



Chairman PHIL WADEY Charity no 1144840 General Secretary KATE ASHBROOK

General Meeting September 2021

**to be held at 6pm
on 20th September 2021 by
videoconference**

Special resolution to amend the Articles of Association

- 1 Special Resolution: To replace the Articles of Association with those marked “Proposed amended version to be considered by Special Resolution at GM September 2021” and signed by the chairman as a true copy.

Explanation: The main change is to make provision for online general meetings, such as the annual general meeting in 2020 and 2021, while expressing a preference for a physical general meeting. This will mean that we do not have to rely in future on temporary Charity Commission waivers of our rules. The opportunity has been taken of removing transitional provisions that were required at the incorporation of the Open Spaces Society now that they have no further effect, to correct minor typographical errors, and to clarify potentially ambiguous statements.

- 2 The list of changes is appended, as is a full, marked-up text of the memorandum and articles of association as proposed.

Schedule of Changes Made

Article	Change
Note	A second note has been added to explain the meaning of “(deleted)” against a former article. This is to avoid changing article numbering, for cross referencing purposes.
2.15	The added words distinguish between a financial expert and a custodian. The articles already allowed for both positions, but the former wording confused the two roles. This is now resolved.
3.2	This was a transitional provision at incorporation which no longer has any effect. It is therefore deleted.
3.3.1	This was a transitional provision at incorporation which no longer has any effect. It is therefore deleted.
3.6.1	This was a transitional provision at incorporation which no longer has any effect. It is therefore deleted.
3.6.2	The words ‘(those elected since incorporation)’ were a transitional provision at incorporation which no longer have any effect. They are therefore deleted.
3.6.3	Co-opted Trustees (plural) has been used for consistency with 3.6.2, instead of the singular form.
3.7(f)	“2/3” has been replaced by “two-thirds” to remove any ambiguity.
4.1	The words “end of the” have been inserted to remove ambiguity about when exactly a term of office finishes.
5.1	A missing apostrophe has been added.
9.0	This is a new article which makes provision for physical general meetings and online general meetings.
9.1	The existing text now applies to physical general meetings, and additional text relates to online general meetings. It has been restructured to enable it to be expressed in plainer terms.
9.3	It has been clarified that proxies count towards the quorum at a general meeting.
9.7	The existing text at paragraph (b) is made to apply to a physical general meeting. New paragraph (c) applies to online general meetings.
9.9	It is clarified that for a written resolution to be equivalent to a decision at a general meeting, it must be sent to the whole membership.
12.4	The paragraph lettering had two of the options listed under the same letter. The renumbered paragraph separates these properly.
14.2	Definitions have been added for ‘online general meeting’ and ‘physical general meeting’.

Companies Act 2006
Company limited by guarantee

This is the set for the
Special Resolution
at the September 2021
General Meeting.

MEMORANDUM OF ASSOCIATION

of

THE OPEN SPACES SOCIETY

P. W. S. S.
CHAIRMAN

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-
on-Thames RG928A

Christopher Michael Borland



Trustee

The Commons, Open Spaces and
Footpaths Preservation Society

25A Bell Street Henley-on-
Thames RG92BA

Date

2 Nov 2011

ARTICLES OF ASSOCIATION

of

THE OPEN SPACES SOCIETY

**25A Bell Street
Henley on Thames
RG9 2BA**

Incorporated 14 November 2011

Company Number 7846516

Registered Charity Number 1144840

(Amended by Special Resolution passed on December 2011)

(Amended by Special Resolution at AGM July 2013)

(Amended by Special Resolution at AGM July 2018)

(Amended by Special Resolution at AGM July 2019)

Proposed amended version to be considered by Special Resolution at GM September 2021

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CONTENTS

Articles of Association

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

Companies Act 2006
Company not having a share capital
(otherwise known as a company limited by guarantee)

**ARTICLES OF ASSOCIATION OF
THE OPEN SPACES SOCIETY**

Note. For the meaning of defined terms, underlined thus, please refer to Article 14
To avoid renumbering articles when obsolete provisions are removed the article is retained
with “(deleted)” left in place

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 The Objects may be amended by special resolution but only with the prior written consent of the Charity Commission.

