

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE OPEN SPACES SOCIETY

Incorporated 14 November 2011

Company Number 7846516

Registered Charity Number 1144840

(Amended by Special Resolution passed on 1³ December 2011)

HENMANS LLP

5000 Oxford Business Park South
Oxford OX4 2BH

www.henmansllp.co.uk

Companies Act 2006

Company limited by guarantee

MEMORANDUM OF ASSOCIATION

of

THE OPEN SPACES SOCIETY

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Timothy Charles Crowther

Chairman

The Commons, Open Spaces and Footpaths

Preservation Society

25A Bell Street

Henley

RG9 2BA



Christopher Michael Borland

Trustee

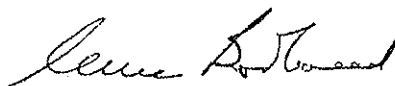
The Commons, Open Spaces and Footpaths

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25A Bell Street

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Date *2 Nov 2011*

CONTENTS

1	Objects.....	4
2	Powers.....	4
3	The Trustees.....	6
4	Trustees' proceedings.....	8
5	Trustees' powers.....	10
6	Benefits and Conflicts.....	11
7	Records and Accounts.....	12
8	Membership.....	12
9	General Meetings.....	14
10	Limited Liability.....	16
11	Guarantee.....	16
12	Communications.....	17
13	Dissolution.....	18
14	Interpretation.....	18

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**ARTICLES OF ASSOCIATION OF
THE OPEN SPACES SOCIETY¹**

1 Objects

1.1 The Objects of the Charity are:

- 1.1.1 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;
- 1.1.2 to protect, preserve and enhance 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;
- 1.1.3 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;
- 1.1.4 to protect the beauty of the countryside and to promote its fullest enjoyment by the public.

1.2 This provision may be amended by special resolution but only with the prior written consent of the Charity Commission.

2 Powers

The Charity has the following powers, which may be exercised only in promoting the Objects:

¹ For the meaning of defined terms, please refer to Clause 14.1

- 2.1 to create and maintain public interest in the Objects and advise and assist any person or body on any matter relating thereto;
- 2.2 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.
- 2.3 to carry out research;
- 2.4 to co-operate with other bodies;
- 2.5 to support, administer or set up other charities;
- 2.6 to accept gifts and to raise funds (but not by means of taxable trading);
- 2.7 to borrow money;
- 2.8 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 2.9 to acquire or hire property of any kind;
- 2.10 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 2.11 to set aside funds for special purposes or as reserves against future expenditure;
- 2.12 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 2.13 to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is set down in writing for the financial expert by the Trustees;
 - (b) timely reports of all transactions are provided to the Trustees;

- (c) the performance of the investments is reviewed regularly with the Trustees;
 - (d) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (g) the financial expert must not do anything outside the powers of the Charity;
- 2.14 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 2.15 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 2.16 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 2.17 subject to Article 6.3, to employ paid or unpaid agents, staff or advisers;
- 2.18 to enter into contracts to provide services to or on behalf of other bodies;
- 2.19 to establish or acquire subsidiary companies;
- 2.20 to do anything else within the law which promotes or helps to promote the Objects.

3 The Trustees

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.1.1 The subscribers to the Memorandum (being the first Members) are also the first Trustees.

