

THE WILDLIFE TRUST FOR BEDFORDSHIRE,  
CAMBRIDGESHIRE AND NORTHAMPTONSHIRE

# **ARTICLES OF ASSOCIATION**

Hewitsons LLP  
7 Spencer Parade  
Northampton  
NN1 5AB

THE COMPANIES ACTS 1985 - 2006

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**OF**

**THE WILDLIFE TRUST FOR BEDFORDSHIRE, CAMBRIDGESHIRE AND  
NORTHAMPTONSHIRE**

[As altered by Special Resolutions passed on the 23rd day of September 1990, the 15th day  
of  
October 1990 and the 3rd day of November 1994 and 8th day of October 2011]

1. The name of the Company is "THE WILDLIFE TRUST FOR BEDFORDSHIRE, CAMBRIDGESHIRE AND NORTHAMPTONSHIRE" (hereinafter called 'the Trust').

**INTERPRETATION**

2. In these Articles:

THE ACTS: means The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Trust.

THE ARTICLES: mean the articles of the Trust from time to time in force.

CLEAR DAY: in relation to the period of a notice means 24 hours following midnight on the day notice is given.

COMMISSION: means the Charity Commission for England and Wales.

COUNCIL: means the Council of Management for the time being of the Trust comprised of the Trustees.

ELECTRONIC FORM has the meaning given in section 1168 of the Companies Act 2006;

MONTH: means calendar month.

OBJECTS: means the purposes of the Trust set out in article 4.

THE OFFICE: means the registered office of the Trust.

OFFICER means any of Chairman, Vice-Chairman, Treasurer, Secretary and such other officers as Council may consider appropriate.

THE SEAL: means the common seal of the Trust.

SECRETARY: means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, including a joint, assistant or deputy Secretary.

THE TRUSTEES means the directors of the Trust. The directors are charity trustees as defined by section 97 of the Charities Act 1993

THE UNITED KINGDOM: means Great Britain and Northern Ireland.

WRITTEN OR IN WRITING: means a legible document on paper including a fax message.

YEAR: means a calendar year.

The words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations and unincorporated organisations.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these regulations became binding on the Trust.

### **LIABILITY OF MEMBERS**

3. 3.1 The liability of the members is Limited.
- 3.2 Every member undertakes to contribute such amount as may be required (not exceeding £1) to the Trust's assets should it be wound up while he is a member or within one year after he ceases to be a member, for payment of the Trust's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

### **OBJECTS**

4. The Objects of the Trust are:
  - 4.1 to undertake, promote and advance the creation, conservation, maintenance and protection of wildlife and its habitats for the benefit of the public,
  - 4.2 to promote, organise, carry on and encourage study and research for the advancement of knowledge in the natural sciences, and to publish the useful results thereof and to make grants or donations for such purposes, and
  - 4.3 to inform and involve people on matters relating to wildlife and its habitats through offering advice and sharing knowledge.

## POWERS

5. The Trust has power to do anything which is calculated to further its Objects or is conducive or incidental in doing do. In particular, the Trust has the power:
    - 5.1 to raise funds. In doing so, the Trust will not undertake any trading activity beyond that which is permissible for a charity in law and must comply with any relevant statutory obligations;
    - 5.2 to buy, lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
    - 5.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
    - 5.4 to borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Trust must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
    - 5.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
    - 5.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
    - 5.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
    - 5.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
    - 5.9 to employ and remunerate such staff as are necessary for carrying out the work of the Trust. The Trust may employ or remunerate a Trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
    - 5.10 to provide and contribute to superannuation or pension funds for such staff as may be employed;
    - 5.11 to:
      - 5.11.1 deposit or invest funds;
      - 5.11.2 employ a professional fund-manager; and
      - 5.11.3 arrange for the investments or other property of the Trust to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000;

- 5.12 to provide indemnity insurance for the Trustees in accordance with, and subject to, the conditions in section 73F of the Charities Act 1993;
- 5.13 to pay out of the funds of the Trust the costs of forming and registering the Trust both as a company and a charity.