2 The Charity's Powers

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

- 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;

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- 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 dedicate any of the Charity's land as highway, to register any of the Charity's land as village green or similarly to encumber it;
- 2.12 to set aside funds for special purposes or as reserves against future expenditure;
- 2.13 to set up endowment funds and accumulate income for the maximum period allowed by law;
- 2.14 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);
- 2.15 to delegate the management of investments to a financial expert and their custody to a custodian, but only on terms that: require 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 by the Trustees at least once every calendar 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;
- 2.16 to arrange for investments or other property of the Charity to be held in the name of a nominee company/companies acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 2.17 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;
- 2.18 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 2.19 subject to Article 6.3, to employ paid or unpaid agents, staff or advisers;
- 2.20 to enter into contracts to provide services to or on behalf of other bodies;
- 2.21 to establish or acquire subsidiary companies;
- 2.22 to do anything else within the law which promotes or helps to promote the Objects.

3 The Trustees

- 3.1 The Trustees have control of the Charity and its property and funds.
- 3.2 ~~The subscribers to the Memorandum were automatically Trustees. And upon the Charity being registered as a charity by the Charity Commission the persons who were the trustees of the unincorporated charity became Trustees. (deleted)~~
- 3.3 The Trustees shall consist of:

- 3.3.1 ~~The Trustees in 3.2 until they retire or otherwise cease to be Trustees(deleted)~~
- 3.3.2 The elected ~~Trustees: Members~~ elected at an annual general meeting who shall hold office from the conclusion of that meeting, but no ~~Member~~ shall be elected so as to make the total of non-co-opted ~~Trustees~~ to number more than nine and
- 3.3.3 The co-opted ~~Trustees~~: up to two co-opted ~~Members~~ appointed by the ~~Trustees~~, but no one may be appointed as a co-opted ~~Member~~ if they would not be eligible for election in accordance with ~~Articles~~ 3.6 (retirement) or 3.7 (termination). Any co-opted ~~Trustee~~ who retires from office at the annual general meeting in accordance with ~~Article~~ 3.6.3 may be reappointed as a co-opted ~~Trustee~~ in accordance with that ~~Article~~
- 3.4 Declaration of acceptance.
- 3.4.1 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~~.
- 3.5 Disqualification of trustees for election.
- 3.5.1 Nobody shall be elected or appointed a ~~Trustee~~ who is aged under 16.
- 3.5.2 Nobody shall be elected who would, if elected or appointed, be disqualified under the provisions of 3.7 (termination of office).
- 3.5.3 Nobody shall be elected a ~~Trustee~~ who has not been an individual ~~Member~~ for the 12 calendar months preceding the closing date for nominations for that election.
- 3.5.4 Nobody shall be eligible for election or appointment as a ~~Trustee~~ if at the time of the election or appointment he/she has served for nine or more consecutive years as a ~~Trustee~~. This refers to election or appointment after nine years' service, not to service extending beyond nine years. After a year's break from being a ~~Trustee~~, previous service shall be discounted for the purposes of this ~~Article~~.
- 3.6 Retirement of ~~Trustees~~:
- 3.6.1 ~~The first Trustees, those referred to in 3.2, shall retire from office on the dates they would have retired under the 2008 constitution of the unincorporated charity. (Note these dates were staggered because of drawing lots for re-election dates and result in re-election dates and latest possible stand-down dates as follows: Trustee A may be re-elected in 2013 and, if so, shall stand down no later than the 2016 AGM. Trustees B and C may be re-elected in 2014 and, if so, shall stand down no later than the 2017 AGM). (deleted)~~
- 3.6.2 Elected ~~Trustees~~ (those elected since incorporation) shall retire from office at the end of the annual general meeting three years (three AGMs) after the date on which they came into office but they may be re-elected if they are eligible in accordance with ~~Article~~ 3.5.4
- 3.6.3 ~~CA~~ co-opted ~~Trustees~~ shall retire from office at the end of the annual general meeting following his or her appointment as a co-opted ~~Trustee~~ or at such earlier time as may be specified at the time of co-option. But they may be re

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co-opted or elected if eligible in accordance with 3.5 and 3.3.2.

3.7 Termination of office.

A Trustee's term of office 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 disqualified under the Companies Act from acting as a director
- (d) is incapable, whether mentally or physically, of managing his/her own affairs
- (e) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
- (f) is removed by a resolution supported by at least 2/3two-thirds of the current 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, or
- (g) is removed by the Members at a general meeting under the removal provisions of the Companies Act.