- 3.1.2 Upon the Charity being registered as a charity by the Charity Commission the persons who are the trustees of the unincorporated charity shall become trustees. The dates on which these persons retire shall be the same as the dates on which they would have retired under the constitution of the unincorporated charity and their eligibility for re-election in accordance with Article 3.8 shall take into account the time spent as a trustee of the unincorporated charity.
- 3.2 The Trustees shall consist of:
- 3.2.1 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 Article 3.4 below,
- 3.2.2 co-opted members of the Board of Trustees appointed pursuant to Article 3.3 below.
- 3.3 The Trustees may appoint co-opted members of the Board of Trustees, but no one may be appointed as a co-opted member of the Board of Trustees if they would not be eligible for election in accordance with Articles 3.7 and 3.8 or if, as a result, more than two of the Trustees would be co-opted. Co-opted members of the Board of Trustees shall retire from office at the end of the annual general meeting following their appointment as co-opted members of the Board of Trustees.
- 3.4 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 if they are eligible in accordance with Article 3.7.
- 3.5 Nobody shall be elected or appointed a member of the Board of Trustees who is aged under 16 or who would, if elected or appointed, be disqualified under the provisions of Article 3.8. No person shall be elected a member of the Board of Trustees who has not been an individual Member for the 12 calendar months preceding the closing date for nominations for that election, but co-opted members of the Board of Trustee who retire

from office at the annual general meeting in accordance with Article 3.3 may be reappointed as co-opted trustees in accordance with that Article

3.6 No person shall be entitled to act as a Trustee whether on a first or on any subsequent entry into office until after signing in the minute book of the Trustees a declaration of acceptance and of willingness to act as a Trustee.

3.7 No person shall be eligible for election as a Trustee if at the time of the election he/she has served for six or more consecutive years as a Trustee. After a year's break from being a Trustee, previous service shall be discounted for the purposes of this Article.

3.8 A Trustee's term of office as such automatically terminates if he/she:

(a) ceases to be a Member.

(b) is disqualified under the Charities Act from acting as a charity trustee;

(c) is incapable, whether mentally or physically, of managing his/her own affairs;

(d) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)

(e) is removed by a unanimous resolution of the other Trustees at a meeting duly convened and held and provided that the individual concerned shall have the right to be heard by the Trustees at their next meeting, accompanied by a friend, and that meeting shall have the right to reinstate the individual as a Trustee;

(f) is removed by the Members at a general meeting under the Companies Act.

3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4 Trustees' proceedings

4.1 The 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 the other Trustees of the matters to be discussed.

- 4.2 A quorum at a meeting of the Trustees is the lesser of one half of the number of Trustees for the time being or five Trustees.
- 4.3 The Chairman or (if the Chairman is unable or unwilling to do so) the vice chairman or (if the vice chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.4 Any issue may be determined by a simple majority of the votes cast at a meeting.
- 4.5 Every Trustee (including any co-opted Trustee) has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.
- 4.6 Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- (a) the meeting has been duly convened and held; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 4.7 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 4.8 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 4.9 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including electronic means, that they share a common view on a matter. Their decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement.
- 4.10 A decision which is made in this way shall be as valid and effectual as one made at a meeting duly convened and held, provided the following conditions are complied with:
- (a) approval from each Trustee must be received by the Secretary or another person who has either been agreed in advance by all the Trustees for that purpose or, if

necessary, who agrees to take on the role in relation to a particular decision ("the Recipient");

- (b) following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been approved by all the Trustees;
- (c) the date of the decision shall be the date of the communication from the Recipient confirming approval;
- (d) the Recipient must prepare a minute of the decision in accordance with Article 7.2.

4.11 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions of the Trustees.

5 Trustees' powers

- 5.1 The Trustees shall elect officers, including a chairman, vice-chairman and treasurer, from among their number. Each officer so elected shall hold office for a period of three years or until he/she resigns the office or ceases to be a Trustee, whichever shall occur first.
- 5.2 The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:
 - (a) To appoint (and remove) any person (who may be a Trustee) to act as Secretary for the purposes of the Companies Act.
 - (b) To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees.
 - (c) To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.

- (d) To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- (e) To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- (f) To establish procedures to assist the resolution of disputes or differences within the Charity.
- (g) To appoint (and remove) Members as local correspondents to act on behalf of the Charity in specified localities and in accordance with policy guidelines established by the Trustees.