## **APPLICATION OF INCOME AND PROPERTY**

- 6.
  - 6.1 Subject to the remainder of this article 6, the income and property of the Trust shall be applied solely towards the promotion of the Objects.
  - 6.2
    - 6.2.1 A Trustee is entitled to be reimbursed from the property of the Trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Trust.
    - 6.2.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Trust's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
    - 6.2.3 A Trustee may receive an indemnity from the Trust in the circumstances specified in Article 117.
  - 6.3 None of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Trust. This does not prevent a member who is not also a Trustee receiving:
    - 6.3.1 a benefit from the Trust in the capacity of a beneficiary of the Trust;
    - 6.3.2 reasonable and proper remuneration for any goods or services supplied to the Trust.
  - 6.4 No Trustee or connected person may:
    - 6.4.1 buy any goods or services from the Trust on terms preferential to those applicable to members of the public;
    - 6.4.2 sell goods, services, or any interest in land to the Trust;
    - 6.4.3 be employed by, or receive any remuneration from, the Trust;
    - 6.4.4 receive any other financial benefit from the Trust;unless:
    - (i) the payment is permitted by article 6.5; or
    - (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this clause 5 a "financial benefit" means a benefit direct or indirect which is either money or has a monetary value.

- 6.5 6.5.1 A Trustee or connected person may receive a benefit from the Trust in the capacity of a beneficiary of the Trust provided that a majority of the Trustees do not benefit in this way.
- 6.5.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Trust where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- 6.5.3 Subject to article 6.6, a Trustee or connected person may provide the Trust with goods that are not supplied in connection with services provided to the Trust by the Trustee or connected person.
- 6.5.4 a Trustee or connected person may receive interest on money lent to the Trust at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- 6.5.6 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.5.7 The Trustees may arrange for the purchase, out of the funds of the Trust, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
- 6.5.8 A Trustee or connected person may take part in the normal trading and fundraising activities of the Trust on the same terms as members of the public.
- 6.6 The Trust and its Trustees may only rely upon the authority provided by article 6.5.3 if each of the following conditions is satisfied:
- 6.6.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
- (i) the Trust or its Trustees (as the case may be); and
  - (ii) the Trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Trust.
- 6.6.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 6.6.3 The other Trustees are satisfied that it is in the best interests of the Trust to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- 6.6.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Trust.

- 6.6.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 6.6.6 The reason for their decision is recorded by the Trustees in the minute book.
- 6.6.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 6.4.
- 6.7 In articles 6.2 to 6.4 of this article 6 “Trust” shall include any company in which the Trust:
- 6.7.1 holds more than 50% of the shares; or
- 6.7.2 controls more than 50% of the voting rights attached to the shares; or
- 6.7.3 has the right to appoint one or more directors to the board of the company.
- 6.8 In these Articles “connected person” means:
- 6.8.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- 6.8.2 the spouse or civil partner of the Trustee or of any person falling within article 6.8.1 above;
- 6.8.3 a person carrying on business in partnership with the Trustee or with any person falling within article 6.8.1 or 6.8.2 above;
- 6.8.4 an institution which is controlled:-
- (i) by the Trustee or any connected person falling within article 6.8.1, 6.8.2 or 6.8.3 above; or
- (ii) by two or more persons falling within article 6.8.4(i), when taken together;
- 6.8.5 a body corporate in which:-
- (i) the Trustee or any connected person falling within articles 6.8.1 to 6.8.3 has a substantial interest; or
- (ii) two or more persons falling within article 6.8.5(i) who, when taken together, have a substantial interest.
- 6.9 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this article 6.
- 6.10 This article 6 may not be amended without the prior written consent of the Charity Commission

## **MEMBERS**

- 7.1 Such persons as are admitted to membership in accordance with these Articles shall be members of the Trust. The number of members is unlimited.
- 7.2 The Trustees shall keep a register of names and addresses of the members.

## **CATEGORIES OF MEMBERSHIP**

8. There shall be a number of categories of membership as may be determined from time to time by Council subject to ratification by the next following annual general meeting.

## **QUALIFICATION FOR MEMBERSHIP**

9. The qualifications for and the rights of the members in each category of membership shall be determined from time to time by Council subject to ratification by the next following annual general meeting.

## **MEMBERSHIP SUBSCRIPTIONS**

10. For the purposes of these articles all subscriptions for membership shall become due on the first day of the month of the anniversary date of the first subscription of the member which is payable on his being admitted to membership and shall entitle him to membership for the remainder of the Year during which it is paid.
11. The subscription rates of the several categories shall be determined from time to time by Council subject to ratification by the next following annual general meeting.

