

WARWICKSHIRE WILDLIFE TRUST Ltd

Company number 00585247

**Agenda for the Annual General Meeting to be held at Brandon Marsh Nature Centre on
Wednesday 26 September 2018 commencing at 4:30pm**

Item.

- 1. Apologies for absence: Ms Helen Brittain**
- 2. Minutes of the Annual General Meeting held on Wednesday 11 October 2017**
- 3. Report of Council for 2017 (Chair: Ms Crishni Waring)**
- 4. Statement of Accounts for 2017 and Auditors' Certificate (Treasurer: Mr. John McKenzie)**
- 5. To elect Members of Council standing down through rotation to serve for 2018 – 2021: Mr. Luke Hamer, Ms. Helen Brittain, Mr. Martin Randall, Ms. Crishni Waring, Mr. Andrew Gabbittas, Mr. Ron Hill**
- 6. To elect Auditors for 2019 (Harrison, Beale and Owen)**

Special Business

- 7. In order to make possible the formal appointment of a Vice Chair or Vice Chairs of Council, to adopt new Articles of Association of The Warwickshire Wildlife Trust Limited in the form to be tabled at the Meeting**
- 8. Any other approved business (notified in writing 28 days in advance): none**

WEDNESDAY



A19 *A7I733W1* #87
07/11/2018
COMPANIES HOUSE

Warwickshire Wildlife Trust Ltd
Company number 00585247

AGM on 26th September 2018

Item 7

Section 20.5 currently reads: *The Council shall from time to time elect a chair of its meetings and determine the period for which he is to hold office, but if there is no such chair, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the Council members present may choose one of their number to chair the meeting.*

It is proposed to change this to: 20.5(i) *Council shall from time to time elect a Chair of Council and determine the period for which he or she shall hold office; 20.5 (ii) Council may from time to time elect one or more Vice Chairs of Council and determine the period for which he or she or they shall hold office; 20.5 (iii) If at any meeting of Council neither the Chair nor any Vice Chair is present within five minutes after the time appointed for holding it, the Council members present may choose one of their own number to chair the meeting. If the Chair is not present but two or more Vice Chairs are there, then the Council members present may choose which of the Vice Chairs shall chair the meeting.*

WARWICKSHIRE WILDLIFE TRUST Ltd
Company number 00585247

WE

A19

07/11/2018
COMPANIES HOUSE

#86

Minutes of the Annual General Meeting held at Brandon Marsh Nature Centre on Wednesday 26 September 2018 commencing at 4.30 p.m.

Present: 60 Members. Chair of Council Ms. C. Waring in the Chair.

Item.

1. Apologies for absence: Dr. H. Brittain, Mr. L. Hamer, Dr. P. Reeve.

2. Minutes of the Annual General Meeting held on Wednesday 11 October 2017. These were taken as read and were approved.

3. Report of Council for 2017. Ms. Waring presented the Report of Council which had been circulated. Membership of the Trust now stood at over 23,000 – an increase of 3% on the previous year. There were now 25 corporate members. We had secured excellent funding to deliver important Living Landscape projects, such as Dunsmore and the Tame Valley. A Water Vole Recovery Project in Coventry had been supported by the Heritage Lottery Fund, and we had been able to influence the HS2 project in connection with some threats it posed to wildlife. 32 Local Wildlife Sites covering 387 hectares had been surveyed for the Habitat Biodiversity Audit. We had received coverage for various projects on several BBC programmes and were seeing an increase in social media use. We had recorded over 23,000 hours of volunteer time in maintaining our Nature Reserves, which included planting 6,830 trees across the Bubbenhall Meadow Restoration Area. We continued to develop our Community Engagement projects, and were increasing the delivery of wildlife experiences for children and young people. Health and Wellbeing projects were flourishing, and we continued to develop our training and volunteering work. Our Visitor Centres were going well, with 34,000 visits made to Brandon Marsh, and 84,000 visits to Parkridge, where we had taken over direct management of the tearoom, which in turn gave us a better opportunity to recruit new members. The Report was unanimously received.

