in writing Honorary Officers and staff to operate banking systems and authorise payments on behalf of The Charity in compliance with The Charity's Financial Regulations.

## **12. ACCOUNTS**

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

## **13. ALTERATION OF THE CONSTITUTION**

Any alteration of this Constitution shall receive the assent of not fewer than two thirds of the persons at the meeting and entitled to vote in accordance with Clause 9 hereof PROVIDED THAT notice of any such alteration shall have been received by the Admin Officer in writing not fewer than 42 clear days before the meeting at which the alteration is to be proposed. At least 21 clear days' notice in writing of such meeting, setting forth the terms of the alteration, shall be sent by the Admin Officer to each member of The Charity PROVIDED THAT no alteration shall be made which would have the effect of causing The Charity to cease to be a Charity at law.

## **14. DISSOLUTION OF THE BRANCH (CPRE Rutland & Stamford)**

If The Board by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve The Branch it shall call a General Meeting of the Rutland and Stamford CPRE membership with no fewer than 21 days' notice stating the terms of the Resolution to be proposed thereat. If such a decision shall receive the assent of not fewer than two thirds of the persons at the meeting and entitled to vote in accordance with clause 9 hereof, The Board shall have the power to realise any assets held by or on behalf of The Branch. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to CPRE, PROVIDED THAT any part of such remaining assets representing money other than subscriptions and which shall have been given to The Branch for a specific activity or activities in Rutland may, at the discretion of The Branch and within a reasonable period of time of the resolution to dissolve The Branch, be given or transferred to The Charity or another Rutland charity of its choosing.

## **15. DISSOLUTION OF THE CHARITY (Rutland & Stamford Countryside Charity)**

If The Board by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve The Charity it shall call a General Meeting of RSCC membership with no fewer than 21 days' notice (stating the terms of the Resolution to be proposed thereat) given. If such a decision shall receive the assent of not fewer than two thirds of the persons at the meeting and entitled to vote in accordance with clause 9 hereof The Board shall have the 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 another suitable Rutland or national charity.

#### **16. NOTICES**

Any notice may be served by the SRCC Admin Officer on any member either personally or on its appointed representative as the case may be, via email or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom and any letter or email so sent shall be deemed to have been received within ten days of posting.