## **RESTRICTIONS ON MEMBERSHIP**

12. No employee of the Trust who is also a member of the Trust may vote in any proceedings of Council or at any general meeting of the Trust or call for or put resolutions to any general meetings.
13. Council shall be entitled at its discretion to reject any application for membership notwithstanding that the relevant qualifications under article 9 are fulfilled and that the applicant does not have restricted membership rights under article 12 and notify the applicant accordingly.

## **APPLICATION FOR MEMBERSHIP**

14. Any person who wishes to become a member shall lodge with the Trust an application for membership (in such form and with such supporting evidence as Council requires) and, in the case of an applicant nominated by an organisation applying under articles 16 and 17, signed by the appropriate official of the organisation nominating him for membership.

An applicant shall indicate which category of membership under article 8 he wishes to be considered for.

15. Applications for membership shall be determined by Council and on acceptance and payment of the appropriate subscription the name of the member shall be entered in the records of the Trust as a member of the Trust.

#### **CORPORATE MEMBERSHIP**

16. Any corporation which becomes a member under article 14 shall appoint, in writing, a person to act on its behalf and may in like manner remove any person so appointed and appoint another in his place. Such a person may exercise and enjoy on behalf of his corporation, all the rights and privileges incidental to its membership so long as such membership continues and his appointment is not revoked.

#### **NOMINEE MEMBERSHIP**

17. No unincorporated organisation or society may as such become a member under article 14 but if any such society or organisation should desire to obtain membership it shall nominate a person to act as its representative who shall apply under article 14 in its name for membership and sign the application as its representative and exercise the rights of its membership on its behalf. Any such unincorporated society or organisation may, by writing, remove any person so nominated and nominate another in his place. Every person so nominated may exercise and enjoy on behalf of such unincorporated society or organisation all the rights and privileges of its membership so long as such membership continues and his appointment is not revoked.
18. If an applicant is nominated by an organisation under articles 16 or 17 Council shall be bound to refuse to admit the applicant to membership if another person nominated by that organisation is already entered as a current member in the register of members.

#### **ELIGIBILITY FOR COUNCIL**

19. All members except those who are also employees of the Trust shall be eligible to serve on Council.

#### **CESSATION OF MEMBERSHIP**

20. A member of the Trust shall cease to be a member of the Trust on his death or if he resigns his membership by notice in writing sent to or left with the Secretary at the office.
21. A person admitted to membership shall automatically cease to be a member if he fails to pay his yearly subscription within three months after it has become due. Any person who or organisation which wishes to withdraw from membership can lodge with the Trust a written notice of resignation (in such form as Council may require), signed by him; on receipt of such notice by the Trust he or it shall cease to be a member. Any person resigning during the year will not be entitled to any refund of subscription.
22. No rights or privileges of any member shall be in any way transferable but all such rights and privileges shall cease upon the member ceasing to be a member.

## **EXPULSION FROM MEMBERSHIP**

23. Subject to articles 24 to 29, the Trust may, by resolution of Council, expel any person from membership.
24. Any member or Trustee who wishes to propose at a meeting of Council a resolution for the expulsion of any person from membership shall lodge with the Trust written notice of his intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks prior to the date of the Council meeting.
25. The Trust shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the Trust with regard to the notice not less than two weeks prior to the date of the Council meeting.
26. If representations are made to the Trust in pursuance of the preceding article, the Trust shall (unless such representations are received by the Trust too late for it to do so):
  - 26.1 state the fact of the representations having been made in the notice convening the Council meeting at which the resolution is to be proposed; and
  - 26.2 send a copy of the representations to every person to whom notice of the Council meeting is or was given not less than seven days prior to the date of the meeting of Council.
27. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the Council meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
28. Failure to comply with any of the provisions of articles 24 to 27 shall render any resolution for the expulsion of a person from membership invalid.
29. A person expelled from membership under articles 24 to 27 shall cease to be a member with effect from the time at which the relevant resolution is passed by Council.

## **GENERAL MEETINGS**

30. A general meeting shall be convened by Council on a requisition by the members in accordance with the Acts.
31. The Trust shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by Council, and shall specify the meeting as such in the notices calling it, provided that every general meeting shall be held not more than fifteen months after the holding of the preceding meeting.
32. Subject to the preceding article and to the requirements of the Acts as to the holding of annual general meetings, Council may convene general meetings whenever they think fit.