4. Statement of Accounts for 2017 and Auditors' Certificate. The Treasurer of the Trust, Mr. J. McKenzie, presented the Statement of Accounts for 2017, copies of which had been circulated, and which was available on the website. The main sources of income for the Trust were from grants (which were normally restricted to special projects), from the Trust's trading subsidiary, Middlesmarch Environmental Limited, and from subscriptions. The Trust had made a surplus for the year, and cash reserves had increased by about £600,000. All cash reserves were earmarked for special projects, or were to protect against any future difficulties. The Auditors had examined the Accounts in detail, and had given an unqualified certificate of approval. The Accounts and Certificate were unanimously received.

5. To elect Members of Council standing down through rotation to serve for 2018 - 2021. Dr. H. Brittain, Mr. A. Gabbittas, Mr. L. Hamer, Mr. R. Hill, Dr. M. Randall and Ms. C. Waring were proposed by Mr. G. Harrison, seconded by Mr. M. Bunney, and were elected unanimously.

6. To elect Auditors for 2019. Harrison, Beale and Owen were proposed by Mr. G. Litterick, seconded by Mr. G. Harrison, and were elected unanimously.

7. Special Business - in order to make possible the formal appointment of a Vice Chair or Vice Chairs of Council, to adopt new Articles of Association of the Warwickshire Wildlife Trust Limited in the form to be tabled at the Meeting. Mr. M. Bunney proposed the adoption of the new Articles of Association, which was seconded by Mr. G. Litterick, and agreed unanimously.

8. There was no other approved business. The Meeting closed at 5.10 p.m.

The Companies Acts 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
WARWICKSHIRE WILDLIFE TRUST LIMITED
Company number 00585247

1. NAME & REGISTERED OFFICE

- 1.1 The name of the company (the “Trust”) is Warwickshire Wildlife Trust Limited, and the Office will be situated in England.

2. INTERPRETATION

2.1 In these Articles

Act means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Trust;

Address means a postal 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;

Annual General Meeting means the annual general meeting of the Trust pursuant to Article 9.1;

Articles means these articles of association;

Commission means the Charity Commission for England and Wales;

Charities Act means the Charities Act 2011;

Council means the board of directors of the Trust;

connected person has the same meaning given to it in section 188 of the Charities Act 2011;

electronic form has the meaning given to it in section 1168 of the Companies Act 2006;

General Meeting means any meeting of the members other than the Annual General Meeting;

Objects means the objects of the Trust set out in article 4;

Office means the registered office of the Trust;

Officer means any of the President, Secretary or the Treasurer (and ‘Officers’ shall be construed accordingly);

Organisation means any entity other than an individual (whether incorporated or unincorporated);

President means the person appointed to perform the duties of the president of the Trust;

Region means Warwickshire, Coventry and Solihull;

Secretary means the person appointed to perform the duties of the secretary of the Trust;

Sustainable Development means development that is intended to meet the needs of the present without compromising the ability of future generations to meet their own needs;

Treasurer means the person appointed to perform the duties of the treasurer of the Trust;

United Kingdom means Great Britain and Northern Ireland.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- 2.3 Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Acts (as they are in force on the adoption of these Articles).

- 2.4 Apart from the exception mentioned in Article 2.3, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

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

4. OBJECTS

The Trust is established for the benefit of the public in the Region to:

- 4.1 maintain, establish, enhance, restore or otherwise protect ecosystems, and sites of botanical, geological, zoological and/or other scientific interest;
- 4.2 undertake, advance and further the maintenance, conservation and protection of wildlife and its habitats, and places of natural beauty;
- 4.3 safeguard, promote and enhance the application of Sustainable Development and the principles of biodiversity conservation for the protection of the natural environment;
- 4.4 promote, organise, carry on and encourage study, education and research for the advancement of knowledge in and of the natural sciences; and
- 4.5 educate, inform and involve the general public, or any section thereof, and businesses in and on matters relating to wildlife and its habitats and the matters comprised in articles 4.1 to 4.4 (inclusive).

