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CONSTITUTION adopted 1 July 2008

A. Name

The name of the Society is 'The Commons, Open Spaces and Footpaths Preservation Society'. The short title is 'The Open Spaces Society' ('the Society').

B. Administration

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the Trustees of the Society, constituted by clause G of this constitution ('the Board of Trustees').

C. Objects

The Society's Objects ('the Objects') are:

- a) to protect common land, open spaces and town and village greens from encroachment and, subject to the rights of the commoners, to secure their use by the general public;
- b) to protect and preserve existing public paths and carriageways used mainly as public paths and to secure their proper recording, maintenance and signposting for the benefit of the public;
- c) to secure the creation and preservation of new public paths, open spaces and access to and over open country for the benefit of the public;
- d) to protect the beauty of the countryside and to promote its fullest enjoyment by the public;

and in pursuance of these Objects (but without prejudice to the generality thereof)

- i. to create and maintain public interest and advise and assist any person or body on any matter relating thereto, and
- ii. to acquire, manage and preserve land or rights or to transfer (as a gift or for a nominal consideration) to a public authority or charitable trust such land or rights, to be held in trust for the benefit of the public subject to such consents as required by law.

D. Powers

In furtherance of the Objects but not otherwise the Board of Trustees may exercise the following powers:

- i. to raise funds and to invite and receive contributions: provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. to buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- iii. subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Society;
- iv. subject to any consents required by law, to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- v. to employ such staff (who shall not be members of the Board of Trustees) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vi. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- vii. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- viii. to appoint and constitute any advisory committee as the Board of Trustees may think fit;
- ix. to do all such other lawful things as are necessary for the achievement of the Objects.

E. Membership

1. Membership of the Society shall be open to:
 - i. individuals who are interested in furthering the work of the Society and who have paid any subscription laid down from time to time by the Board of Trustees, and
 - ii. any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any subscription or entered into any other arrangement laid down or approved from time to time by the Board of Trustees (any such body being called in this constitution a 'member organisation').
2. The Board of Trustees shall have the right to approve or reject applications for membership.
3. Every member or member organisation shall have one vote.

4. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society, and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend. A person who has been denied membership, or who has been excluded from membership of the Society pursuant to subclause (6) below will not be eligible to act as a representative or as an alternate.
5. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
6. The Board of Trustees, to avoid detriment to the Society, may unanimously terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.
7. Each member shall be entitled to receive one free copy of the Society's journal and of its annual report and accounts.

F. Honorary officers

The Board of Trustees shall elect officers, namely a chairman, vice-chairman and treasurer, from among its members. Each officer so elected shall hold office for a period of three years or until he resigns the office or ceases to be a trustee, whichever shall occur first.

G. Board of Trustees

1. The Board of Trustees shall consist of:
 - a. up to nine members elected at an annual general meeting who shall hold office from the conclusion of that meeting for the period defined in sub-clause 3 below,
 - b. co-opted members appointed pursuant to sub-clause 2 below.
2. The Board of Trustees may appoint co-opted members, but so that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board of Trustees would be co-opted members. Each appointment of a co-opted member shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. A co-opted member of the Board of Trustees shall retire from office at the end of the AGM following his appointment as a co-opted member. Co-opted members shall be entitled to vote.
3. Elected members of the Board of Trustees shall retire from office at the end of the annual general meeting three years after the date on which they came into office but they may be re-elected or re-appointed. For the purpose of this clause, an AGM shall be deemed to take place one year after an event if it occurs in the calendar year following the event.

Transitional provision expiring at the close of the 2010 AGM: at the meeting of the Board of Trustees immediately following the 2009 AGM, the Trustees shall draw lots to determine three who shall have an initial term of office of three years, three who have an initial term of office of two years and three who have an initial term of office of one year. In the event that fewer than nine Trustees are elected at that AGM, vacancies shall be allocated to the positions having the shorter terms of office.

4. The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be elected or appointed a member of the Board of Trustees who is aged under 18 or who would, if elected or appointed, be disqualified under the provisions of the following clause H or who is not an individual member of the Society at the closing date for nominations for that election or appointment.
6. No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing in the minute book of the Board of Trustees a declaration of acceptance and of willingness to act in the trusts of the Society.
7. No person shall be eligible for election as a Trustee if at the time of the election he has served for six or more consecutive years as a Trustee.
8. After a year's break from being a Trustee, previous service shall be discounted for the purposes of this sub-clause.

Transitional provision expiring at the close of the 2015 AGM: time served as a member of the Executive Committee prior to the 2009 AGM at which this clause applies shall not count towards the time limit in this sub-clause.

H. Determination of Trusteeship

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

- a. is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b. becomes incapable, by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
- c. is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his or her office be vacated;
- d. is so required by unanimous vote of the other members of the Board of Trustees present provided that the individual concerned shall have the right to be heard by the Board of Trustees at its next meeting, accompanied by a friend, before a final decision is made;

- e. notifies the Board of Trustees of a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect); or
- f. ceases to be a member of the Society.

I. Trustees not to be personally interested

No Trustee shall acquire any interest in property belonging to the Society (otherwise than as a trustee of the Society) or be interested (otherwise than as a Trustee) in any contract entered into by the Society. No Trustee shall receive remuneration from the Society save as permitted by the Charity Commission.