## **NOTICE OF GENERAL MEETINGS**

33. The minimum period of notice required to hold a general meeting of the Trust is fourteen clear days.
34. Notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution and shall indicate the general nature of any other business to be transacted at the meeting.
35. Notice convening an annual general meeting shall specify the meeting as an annual general meeting.
36. Notice of every general meeting shall be given in any manner authorised by these articles to every member (except those members who have not supplied to the Trust a current address in the United Kingdom for the giving of notices to them) and to the auditors; no other person shall be entitled to receive notices of general meetings.
37. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

38. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; 50 members present in person or by proxy and entitled to vote upon the business to be transacted shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
39. The President (or in his absence the Chairman of Council) shall (if present and willing to act as Chairman) preside as chairman of the meeting; if neither the President nor the Chairman of Council is present and willing to act as chairman within fifteen minutes of the time appointed for holding the meeting, the Trustees present shall elect one of their number to act as chairman or, if there is only one Trustee present and willing to act, he shall be chairman.
40. If no Trustee willing to act as chairman is present within fifteen minutes after the time appointed for holding the meeting, the members present shall by a poll elect one of their number to be chairman.
41. The chairman of the meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting by a poll) adjourn the meeting from time to time and from place to place.
42. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.

43. Where a meeting is adjourned for thirty days or more, at least seven days clear notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
44. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairman of the meeting, or by at least three members present in person or by proxy and having the right to vote at the meeting.
45. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
46. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand was so withdrawn.
47. A poll demanded under article 44 shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. Subject to the provisions of the Acts, a resolution in writing signed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Trust duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

## **VOTES OF MEMBERS**

49. Every member shall have one vote whether voting by hand or poll and shall be entitled to appoint another member as his proxy to attend and vote on all resolutions at general meetings instead of him provided that a proxy form in the form provided by the Trust with the notice of the relevant general meeting is delivered duly completed with the name and address of the member appointing the proxy, the identity of the person appointed as the proxy and the general meeting to which it relates and signed by the member to the office of the Trust not less than one clear day prior to the day of the meeting to which it refers.
50. Save as herein expressly provided no person other than a member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership shall be entitled to be present or to vote on any question at any general meeting.

51. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
52. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and binding.

#### **MAXIMUM AND MINIMUM NUMBER OF MEMBERS OF COUNCIL**

53. The number of members of Council shall not be less than twelve and not more than eighteen unless otherwise determined by special resolution.

#### **ELECTION, RESIGNATION AND RE-APPOINTMENT OF TRUSTEES**

54. Any member who wishes to be considered for election as a Trustee at an annual general meeting shall deliver (by the date previously notified by Council) to the Secretary a written notice of his willingness to stand for election (in such form as Council requires) signed by him and countersigned by three other members qualified to attend and vote at the meeting.
55. At an annual general meeting the Trust may elect as a Trustee any member in respect of whom a written notice has been received in compliance with the preceding article provided the member is a natural person aged 18 years or older and not disqualified from acting under the provisions of article 60.
56. The Trustees shall have the power to co-opt any person or persons as additional members of the Council as they may determine from time to time. Except that such person or persons may not be co-opted without the approval of the Chairman of Council.
57. Subject to the provisions of article 61, at each annual general meeting
  - 57.1 all Trustees who have been co-opted since the date of the last annual general meeting shall retire from office; and
  - 57.2 out of the remaining Trustees, all those elected at the annual general meeting three years previously shall retire from office.
58. At every annual general meeting the members of the Trust shall elect Trustees in place of those retiring under article 57.
59. Subject to the provisions of articles 61, the members of the Trust may not at any annual general meeting re-elect any Trustee retiring under article 57 who has been an elected Trustee for six consecutive years prior to that annual general meeting. Any Trustee who retires after six years may stand for re-election at the annual general meeting in the year succeeding that of his retirement.

#### **ELECTION OF OFFICERS**

60. The Officers of the Trust shall consist of a Chairman, Vice-Chairman, Treasurer and Secretary and any other executive officers as Council may determine, and Trustees

shall be elected at each annual general meeting to hold such offices until the annual general meeting which next follows their appointment.

61 Notwithstanding that a Trustee may have been elected for a period of six consecutive years or more, the members of the Trust may at any annual general meeting re-elect such Trustee, provided that he:

61.1 is also elected as an Officer at that annual general meeting,

61.2 shall retire as both a Trustee and as an Officer at the annual general meeting which next follows;

61.3 has not been elected as a Trustee for a period of more than twelve consecutive years in aggregate, or as an Officer for a period of more than six consecutive years in aggregate,

and any such Trustee who retires after twelve consecutive years as an elected Trustee, or 6 consecutive years as an Officer, may only stand for re-election as a Trustee and Officer at the annual general meeting in the year succeeding that of his retirement.