4 Trustees' powers

- 4.1 The Trustees shall elect Officers, including a Chair, Vice-chair and Treasurer, from among their number. Each officer so elected shall hold office until the end of the first Trustees' meeting after the third AGM after the election or until he/she resigns the office or ceases to be a Trustee, whichever shall occur first.
- 4.2 The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:
 - (a) To appoint (and remove) any person to act as Secretary for the purposes of the Companies Act. The Secretary may, but need not, be a Trustee.
 - (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 and Trustees' 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 or other trustee-defined positions to act on behalf of the Charity in specified localities and in accordance with policy guidelines established by the Trustees which shall include any reporting requirements.

for

5 Trustees' proceedings

- 5.1 The Trustees shall hold at least four ordinary meetings each calendar year. An extra meeting may be called at any time by the Chair or by any three Trustees upon not less than 14 days' notice being given to the other Trustees of the matters to be discussed.
- 5.2 A meeting may be called by the Chair and one other Officer (eg Vice chair, Treasurer) without fixed notice for any urgent matter after all trustees have been notified so long as a simple majority of the trustees consent to this. However the notice shall be as long as reasonably practicable.
- 5.3 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 any fraction being rounded up to the next whole number and shall never be less than two.
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) the Vice chair or (if the Vice chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 5.5 Except where specified otherwise any issue may be determined by a simple majority of the votes cast at a meeting.
- 5.6 Every Trustee (including any co-opted Trustee) has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
- 5.7 Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- (a) the meeting has been duly convened and commenced, 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.
- 5.8 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 5.9 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.
- 5.10 The Trustees may take a decision without a Trustees' meeting by indicating to each other by any means, including electronic means, that they generally share a common view on a matter. Their decision may, but need not, take the form of a written resolution, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement. 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) no Trustee votes against;
 - (b) no more than 2 trustees abstain or fail to vote (if there are more than 6 trustees), no more than 1 trustee abstains or fails to vote (if there are 5 or 6 trustees) and no trustee abstains or fails to vote if there are fewer than 5 trustees;
 - (c) the votes (or abstentions) 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");
 - (d) following receipt of sufficient responses from the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been approved;
 - (e) the date of the decision shall be the date of the communication from the Recipient confirming approval;
 - (f) the Recipient must prepare a minute of the decision in accordance with Article 7.2.

- 5.11 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions of 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) reimbursement of reasonable out-of-pocket expenses actually incurred in running the Charity;
 - (b) the benefit of indemnity insurance as permitted by the Charities Act;
 - (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - (d) remuneration from the Charity to the extent authorised by the Charity Commission.
- 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.

7 Records and Accounts

- 7.1 The Trustees shall 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 decisions made under 5.10 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, with minimum reasonable notice, during normal office hours.
- 7.4 A copy of the Charity's constitution (the Memorandum and the Articles and any special resolutions relating to them) 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 were the first Members. Any person who was a member of the unincorporated charity on the date the Charity was registered as a charity by the Charity Commission became a Member unless they opted out.

- 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.
- 8.7 The Trustees, to avoid detriment to the Charity, may, if at least 2/3 of the Trustees support such action, immediately but provisionally 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 confirmation or cancellation of the termination by simple majority.
- 8.8 Membership is not transferable.

