

STAFFORDSHIRE WILDLIFE TRUST LIMITED

ARTICLES OF ASSOCIATION

COMPANY NUMBER 959609
REGISTERED CHARITY NUMBER 259558

THE COMPANIES ACTS - 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

STAFFORDSHIRE WILDLIFE TRUST LIMITED

[Incorporated the 5th day of August 1969]

The name of the Company is "STAFFORDSHIRE WILDLIFE TRUST LIMITED" (hereinafter called 'the Trust').

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Address	a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Trust;
Articles	the Trust's Articles of Association;
Clear Days	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;
Commission	the Charity Commission for England and Wales;
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
Connected Person	a child, parent, grandchild, grandparent, brother or sister of the Trustees; the spouse or civil partner of the Trustees or of a child, parent, grandchild, grandparent, brother or sister of a Trustee; and a person carrying on business in partnership with the Trustees or with a person previously mentioned;
Electronic Form	has the meaning given in section 1168 of the Companies Act 2006;
Objects	means the purposes of the Trust as set out in article 3
Officers	any of Chairman, Vice-Chairman, Treasurer, Secretary and such other officers as the Trustees in a Board meeting may consider appropriate.

Seal	the common seal of the Trust;
Secretary	any person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
United Kingdom	Great Britain and Northern Ireland.

- 1.2 The words importing the singular number only shall include the plural number, and vice versa.
- 1.3 Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations and unincorporated organisations.
- 1.4 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.
- 1.5 Apart from the exception mentioned in the previous paragraph and reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. LIABILITY OF MEMBERS

- 2.1 The liability of the members is limited.
- 2.2 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/she is a member or within one year after he/she ceases to be a member, for payment of the Trust's debts and liabilities contracted before he/she 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.

3. OBJECTS

The Objects for which the Trust is established are:

- 3.1 For the benefit of the public, to advance, promote and further the conservation, maintenance, restoration, regeneration and protection of:
- i. wildlife and its habitats;
 - ii. places of natural beauty;
 - iii. places of zoological, botanical, geographical, archaeological or scientific interest;
 - iv. features of landscape with geological, physiographical or amenity value;
- in particular, but not exclusively, in ways that further biodiversity.
- 3.2 To advance the education of the public in:
- i. the principles and practice of sustainable development;
 - ii. the principles and practice of biodiversity conservation.
- 3.3 To promote and undertake research in all areas of the natural world and to publish the useful results thereof.

Sustainable development is primarily defined as “Development that meets the needs of the present without compromising the ability of future generations to meet their own needs”. (Brundtland Commission)

4. POWERS

The Trust has the power to do anything which is calculated to further its Objects or is conducive or incidental in doing so. In particular, the Trust has the power:

- 4.1 to establish, purchase, form, own, maintain and improve sanctuaries, nature reserves or other facilities;
- 4.2 to promote, organise, carry out, support and participate in educational programmes, excursions, rambles, tours, lectures, meetings, study days, courses, conferences, seminars and other educational events;
- 4.3 to provide accommodation and refreshments and other ancillary services for members of the public attending or visiting facilities and events provided by the Trust;
- 4.4 to facilitate and manage the collection and use of biological records and other data relating to the natural world;
- 4.5 to raise funds. In doing so, the Trust will not undertake any taxable permanent trading activity and must comply with any relevant statutory obligations;
- 4.6 to buy, lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.7 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 117 and 122 of the Charities Act 2011;
- 4.8 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 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.9 to co-operate with other companies, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.10 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.11 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 4.12 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.13 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;
- 4.14 to provide and contribute to superannuation or pension funds for such staff as may be employed;

- 4.15 to deposit or invest funds;
- 4.16 employ or contract with a professional fund-manager; and
- 4.17 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;
- 4.18 to provide indemnity insurance for the Trustees in accordance with, and subject to, the conditions in, section 189 of the Charities Act 2011;
- 4.19 to pay out of the funds of the Trust the costs of maintaining the Trust both as a company and a charity.
- 4.20 to establish and invest in subsidiary companies for trading.
- 4.21 to lend funds to any subsidiary company

5. APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Trust shall be applied solely towards the promotion of the Objects.
- 5.2 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.
- 5.3 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 189 of the Charities Act 2011.
- 5.4 A Trustee may receive an indemnity from the Trust in the circumstances specified in article 41.
- 5.5 A Trustee may not receive any other benefit or payment except in accordance with article 5.2 or unless it is authorised by article 6
- 5.6 Subject to article 6, 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:
 - 5.6.1 a benefit from the Trust in the capacity of a beneficiary of the Trust;
 - 5.6.2 reasonable and proper remuneration for any goods or services supplied to the Trust.

6. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

- 6.1 No Trustee or Connected Person may:
 - 6.1.1 buy any goods or services from the Trust on terms preferential to those applicable to members of the public;
 - 6.1.2 sell goods, services, or any interest in land to the Trust;

- 6.1.3 be employed by, or receive any remuneration from, the Trust;
- 6.1.4 receive any other financial benefit from the Trust unless the payment is permitted by article 6.2 or authorised by the Court or the Charity Commission

In this article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 A Trustee or Connected Person may:

- 6.2.1 receive a benefit in their capacity as an ordinary member of the Trust or as a beneficiary of the Trust.
- 6.2.2 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, sections 185 and 186 of the Charities Act 2011.
- 6.2.3 provide the Trust with goods that are not supplied in connection with services provided to the Trust by the Trustee or Connected Person, subject to article 6.3
- 6.2.4 receive interest on money lent to the Trust at a reasonable and proper rate which must be not more than the Bank of England Bank Rate (also known as the base rate).
- 6.2.5 receive rent for premises let by the Trustee or Connected Person to the Trust. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.6 take part in the normal trading and fundraising activities of the Trust on the same terms as members of the public.

6.3 The Trust and its Trustees may only rely upon the authority provided by article 6.2.3 if each of the following conditions is satisfied:

- 6.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Trust or its Trustees (as the case may be) and 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.
- 6.3.2 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.
- 6.3.3 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.
- 6.3.4 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.
- 6.3.5 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.

6.3.6 The reason for their decision is recorded by the Trustees in the minute book.

6.3.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this article.

6.4 In articles 6.2 and 6.3 "Trust" shall include any company in which the Trust:

6.4.1 holds more than 50% of the shares; or

6.4.2 controls more than 50% of the voting rights attached to the shares; or

6.4.3 has the right to appoint one or more directors to the board of the company.

7. DECLARATION OF TRUSTEES' INTERESTS

A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she 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. A Trustee must absent himself or herself from any discussions of the Trust in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest).

8. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

8.1 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:

8.1.1 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, unless the rest of the Trustees agree that it is in the interests of the Trust for the conflicted Trustee to participate in the discussion but not to vote.

8.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees are present for that part of the meeting.

8.1.3 the unconflicted Trustees consider it is in the interests of the Trust to authorise the conflict of interests in the circumstances applying.

8.2 In this article 8 a conflict of interests 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.

9. MEMBERS

9.1 Such persons as are admitted to membership in accordance with these articles shall be members of the Trust. The number of members is unlimited.

9.2 The Trustees shall keep a register of names and addresses of the members.

10. CLASSES OF MEMBERSHIP

- 10.1. There shall be a number of classes of membership as may be determined from time to time by the Trustees.
- 10.2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership except subscription rates.
- 10.3 The rights attached to a class of membership may only be varied if:
 - 10.3.1 three-quarters of the members of that class consent in writing to the variation; or
 - 10.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 10.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

11. QUALIFICATION FOR MEMBERSHIP

- . The qualifications for and the rights of the members in each class of membership shall be determined from time to time by the Trustees.

12. MEMBERSHIP SUBSCRIPTIONS

- 12.1 For the purposes of these articles annual subscriptions for membership shall become due on the first day of the month in which the subscription falls due and payment thereof will entitle such member to a continuous twelve (12) month membership.
- 12.2 The subscription rate for any class of membership shall be determined from time to time by the Trustees.

13. RESTRICTIONS ON MEMBERSHIP

- 13.1. A member who is also an employee of the Trust, may not vote in any proceedings of the Trust or at any general meeting of the Trust or call for or put resolutions to any general meetings.
- 13.2 The Trustees shall be entitled at its discretion to refuse any application for membership notwithstanding that the relevant qualifications under article 11 are fulfilled and that the applicant does not have restricted membership rights under article 13.1 and notify the applicant accordingly.

14. APPLICATION FOR MEMBERSHIP

- 14.1. 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 the Trustees requires) and, in the case of an applicant nominated by an organisation applying under articles 15 and 16, signed by the appropriate official of the organisation nominating him/her for membership.
- 14.2 An applicant shall indicate which class of membership under article 10 he/she wishes to be considered for.