62. The appointment of any Officer shall terminate if he ceases to be a Trustee or if he resigns from such office by notice to the Trust.

63. If the appointment of an Officer terminates under the preceding article, Council shall be entitled, at their next meeting to appoint another Trustee to hold such office in his place; a Trustee so appointed shall hold such office until the conclusion of the annual general meeting which next follows such appointment.

#### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

64. A Trustee shall vacate office if

- (a) he ceases to be a director by virtue of any provision of the Acts or becomes prohibited by law from being a director
- (b) is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- (c) he becomes incapable for reason of mental disorder, illness or injury of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months
- (d) he becomes an employee of the Trust
- (e) he ceases to be a member of the Trust
- (f) he resigns as a Trustee by notice to the Trust or
- (g) he is absent (without permission of the Trustees) from more than three successive meetings of Council and Council resolves to remove him from office
- (h) he brings the Trust into disrepute and is removed by vote of Council.

65. The Trust may by ordinary resolution, of which special notice has been given in accordance with the Acts, remove any Trustee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Trust and such Trustee. The Trust may by ordinary resolution appoint another member in place of a Trustee removed under this article.

## **PATRON, PRESIDENT AND VICE-PRESIDENT**

66. The Trust may from time to time and if thought fit elect a Patron, President and Vice-President. Such offices shall be honorary.
67. The Patron and President shall be elected for a term not exceeding four years at the annual general meeting following nomination by Council but may be re-elected for further terms.
68. Vice-Presidents shall be elected at the annual general meeting upon the recommendation of Council for such period or periods as may be determined.

## **TRUSTEES' INTERESTS**

69. A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Trust or in any transaction or arrangement entered into by the Trust which has not previously been declared.
70. A Trustee must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest).
71. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
  - 71.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 71.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
  - 71.3 the unconflicted Trustees consider it is in the interests of the Trust to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

## **POWERS OF COUNCIL**

72. Subject to the provisions of the Acts, and the Articles and to any directions given by special resolution, the property and funds of the Trust shall be controlled by the Trustees, as charity trustees, who comprise Council and who may exercise all the powers of the Trust.
73. No alteration of the these Articles and no direction given by special resolution shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
74. The powers conferred by article 72 shall not be limited by any special power conferred on the Trustees by the Articles.

75. A meeting of Trustees at which a quorum is present may exercise all powers exercisable by Council.
76. Council may by power of attorney or otherwise, appoint any person to be the agent of the Trust for such purpose and on such conditions as they may determine.

#### **PROCEEDINGS OF COUNCIL**

77. The business of the Trust shall be controlled by Council.
78. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit but no Trustee may appoint an alternate or anyone to act on his or her behalf at meetings of Council.
79. Any three Trustees may by notice in writing require the Secretary to call a meeting of Council in not less than twenty one days.
80. Notice of a meeting of Council need be sent only to the current address in the United Kingdom of a Trustee.
81. Questions arising at a meeting of Council shall be decided by a majority of votes; in the case of an equality of votes, the Chairman shall have a second or casting vote.
82. A meeting may be held by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.
83. No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Council in which a participant or participants may communicate with all the other participants.
84. A quorum for the transaction of the business of Council may be fixed by Council and, unless so fixed at any other number, shall be the nearest whole number representing one third of the total number of members of Council.
85. The continuing Trustees or a sole continuing Trustee may act notwithstanding their number is below the minimum required by the Articles, but if the number of remaining Trustees is less than the number fixed as the quorum, they or he may act only for the purpose of filling vacancies or of calling a general meeting.
86. The Chairman shall preside at every meeting of Council at which he is present.
87. If the Chairman is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chairman shall act as Chairman; if the Vice-Chairman is not willing to chair the meeting or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
88. All acts done by a meeting of Council or by a meeting of a committee of Trustees or by a person acting as a Trustee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Trustee or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote. This Articles does

not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Council or a committee of the Council if, but for this article, the resolution would have been void, or if the Trustee has not complied with articles 69 and 70.

89. A resolution in writing or in electronic form signed by a majority of all the Trustees entitled to receive notice of a meeting of Council or of a committee of Trustees shall be as valid and effectual as if it has been passed at a meeting of Council or (as the case may be) a committee of Trustees duly convened and held provided that;

89.1 a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and

89.2 a simple majority of Trustees has signified their agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

and the said resolution may consist of several documents in the same form each signed by one or more Trustees.