6 Benefits and Conflicts

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to Members
- 6.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - (a) as mentioned in Article 6.3;
 - (b) reimbursement of reasonable out-of-pocket expenses actually incurred in running the Charity;
 - (c) the benefit of indemnity insurance as permitted by the Charities Act;
 - (d) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
- 6.3 No Trustee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee) or be interested (otherwise than as a Trustee) in any contract entered into by the Charity. No Trustee shall receive remuneration from the Charity save as permitted by the Charity Commission.

7 Records and Accounts

7.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of information required by law including:

- (a) annual returns;
- (b) annual reports; and
- (c) annual statements of account.

7.2 The Trustees must also keep records of:

- (a) all proceedings at meetings of the Trustees;
- (b) all unanimous decisions made without a meeting;
- (c) all reports of committees; and
- (d) all professional advice obtained.

7.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

7.4 A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

8 Membership

8.1 The Charity must maintain a register of Members.

8.2 The subscribers to the Memorandum are the first Members. Any person who is a member of the unincorporated charity on the date the Charity is registered as a charity by the Charity Commission shall have the right to become a Member of the Charity

without payment of any fee or subscription for the balance of any period in respect of which he/she has paid a subscription to the unincorporated charity.

8.3 Membership of the Charity shall be open to:

8.3.1 individuals who are interested in furthering the work of the Charity and who have paid any subscription laid down from time to time by the Trustees, and

8.3.2 any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any subscription or entered into any other arrangement laid down or approved from time to time by the Trustees.

8.4 The Trustees shall have the right to approve or reject applications for Membership.

8.5 Each Member Organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity, and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend. A person who has been denied Membership, or who has been excluded from Membership pursuant to Article 8.7 will not be eligible to act as a representative or as an alternate.

8.6 Each Member Organisation shall notify the name of the representative appointed by it and of any alternate to the Charity. 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.

8.7 The Trustees, to avoid detriment to the Charity, may unanimously terminate the Membership of any individual or Member Organisation: provided that the Member concerned or the appointed representative of the Member Organisation concerned (as the case may be) shall have the right to be heard by the Trustees, accompanied by a friend, before a final decision is made.

8.8 Membership is not transferable.

9 General Meetings

- 9.1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).
- 9.2 General meetings are called on at least 14 (and in the case of AGMs and general meetings to consider passing a special resolution, at least 21) clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.
- 9.3 There is a quorum at a general meeting if the number of Members present in person (or in the case of Member Organisations, through their appointed representative) is at least 20.
- 9.4 The president, or failing whom, a vice-president in order of length of service or, failing whom, the chairman of the Trustees or, failing whom, a member of the Trustees chosen by those present, shall preside at a general meeting of the Charity.
- 9.5 Decisions of the members are made by resolutions. All members' resolutions are ordinary resolutions unless the Companies Act or these Articles specify that a different type of resolution is needed. Special resolutions are the most common alternative form but in certain circumstances other types of resolutions may be specified in the Companies Act or these Articles. Resolutions will only be passed if the provisions applicable to the type of resolution (for example about notice and majority) are complied with.
- 9.6 Every Member present in person or by proxy (or in the case of Member Organisation through their appointed representative) has one vote on each issue.
- 9.7 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 who are present. In the case of an equality of votes the person presiding shall have a second or casting vote.

9.8 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

9.9 No resolutions shall be moved at any general meeting unless:

9.9.1 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

9.9.2 the person presiding is satisfied that it is desirable that such a resolutions shall be moved.

Each Member shall be allowed to submit only one resolution to a general meeting unless the person presiding rules otherwise.

9.10 Nominations for the election of Trustees and for the election of president and vice-presidents must be made by Members in writing and must be signed by the proposer and seconder and bear the written consent of the nominee and be delivered to the Charity at least 42 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

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

9.12 The first AGM must be held within 18 months after the Charity's incorporation and afterwards once in every calendar year. Not more than 15 months shall pass between one AGM and the next. The Trustees will make arrangements to advise Members of the intended date of the AGM at least 70 days in advance.