- 14.3 Applications for membership shall be determined by the Trustees 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.

15. CORPORATE MEMBERSHIP

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/her corporation, all the rights and privileges incidental to its membership so long as such membership continues and his/her appointment is not revoked.

16. NOMINEE MEMBERSHIP

- 16.1 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/her 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/her appointment is not revoked.

- 16.2 If an applicant is nominated by an organisation under articles 15 or 16.1 the Trustees 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.

17. TERMINATION OF MEMBERSHIP

- 17.1 Membership is terminated if:

17.1.1 the member dies or, if it is an organisation, ceases to exist;

17.1.2 the member resigns by written notice sent or left with the Secretary at the registered office;

17.1.3 any sum due from the member to the Trust is not paid in full within six months of it falling due; or

17.1.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

17.1.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

17.1.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

- 17.2 Any person resigning during the year will not be entitled to any refund of subscription;

18. GENERAL MEETINGS

- 18.1 The Trustees may call a general meeting at any time.
- 18.2 An annual general meeting must be held in each calendar year at such time and place determined by the Board.

19. NOTICE OF GENERAL MEETINGS

- 19.1. The minimum period of notice required to hold a general meeting or annual general meeting is fourteen clear days.
- 19.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 19.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
- 19.4 The notice must be given to all the members and to the Trustees and auditors.
- 19.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

20. PROCEEDINGS AT GENERAL MEETINGS

- 20.1 No business shall be transacted at any general meeting unless a quorum of members is present.
- 20.2 A quorum is twelve members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 20.3 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 20.4 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 20.5 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.
- 20.6. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
 - 20.6.1 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
 - 20.6.2 If there is only one Trustee present and willing to act, he or she shall chair the meeting.

- 20.6.3 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20.7 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 20.7.1 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 20.7.2 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 20.7.3 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 20.8 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 20.8.1 by the person chairing the meeting; or
- 20.8.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
- 20.8.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 20.9 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 20.10 The result of a vote must be recorded in the minutes of the charity but the number of proportion of votes cast need not be recorded.
- 20.11. A demand for poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 20.11.1 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 20.12. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 20.13 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 20.14 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 20.15 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

- 20.16 The poll must be taken within thirty days after it has been demanded.
- 20.17 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20.18 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

21. CONTENT OF PROXY NOTICES

- 21.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:–
- 21.1.1 states the name and address of the member appointing the proxy;
 - 21.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 21.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 21.1.4 is delivered to the Trust in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 21.2 The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 21.3 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.
- 21.4 Unless a proxy notice indicates otherwise, it must be treated as:-
- 21.4.1 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
 - 21.4.2 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.

22. DELIVERY OF PROXY NOTICES

- 22.1 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 Trust by or on behalf of that person.
- 22.2 An appointment under a proxy notice may be revoked by delivering to the Trust a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 22.3 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.
- 22.4 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 appointer's behalf.

23. WRITTEN RESOLUTIONS

- 23.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 23.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 23.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 23.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 23.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 23.3. In the case of a member that is an organisation, its authorised representative may signify its agreement.

24. VOTES OF MEMBERS

- 24.1 Subject to article 10, every member shall have one vote.
- 24.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 24.3 Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust.
- 24.4 The organisation must give written notice to the Trust of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The representative may continue to represent the organisation until written notice to the contrary is received by the Trust.
- 24.5 Any notice given to the Trust will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the representative has been properly appointed by the organisation.

25. TRUSTEES

- 25.1 A Trustee must be a natural person aged 16 years or older.
- 25.2 A Trustee must be a member of the Trust.
- 25.3 A Trustee cannot be an employee of the Trust.
- 25.4 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 30.
- 25.5 The minimum number of Trustees shall be nine (9) and (unless otherwise determined by ordinary resolution) the maximum number shall be fourteen (14).
- 25.6 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

26. POWERS OF TRUSTEES

- 26.1 The Trustees shall manage the business of the Trust and may exercise all the powers of the Trust unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution. The Trustees shall exercise their powers at a meeting at which a quorum is present at the time any relevant decision is made. Such meetings shall be known as Board meetings.
- 26.2 No alteration of the articles or any special resolution will have retrospective effect to invalidate any prior act of the Trustees.

