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## Nomination Form for Chairman, Vice Chairman, and 6 directors

The CPA invites nominations from members for the following posts  
Chairman, Vice Chairman and 6 directors  
The Hon. Treasurer and Hon. Secretary will be decided from the board  
The nominee, & those proposing & seconding the nomination must be paid up members of the CPA

Nomination of (name in capitals) .....

For the post of .....on the board of the CPA

Proposed by ( name in capitals).....

Signed .....

Seconded by ( name in capitals).....

Signed by .....

Seconded by ( name in capitals).....

Signed by .....

I (nominee) .....hereby accept the nomination for the post  
of ..... and declare that I am willing to serve if elected.

Signed ..... Date .....

If you are elected to the board, there is a presumption and expectation you will attend board meetings. There are usually 10 such meetings annually.

All nominations need to comply with the Articles of Association and CPA Rules (see overleaf). Completed nomination forms must be received **no later than 1<sup>st</sup> August 2018**. If sending by email, please insist on a confirmation receipt.

## **AGM and Election 2018**

It should be noted that the election will be under the Incorporated Articles of Association and the CPA Rules. Extracts of both are here, and the full copies are available on the website. The calling of nominations is taking place before the Incorporated body goes live.

### **Abridged ARTICLES OF THE COMPULSORY PURCHASE ASSOCIATION**

#### **7.1 Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business in accordance with its objects, for which purpose they may exercise all the powers of the Company.

#### **12 CHAIRMAN AND VICE CHAIRMAN**

- 12.1 The Chairman and Vice Chairman must be Ordinary Members of the Company (i.e. not Honorary Members, Corporate Members or Student Members) and have served on the Board of Directors.
- 12.2 The Chairman and Vice Chairman shall take post from the Annual General Meeting of the Company at which they are elected and serve until the earlier of the next AGM or 14 months.
- 12.3 The outgoing Chairman shall not be eligible for re-election as Chairman for a period of one year following the end of his or her term of office in that position.
- 12.4 The Chairman and Vice Chairman shall be members of the Board of Directors.

#### **14 NUMBER OF DIRECTORS**

- 14.1 The number of Directors (other than alternate Directors) shall not exceed 20, being:
  - (a) the Chairman and Vice Chairman;
  - (b) the Administrator for so long as such person is appointed to such position;
  - (c) up to twelve further Members to be drawn from the Ordinary Members (i.e. not Honorary Members, Corporate Members or Student Members) and to be elected by the membership as a whole;
  - (d) up to four further persons (each of whom must be an Ordinary Member, Corporate Member or Student Member) who may be co-opted onto the Board of Directors, to hold office in no case beyond the Annual General Meeting following co-option (but subject to renewal at the discretion of the elected members of the Board of Directors).
- 14.2 The immediate past chairman of the Company shall be a Director of the Company for one year.
- 14.3 Elected Directors shall hold office for two years.
- 14.4 If any elected or co-opted Director resigns during his or her term, the remaining Directors shall co-opt a person to fill the vacancy until the next Annual General Meeting.

#### **15 ELECTION OF DIRECTORS**

- 15.1 Half of the elected members of the Board of Directors shall be elected by the Members as a whole each year and shall hold office from the Annual General Meeting ("**AGM**") at which they are appointed until the second AGM following their appointment at which they should retire. The elected members shall be eligible for re-election. The Directors who shall retire at the first AGM of the Company shall be those Directors who were appointed members of the committee of the Compulsory Purchase Association 2 years prior to the Company's first AGM. On incorporation, all members of the committee of the Compulsory Purchase Association shall be appointed Directors. Those elected as committee members in 2016 shall serve as Directors until 2018 and those elected as committee members in 2015 shall serve as Directors until 2017.
- 15.2 Nominations for election to the Board shall be invited from the membership at dates agreed by the Board, and nomination window to be at least 4 weeks. Nominations must be submitted to the

Honorary Secretary during the window. The nomination window will not be later than 31 August in each year.

- 15.3 All nominations shall be on a published nomination form in writing, signed by the Member proposing and two other Members seconding the candidate and shall indicate the nominee's willingness to serve if elected.
- 15.4 If the number of nominations exceeds the number of vacancies then the election shall be by ballot. The ballot shall be notified to each member at least fourteen days before the Annual General Meeting. The ballot shall contain the names of all candidates with a note of the number of Directors required. No Member may vote for more nominees than there are vacant places on the Board of Directors. The ballot may be conducted electronically.
- 15.5 The Honorary Secretary of the Committee shall act as election officer for any election. In the event of any conflict the Chairman or Vice-Chairman shall act as election officer and shall have a casting vote in the case of any tie on a ballot.
- 15.6 The results of any election shall be announced at the Annual General Meeting.
- 15.7 The Board of Directors shall elect from time to time by a majority vote the Honorary Treasurer and the Honorary Secretary from amongst its members.

#### 21.7 **Student Members**

- (b) No person who is for the time being a Student Member of the Company shall be entitled to participation in any vote of the Company.

### 23 **MEMBERS MEETINGS**

- 23.1 The annual general meeting of the Company shall take place in October of each year (or such other month as the Directors shall determine) for the purpose of receiving accounts and reports, to elect the Chairman, Vice Chairman and Board of Directors and to undertake such other special business as may from time to time be required.

### 24 **GENERAL MEETINGS ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

#### 24.1 **Attendance and speaking at general meetings**

- (b) A person is able to exercise the right to vote at a general meeting when:
- (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (c) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

### 25 **VOTES OF MEMBERS**

#### 25.1 **Voting general**

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- (b) Subject to the Act and Article 28, at any general meeting:
- (i) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and
  - (ii) every Member present in person (or by proxy) shall on a poll have one vote.

### 27 **POLL VOTES**

- 27.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote, or

- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 27.2 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.
- 27.3 A demand for a poll may be withdrawn if:
  - (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- 27.4 A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 27.5 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

## **28 PROXIES**

### **28.1 Content of proxy notices**

- (a) Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (iv) is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instruction contained in the notice of general meeting (or adjourned meeting) to which they relateand a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion accept the notice at any time before the meeting.
- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
  - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **28.2 Delivery of proxy notices**

- (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **The Compulsory Purchase Association - Rules of Membership**

**Rule 7:** Any person joining the CPA or paying their subscription after 1 August in any given year will not be eligible to take part in the Board elections for that year.

**Rule 8:** No Member or Corporate Member shall be entitled to attend any meetings of the CPA until any annual subscription due has been paid in respect of that Member or Corporate Member.