5. POWERS

In furtherance of the Objects, but not further or otherwise, the Trust shall have power to:

- 5.1 purchase or otherwise acquire and take over all or any part of the property, assets, liabilities and engagements of any one or more companies, societies, associations or bodies having objects altogether similar to those of the Trust which the Trust may lawfully acquire or take over, and to amalgamate with any such companies, societies, associations or bodies;
- 5.2 borrow money and/or give security for loans (in each case only in accordance with the Charities Act);
- 5.3 cause to be circulated periodicals, magazines, books, leaflets or make other communications (to members or to the public or classes of the public);
- 5.4 hold exhibitions, meetings, lectures, classes, seminars and courses, either alone or with others;
- 5.5 foster and undertake research into any aspect of the Objects, and to disseminate the results of any such research;
- 5.6 co-operate and enter into arrangements with any individual, national or local authority or organisation, or public or private company;
- 5.7 purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, construct, or to maintain and alter any of the same as are believed to be necessary for any of the Objects, and sell, lease or otherwise dispose of or mortgage any such real or personal estate (in each case only in accordance with the Charities Act);
- 5.8 raise funds or otherwise obtain contributions to the funds or other assets of the Trust through donations, subscriptions or otherwise;
- 5.9 draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

- 5.10 take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Trust;
- 5.11 carry on trade in so far as it is exercised in the course of the carrying out of an Object or is ancillary to the carrying out of the Objects, and is in accordance with the Charities Act;
- 5.12 invest the moneys of the Trust not immediately required for the Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and by these Articles;
- 5.13 make any charitable donation either in cash or assets for the furtherance of the Objects;
- 5.14 establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes in furtherance of the Objects;
- 5.15 acquire, merge with or enter into any partnership or joint venture arrangement with any other charity having the same or similar objects as or to the Objects;
- 5.16 employ and pay any person or persons to supervise, organise, carry on the work of, and advise the Trust;
- 5.17 insure and arrange insurance cover against such risks as may be thought fit or required by law, including cover for its officers, servants and voluntary workers and its members from and against all such risks incurred in the course of the performance of their duties or activities carried on for and at the request of the Trust;
- 5.18 provide indemnity insurance to cover the liability of the Council (or any member of it) in accordance with, and subject to the terms of the Charities Act;
- 5.19 subject to the provisions of Article 6, pay reasonable annual sums for or towards the provision of pensions for officers or employees or former employees of the Trust or their dependents;
- 5.20 to pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation, registration and maintenance of the registration of the Trust, both as a limited company and as a charity;
- 5.21 to establish local branches (whether autonomous or not);
- 5.22 to establish or promote or concur in establishing or promoting any other company which proposes to carry on any business within the Objects or the promotion of which shall in any manner be calculated to advance directly or indirectly the Objects;
- 5.23 to do all such other lawful things as shall further the Objects or any of them.

6. RESTRICTIONS ON APPLICATION OF INCOME

- 6.1 Except with the prior written consent of the Charity Commission, the income and property of the Trust shall be applied solely towards the promotion of the Objects, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust, and, subject to Article 6.2, no member of its Council shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.
- 6.2 Nothing in Article 6.1 shall prevent any payment in good faith by the Trust:
 - 6.2.1 of reasonable and proper remuneration to any member, officer or employee of the Trust (including any member of its Council) for any services rendered to the Trust or to any entity owned by the Trust, but in each case in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act;
 - 6.2.2 of interest on money lent by any member of the Trust or of its Council at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Council or 3 per cent, whichever is the greater;
 - 6.2.3 of reasonable and proper rent for premises demised or let by any member of the Trust or of its Council;
 - 6.2.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council may be a member holding not more than 1/100th part of the capital of that company;

6.2.5 of out of pocket expenses to any member of its Council incurred in connection with the business of the Trust or of any entity owned by the Trust (including attendance at any meeting of the Council, any general meeting of the Trust or any meeting of any governing body of any such entity).