27. APPOINTMENT OF TRUSTEES

- 27.1 The Trust may by ordinary resolution at an Annual General Meeting appoint as a Trustee any member who is willing to act and who is either:
- 27.1.1 a Trustee retiring in accordance with Article 28 or Article 27.2 who has indicated a wish to be reappointed.
 - 27.1.2 a member recommended by the Trustees
 - 27.1.3 a member in respect of whom the Trust has been given a notice, not less than fourteen (14) or more than thirty-five (35) clear days before the date of the meeting, which:
 - 27.1.3.1 is signed by two members entitled to vote at the meeting
 - 27.1.3.2 states that members' intention to propose the election of the member in respect of whom the notice is given by the Trustee,
 - 27.1.3.3 is signed by the person who is to be proposed as a Trustee to show his or her willingness to act
 - 27.1.3.4 contains the details that, if the person were to be appointed, the Trust would have to file at Companies House
- 27.2 The Trustees may at any time appoint a member who is willing to act to be a Trustee but a Trustee so appointed must retire at the next Annual General Meeting.
- 27.3 The appointment of a Trustee whether by the Trust in the Annual General Meeting or by the Trustees may not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
- 27.4 A retiring Trustee who has been a Trustee for twelve (12) or more consecutive years may not be reappointed until at least one year after the date of his or her retirement.

28. RETIREMENT OF TRUSTEES

- 28.1 At each annual general meeting all the Trustees appointed at the annual general meeting four years previously must retire from office.
- 28.2 If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting. If a Trustee is appointed a Trustee at an Annual General Meeting the appointment shall take effect upon the conclusion of the meeting.

29. ELECTION OF OFFICERS

- 29.1 The Trustees shall elect the Officers of the Trust from among Trustees at the first Board meeting following the Annual General Meeting. All officers shall retire at the end of their year of office and shall be eligible for re-election.
- 29.2 The Officers of the Trust shall consist of a Chairman, Vice-Chairman, Treasurer and Secretary and any other executive officers as the Trustees may determine.
- 29.3 The appointment of any Officer shall terminate if he/she ceases to be a Trustee or if he/she resigns from such office by notice to the Trust.
- 29.4 If the appointment of an Officer terminates under the preceding article, the Trustees shall be entitled, at their next meeting to appoint another Trustee to hold such office in his/her place; a Trustee so appointed shall hold such office until the Trustee meeting following the annual general meeting which next follows such appointment.

30. DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 30.1 A Trustee shall cease to hold office if he or she:
- (a) ceases to be a Trustee by virtue of any provision in the Companies Acts or becomes prohibited by law from being a Trustee
 - (b) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
 - (c) becomes incapable for reason of mental disorder, illness or injury of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than three months
 - (d) becomes an employee of the Trust
 - (e) ceases to be a member of the Trust
 - (f) resigns as a Trustee by notice to the Trust (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (g) is absent (without permission of the Trustees) from more than three successive Trustee meetings and the Trustees resolve to remove him/her from office
 - (h) he/she brings the Trust into disrepute and is removed by vote of the Trustees.
- 30.2 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/her 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.

31. PATRON, PRESIDENT AND VICE-PRESIDENT

The Trustees may from time to time and if thought fit elect a Patron, President and Vice-Presidents. Such offices shall be honorary.

32. REMUNERATION OF TRUSTEES

The Trustees must not be paid any remuneration unless in accordance with article 5.2 or it is authorised in accordance with article 6.

33. PROCEEDINGS OF TRUSTEES

- 33.1 The Trustees may regulate their proceedings at they think fit, subject to the provisions of the articles.
- 33.2 Any Trustee may call a Board meeting. This is a quorate meeting of the Trustees.
- 33.3 The Secretary (if any) must call a Board meeting if requested to do so by a Trustee.
- 33.4 Decisions to be made at a Board meeting shall be decided by a majority of votes.
- 33.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 33.6 A Board meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 33.7 No decision may be made by a Board meeting 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 Trustees in which a participant or participants may communicate with all the other participants.
- 33.8 The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 33.9 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 33.10 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 33.11 The Trustees shall appoint a Trustee to chair their Board meetings and may at any time revoke such appointment.
- 33.12 If no-one has been appointed to chair Board meetings or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair the meeting.
- 33.13 The person appointed to chair Board meetings shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.
- 33.14 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a Board meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 33.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