J. Meetings and proceedings of the Board of Trustees

1. The Board of Trustees shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two Trustees upon not less than 14 days notice being given to other Trustees of the matters to be discussed.
2. The chairman shall act as chairman of the meetings of the Board of Trustees. If the chairman is absent from any meeting, the vice-chairman shall act as chairman or, if the vice-chairman is also absent, the Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of Trustees for the time being or five Trustees, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the Trustees present and voting on the question but in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Board of Trustees shall keep minutes as a permanent durable record of the proceedings of the meetings of the Board and any subcommittee.
6. The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule shall be made which is inconsistent with this constitution.
7. The Board of Trustees may appoint one or more subcommittees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Board.
8. The Board of Trustees may appoint members of the Society as local correspondents to act on behalf of the Society in specified localities and in accordance with policy guidelines established by the Board.

K. Receipts and expenditure

1. The funds of the Society, including all donations, contributions and bequests, shall be paid into accounts operated by the Board of Trustees in the name of the Society at

such banks or building societies as the Board of Trustees shall from time to time decide.

All payments out of the accounts must be authorised by at least two signatories who must be either members of the Board of Trustees or designated employees.

2. The funds belonging to the Society shall be applied only in furthering the Objects.

L. Property

1. Subject to the provisions of sub-clause 2 of this clause, the Trustees shall cause the title to:
 - a. all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
 - b. all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as a custodian trustee or in not fewer than two individuals appointed by them as holding trustees. Holding trustees may be removed by the Board at their pleasure and shall act in accordance with the lawful directions of the Board. Provided they act only in accordance with the lawful directions of the Board, the holding trustees shall not be liable for the acts and defaults of its members.

2. Unless the Board has been lawfully incorporated under Part VII of the Charities Act 1993 (or any statutory re-enactment of that Part) or a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Board may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Board, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a. the keeping of accounting records for the Society;
- b. the preparation of annual statements of account for the Society;
- c. the auditing or independent examination of the statements of account of the Society; and
- d. the transmission of the statements of account of the Society to the Charity Commission.

N. Annual report

The Board of Trustees shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

O. Annual return

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

P. Annual general meeting

1. There shall be an annual general meeting of the Society which shall be held in the month of June in each year or as soon as practicable thereafter.
2. Every annual general meeting shall be called by the Board of Trustees. The secretary of the Board of Trustees ('the secretary') shall give at least 84 days' notice of the annual general meeting to all members of the Society in the Society's journal or by other means. All members of the Society shall be entitled to attend and vote at the meeting.
3. The Board of Trustees shall present to each annual general meeting the report and accounts of the Society for the preceding year.
4. Nominations for the election to the Board of Trustees and for the election of president and vice-presidents must be made by members of the Society in writing and must be signed by the proposer and seconder and bear the written consent of the nominee and be in the hands of the secretary of the Board of Trustees at least 42 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Q. Special general meetings

The Board of Trustees may call a special general meeting of the Society at any time. If at least five Trustees or at least 25 members of the Society request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 14 days' notice of the special general meeting must be given to the members. The notice must state the business to be discussed.

R. Procedure at general meetings

1. The secretary or other person specially appointed by the Board of Trustees shall keep a full record of the proceedings at every general meeting of the Society.
2. There shall be a quorum when at least 20 members of the Society for the time being (including representatives of member organisations) are present at any general meeting.
3. The president, or failing whom, a vice-president in order of length of service or, failing whom, the chairman of the Board of Trustees or, failing whom, a member of the Board of Trustees chosen by those present, shall preside at a general meeting of the Society.
4. Voting at a general meeting shall be by show of hands unless a ballot of those present is demanded by either the person presiding at the meeting or by any six members of

the Society who are present. Every matter shall be determined by the majority of those members present and voting on the question. In the case of an equality of votes the person presiding shall have a second or casting vote.

5. No motion other than a motion relating to the adoption of the annual report or accounts or other formal business shall be moved at any general meeting unless:
 - a. notice in writing signed by the member who proposes to move it shall have been received by the secretary not less than 42 days before the date appointed for the meeting, or
 - b. the person presiding is satisfied that it is desirable that such a motion shall be moved.

Each member of the Society shall be allowed to submit only one motion to a general meeting unless the person presiding rules otherwise.

6. Any motions that are not voted upon at a general meeting because of shortage of time shall be remitted to the Board of Trustees.

S. Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary of the Board of Trustees on any member personally or by sending it through the post in a prepaid letter or electronically or by facsimile or by any other means addressed to such member at his or her last known address and any letter so sent shall be deemed to have been received within five days of despatch. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any proceedings of any meeting of the Society.

T. Alterations to the constitution

1. Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the motion, setting out the terms of the alteration proposed and be circulated to all members not less than 14 days before the date of the meeting.
2. No amendment shall be made to clause A (the name of the Society clause), clause C (the Objects clause), clause I (Trustees not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
3. No amendment may be made which would have the effect of making the Society cease to be a charity at law.
4. The Board of Trustees shall promptly send to the Charity Commission a copy of any amendment made under this clause.

U. Dissolution

If the Board of Trustees decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 42 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a simple majority of those present and voting the Board of Trustees shall have power to realise any assets held by or on behalf of the Society. 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 Society as the members of the Society 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 Society must be sent to the Charity Commission.