9 General Meetings

- 9.0 General meetings shall normally be physical general meetings, but where exceptional circumstances make common physical attendance impracticable the Trustees shall inform the membership of the reason(s) and shall make provision for an online general meeting. At an online general meeting, as a minimum, the proceedings shall be broadcast so that members will be able to see and hear the presentation of reports and announcements of proxy voting results. The inability of some members to access an online general meeting shall not invalidate the proceedings.
- 9.1 (a) Members are entitled to attend physical general meetings in person or by proxy.
(b) Members are entitled to attend online general meetings themselves or by proxy, observing the online broadcast, and any other facilities that are made available.
(c) For a proxy to be valid in either case a) or b) the society must have been informed (but only if the appointment of a proxy is in writing and notified to the Charity of the name of the proxy at least 48 hours before the commencement of the meeting but not counting Saturdays, Sundays or Bank holidays).
- 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. All notices calling general meetings shall refer to the right for members to attend by proxy.
- 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) or by proxy is at least 20.
- 9.4 An individual, chosen by the Trustees, 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. 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 Organisations through their appointed representative) has one vote on each issue.
- 9.7 (a) For the election of trustees, voting shall be by ballot.
- (b) For all other matters, voting at a physical 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 equality of votes the person presiding shall have a second or casting vote.
- (c) For all other matters, voting at an online general meeting shall be by proxy or, if facilities are available, by online ballot. In the case of equality of votes the person presiding shall have a second or casting vote.
- 9.8 For the election of trustees, voting shall use the nett for-minus-against votes. No person scoring a negative number of votes by this method shall be elected.
- 9.9 Except where otherwise provided by the Articles or the Companies Act, a written resolution sent to the whole membership (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.
- 9.10 No motions shall be moved at any general meeting unless:
- 9.10.1 notice in writing signed by the Member who proposes to move it and by a seconder who shall also be a member, shall have been received by the Secretary not less than 42 days before the date appointed for the meeting, or
- 9.10.2 in the case of a Trustees' motion notice in writing signed by the Chair (or in his absence the Vice chair) is received by the Secretary not less than 14 days before the date appointed for the meeting, or
- 9.10.3 the person presiding is satisfied that it is desirable that such a motion shall be moved.
- Each Member shall be allowed to submit only one motion under 9.10.1 to each general meeting unless the person presiding rules otherwise.
- 9.11 Nominations for the election of Trustees and for the election of the president and any 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.
- 9.12 Any motions that are not voted upon at a general meeting because of shortage of time shall be remitted to the Trustees.
- 9.13 An AGM shall be held once in every calendar year. Not more than 15 calendar months shall pass between one AGM and the next. The Trustees shall make arrangements to advise Members of the intended date of the AGM at least 70 days in advance.
- 9.14 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.
- 9.15 Members may, in General Meeting:

Power

- (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.
- 9.16 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.
- 9.17 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 calendar 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 Notwithstanding anything in these articles to the contrary:

- 12.2.1 Any document or information to be given, sent, supplied, delivered or provided to any person by the company, whether pursuant to these articles, the Companies Acts or otherwise, is also to be treated as given, sent, supplied, delivered or provided where it is made available on a website under 12.2.2, or is sent in electronic form, in the manner provided by the Companies Act for the purposes of, inter alia, the Companies Act (subject to the provisions of these Articles).
- 12.2.2 For the purposes of paragraph 10(2)(b) of Schedule 5 to the Companies Act, [Members' agreement to be assumed after notice] the Company may give, send, supply, deliver or provide documents or information to Members by making them available on a website. However notice of General Meeting shall always be given by the means specified in 12.1(a), (b) or (d) or by email.
- 12.2.3 The Trustees may from time to time make such arrangements or regulations (if any) as they may from time to time in their absolute discretion think fit in relation to the giving of notices or other documents or information by

electronic means by or to the company and otherwise for the purpose of implementing and/or supplementing the provisions of these articles and the Companies Acts in relation to electronic means; and such arrangements and regulations (as the case may be) shall have the same effect as if set out in this article.

- 12.3 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.
- 12.4 Any notice given in accordance with the 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) five 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,
- (de) as soon as the recipient acknowledges actual receipt.
- 12.5 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 motion 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;
 - 'Article' refers to a particular article in the Articles;
 - 'the Articles' means the Charity's Articles of Association;
 - 'the Board' means the Board of Trustees of the Charity;
 - 'Chair' means the chair of the Board of Trustees and of the Society;
 - 'the Charity' means the company governed by the Articles;
 - 'the Charities Act' means the Charities Acts 1992 to 2006;

Power

'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;

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

'electronic means' or **'electronic form'** refers to communications addressed to specified individuals including communicating by telephone, fax or email or web other electronic means including telephone conference call or video conference;

'financial expert' means an individual, company or firm (including a limited liability partnership) who is authorised to give investment advice under the Financial Services and Markets Act 2000;

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

'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;

'in writing' see 'written';

'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 the Articles 8.3.2;

'motion' means a proposal, which if it is voted for, becomes a resolution;

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

'Officers' means trustees holding the posts of Chair, Vice-Chair or Treasurer or such other positions designated as officers by the Board;

'online general meeting' is a general meeting other than a physical general meeting.

'ordinary resolution' means a motion agreed by a simple majority of the Members present and voting at a general meeting.;

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

'physical general meeting' is a general meeting with members and proxies physically present at the same location.

'Secretary' means the company secretary;

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by at least 75% 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;

'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;

- 14.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.
- 14.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

End

Power