34. DELEGATION

- 34.1 Provided that no Committee shall incur expenditure on behalf of the Trust except in accordance with a budget that has been approved at a quorate Board meeting, the Trustees may delegate any of their powers to any committee consisting of three or more Trustees,. The terms of any delegation must be recorded in the minute book.
- 34.2 Any delegation of powers under the preceding article may be subject to such conditions as the Trustees at a quorate Board meeting may impose and be either collateral with or to the exclusion of their own powers and may be revoked or altered by the Trustees at a quorate Board meeting.
- 34.3 Subject to any condition imposed in pursuance of this article 34, the proceedings of a committee consisting of two or more Trustees shall be governed by the articles regulating the proceedings of the meetings of the Board so far as they are capable of applying.

35. VALIDITY OF TRUSTEES' DECISIONS

- 35.1 All acts and proceedings of any committees must be fully and properly reported to a Board meeting..
- 35.2 Subject to article 35.3, all acts done by a Board meeting, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 35.2.1 who was disqualified from holding office;
 - 35.2.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 35.2.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 35.2.4 the vote of that Trustee; and
 - 35.2.5 that Trustee being counted in the quorum;
- the decision has been made by a majority of the Trustees at a quorate meeting.
- 35.3 Article 35.2 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of directors if, but for article 35.2, the resolution would have been void, or if the Trustee has not complied with article 7.

36. MINUTES

- 36.1 The Trustees shall ensure that minutes are made (in books kept for the purpose) of all:
- 36.1.1 appointments of officers made by the Trustees
 - 36.1.2 proceedings at general meetings,

36.1.3 Board meetings and meetings of committees; such minutes shall include the names of all those present.

36.1.4 the decisions made at the meetings and where appropriate, the reasons for the decisions.

36.2 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.

37. SEAL

37.1 The Seal shall only be used by the authority of Trustees or of a committee of Trustees authorised by Trustees.

37.2 Every document to which the seal is affixed shall be signed by two Trustees.

38. ACCOUNTS

38.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

38.1.1 transmission of a copy of the statements of account to the Commission;

38.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

38.1.3 preparation of an Annual Return and its transmission to the Commission.

38.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

38.3 The accounting records shall be kept at the main office of the Trust or at such other place or places the Board may think fit, and the accounting records shall always be open to the inspection of any Trustee.

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

39. AUDITORS

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

40. NOTICES

40.1 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.

40.2 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.

- 40.3 Any notice to be given to or by any person pursuant to the articles:
- 40.3.1 must be in writing; or
 - 40.3.2 must be given in electronic form.
- 40.4 The Trust may give any notice to a member either:
- 40.4.1 personally; or
 - 40.4.2 by sending it by post in a prepaid envelope addressed to the member at his address;
or
 - 40.4.3 by leaving it at the address of the member; or
 - 40.4.4 by giving it in electronic form to the member's address.
 - 40.4.5 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.
- 40.5 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.
- 40.6 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.
- 40.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 40.8 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.
- 40.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 40.9.1 48 hours after the envelope containing it was posted; or
 - 40.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

41. INDEMNITY

- 41.1 The Trust shall indemnify any relevant Trustee against any liability incurred by him/her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 41.2 In this article a "relevant Trustee" means any Trustee or former Trustee of the Trust.

42. RULES

- 42.1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Trustees.
- 42.2 The byelaws may regulate the following matters but are not restricted to them:
- 42.2.1 the admission of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 42.2.2 the conduct of members of the Trust in relation to one another, and to the Trust's employees and volunteers;
 - 42.2.3 the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
 - 42.2.4 the procedure at general meetings and Board meetings insofar as such procedure is not regulated by the Companies Acts or by the articles;
 - 42.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 42.3 The Trust in general meeting has the power to alter, add to or repeal the rules or byelaws.
- 42.4 The Trust must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Trust.
- 42.5 The rules or byelaws shall be binding on all members of the charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

43. DISPUTES

If a dispute arises between members of the Trust about the validity or propriety of anything done by the members of the Trust under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

44. DISSOLUTION

- 44.1 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:
- 44.1.1 directly for the Objects; or
 - 44.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 44.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 44.2 Subject to any such resolution of the members of the charity, the Trustees of the charity 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 made for them, shall on or before dissolution of the Trust be applied or transferred:
- 44.2.1 directly for the Objects; or
 - 44.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

44.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

44.3 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 44.1 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.