90. Council may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of Council or of any committee of the members of Council.

#### **DELEGATION TO COMMITTEES OF COUNCIL AND HOLDERS OF EXECUTIVE OFFICE**

91. Provided that no Committee shall incur expenditure on behalf of the Trust except in accordance with a budget that has been approved by Council and that all acts and proceedings of such committees shall be reported back to Council as soon as possible, Council may delegate any of its powers to any committee consisting of three or more Trustees; it may also delegate to the Chairman or any Trustee holding any other office such of its powers as it considers desirable to be exercised by him.

92. Any delegation of powers under the preceding article may be made subject to such conditions as Council may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered by Council as it deems fit.

93. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more Trustees shall be governed by the articles regulating the proceedings of the meetings of Council so far as they are capable of applying.

#### **DELEGATION TO GENERAL COMMITTEES**

94. For the purpose of the articles 'general committee' means a committee duly authorised and appointed by the Council whose constitution complies with article 96.

95. Council may, subject to articles 95 to 99 inclusive delegate to any general committee all such powers as it may think fit; any such delegation shall be made collaterally with and not to the exclusion of Council's powers and may be revoked or altered by Council as it deems fit.

96. At least half the members of a general committee shall be Trustees and all the other members of the committee shall be members of the Trust.

97. Each general committee shall regulate its proceedings in accordance with the directions issued by Council and shall give effect to any instruction or decision on matters of principle issued or made by Council from time to time and will cease to function when instructed by Council.
98. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any general committee
  - 98.1 any introduction of a new policy or any change in policy which could have a significant impact on the Trust or which would fall within the responsibility of another committee or conflict with the declared policy of the Trust or any matter involving expenditure not in accordance with the financial regulations of the Trust
  - 98.2 any expenditure beyond that authorised by Council.
99. All acts done by a general committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
100. A resolution in writing, or in electronic form, signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.

## **MINUTES**

101. Council shall ensure that minutes are made (in books kept for the purpose] of all proceedings at general meetings, meetings of Council and meetings of general committees; such minutes shall include the names of all those present. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any other further proof of the facts therein stated.

## **SEAL**

102. The seal shall only be used by the authority of Council or of a committee of Trustees authorised by Council.
103. Every document to which the seal is affixed shall be signed by two members of Council.

## **ACCOUNTS**

104. Council shall cause accounting records to be kept by the Trust in accordance with the Acts and the Charities Acts, and shall cause such Annual Returns, Reports and Financial Statements as are required to be submitted in accordance with the Acts and the Charities Act 1993.
105. The accounting records shall be kept at the main office of the Trust or at such other place or places council may think fit, and the accounting records shall always be open to the inspection of any Trustee.

106. Trustees shall (as such) have the right of inspecting any accounting records of the Trust on reasonable notice.

## **AUDITORS**

107. Auditors of the Trust shall be appointed and their duties regulated in accordance with the Acts.

## **NOTICES**

108. Subject to the Articles, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the Trust.
109. Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
110. Any notice to be given to or by any person pursuant to the Articles:
- 110.1 must be in writing; or
  - 110.2 must be given in electronic form.
111. The Trust may give any notice to a member either:
- 111.1 personally; or
  - 111.2 by sending it by post in a prepaid envelope addressed to the member at his address; or
  - 111.3 by leaving it at the address of the member; or
  - 111.4 by giving it in electronic form to the member's address.
  - 111.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting.
112. A member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust.
113. A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.
114. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
115. Proof that an electronic form of notice was given shall be conclusive where the Trust can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
116. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 116.1 48 hours after the envelope containing it was posted; or

116.2 in the case of an electronic form of communication, 48 hours after it was sent.

## **INDEMNITY**

117. The Trust shall indemnify any relevant Trustee against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

In this article a "relevant Trustee" means any Trustee or former Trustee of the Trust.

## **DISSOLUTION**

118. The members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust be applied or transferred in any of the following ways:
- 118.1 directly for the Objects; or
  - 118.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 118.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 119 In no circumstances shall the net assets of the Trust be paid to or distributed among the members and if no resolution in accordance with article 118 is passed by the members the net assets of the Trust shall be applied for charitable purposes as directed by the Court or the Charity Commission.