9.13 Members must annually at the AGM:

(a) Receive the accounts of the Charity for the previous financial year;

(b) Receive a written report on the Charity's activities;

- (c) Elect Trustees to fill the vacancies arising;
- (d) Appoint reporting accountants or auditors for the Charity;

9.14 Members may also from time to time:

- (a) Confer on any individual (with his/her consent) the honorary title of president or vice-president of the Charity (provided that no such person will by virtue of his or her appointment be in any way regarded as a Trustee); and
- (b) Discuss and determine any issues of policy or deal with any other business put before them by the Trustees or any resolution raised in accordance with Article 9.9.1.

9.15 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from the Members in accordance with the Companies Act.

9.16 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

10 Limited Liability

The liability of Members is limited.

11 Guarantee

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:

- 11.1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member;
- 11.2 payment of the costs, charges and expenses of winding up; and
- 11.3 the adjustment of rights of contributors among themselves.

12 Communications

12.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

- (a) by hand;
- (b) by post;
- (c) by suitable electronic means; or
- (d) through publication in the Charity's newsletter.

12.2 The only address at which a Member is entitled to receive notices sent by post is an address in the UK shown in the register of Members.

12.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address;
- (c) three clear days after being sent by second class or overseas post to that address;
- (d) immediately on being handed to the recipient personally;

or, if earlier,

- (e) as soon as the recipient acknowledges actual receipt.

12.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13 Dissolution

- 13.1 If the Trustees decide that it is necessary or advisable to dissolve the Charity they shall call a meeting of all Members, 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 Trustees 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 as the Members may determine or failing that shall be applied for some other charitable purpose.
- 13.2 A final report and statement of account must be sent to the Charity Commission.
- 13.3 This provision may be amended by special resolution but only with the prior written consent of the Charity Commission.

14 Interpretation

- 14.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.
- 14.2 In the Articles, unless the context indicates another meaning:
- 'AGM' means the Charity's annual general meeting;
- 'the Articles' means the Charity's Articles of Association and 'Article' refers to a particular Article;
- 'Chairman' means the chairman of the Trustees;
- 'the Charity' means the company governed by the Articles;
- 'the Charities Act' means the Charities Acts 1992 to 2006;
- 'charity trustee' has the meaning prescribed by the Charities Act;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'the Companies Act' means the Companies Acts 1985 to 2006;

'constitution' means the Memorandum and the Articles and any special resolutions relating to them;

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them;

'electronic means' refers to communications addressed to specified individuals including communicating by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Charity's financial year;

'firm' includes a limited liability partnership;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'Member' and 'Membership' refer to company Membership of the Charity;

'Member Organisation' means a Member which is a body corporate or unincorporated organisation admitted as a Member in accordance with Article 8.3.2;

'month' means calendar month;

'**nominee company**' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'**ordinary resolution**' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'**the Objects**' means the Objects of the Charity as defined in Article 1;

'**Resolution in writing**' means a written resolution of the Trustees;

'**Secretary**' means the company secretary;

'**special resolution**' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'**taxable trading**' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

'**Trustee**' means a director of the Charity and 'Trustees' means the directors;

'**unincorporated charity**' means the Commons, Open Spaces and Footpaths Preservation Society (registered number 214753);

'**written**' or '**in writing**' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'**written resolution**' refers to an ordinary or a special resolution which is in writing;

'**year**' means calendar year.

14.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

Company No: 7846516
PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of
THE OPEN SPACES SOCIETY

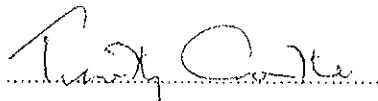
The following special written resolution was agreed and passed by the members on

.....13-12..... 2011

SPECIAL RESOLUTION

THAT article 3.5 of the Articles of Association be amended by the substitution of "3.8" for "3.9"

Signed by

.....