7. DISSOLUTION

If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Trust under or by virtue of Article 6 hereof, such institutions to be determined by the members of the Trust at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

8. MEMBERS

- 8.1 The members are such individuals or Organisations as the Council shall admit to membership from time to time.
- 8.2 Every person admitted to membership of the Trust shall either sign a written consent to become a member or sign or otherwise authorise their entry in the register of members.
- 8.3 An application for membership may be approved or rejected by the Council. The Council shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made. The membership of any member who shall have neglected and failed to pay his annual subscription for six months (or such other period as may be prescribed by the Council or the Trust in general meeting pursuant to the powers contained in Article 28) after it shall have become due shall thereupon stand terminated, and for the purposes of this Article all subscription shall be deemed to become due on each anniversary of the first subscription which is payable on a member being admitted to membership of the Trust.
- 8.4 Unless the members of the Council or the Trust in general meeting shall make other provision, the Council members may in their absolute discretion permit any member of the Trust to retire provided that after such retirement the number of members is not less than three.
- 8.5 All members shall, subject to Article 19, be eligible to serve on the Council.
- 8.6 The Council may invite any person (not being an Organisation) to become an honorary member of the Trust on such terms as it thinks fit.

9. MEMBERS' MEETINGS

- 9.1 The Trust shall each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held in the Region at such time and place and at such venue as the Council shall determine.
- 9.2 The Council may, whenever it thinks fit, convene a General Meeting.

10. NOTICE OF MEMBERS' MEETINGS

- 10.1 An Annual General Meeting or a General Meeting shall be called by at least fourteen clear days' notice in writing, but a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority of the members having a right to attend and vote at the meeting and together having not less than 90% of the total voting rights exercisable at that meeting.

- 10.2 The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Trust. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act and Article 12.
- 10.3 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.

11. PROCEEDINGS AT MEMBERS' MEETINGS

- 11.1 All business transacted at a General Meeting shall be deemed to be special as shall all business transacted at an Annual General Meeting, except for the consideration of the accounts, balance sheets and the reports of the Council and auditors, the election of members of the Council in the place of those retiring, and the appointment, and the fixing of the remuneration of the auditors.
- 11.2 No business shall be transacted at any members' meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twelve members present in person or by proxy 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, and 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 later day and at such other time and place as the Council may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy at that time shall constitute a quorum.
- 11.3 The chair of every members' meeting of the Trust shall be the President, or if there is no such President, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President (if any) shall (if present), take the chair, otherwise those members of the Council present shall elect one of their number to chair the meeting.
- 11.4 If at any meeting no Council member is willing to act as chair or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
- 11.5 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 11.6 At any members' meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 11.6.1 by the chair, or
 - 11.6.2 by at least five members present in person or by proxy and having the right to vote at the meeting, or
 - 11.6.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 11.7 Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands been carried or earned unanimously, or by particular majority, or lost and an entry to that effect in the minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 11.8 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 11.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 11.10 No poll may be demanded on the election of a chair, or on a question of adjournment. A poll demanded on any other question shall be taken at such time and in such manner as the chair 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.

12. PROXY NOTICES

- 12.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
 - 12.1.1 states the name and address of the member appointing the proxy;
 - 12.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 12.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 12.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 12.2 The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.3 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.
- 12.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 12.4.1 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
 - 12.4.2 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.

13. DELIVERY OF PROXY NOTICES

- 13.1 A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a members' 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 charity by or on behalf of that person.
- 13.2 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.
- 13.3 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.
- 13.4 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 on the appointer's behalf.

14. VOTES OF MEMBERS

- 14.1 Subject to Article 11.9, every member shall have one vote together with any other votes which may be prescribed by the Council or by the Trust in general meeting pursuant to the powers contained in Article 28.
- 14.2 No member shall be entitled to vote at any general meeting if he owes money to the Trust.
- 14.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall

be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

15. ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any Organisation which is a member of the Trust may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person authorised shall be entitled to exercise the same powers on behalf of the Organisation which he represents as that Organisation could exercise if it were an individual member of the Trust.

16. COUNCIL

The Council shall consist of not less than ten, nor more than eighteen members of the Trust (including the Secretary, Treasurer and any President), or such other number(s) as may from time to time be determined by the Trust by ordinary resolution in general meeting.

17. POWERS AND DUTIES OF THE COUNCIL

- 17.1 The business of the Trust shall be managed by the Council who may exercise all such powers of the Trust as are not required to be exercised by the Trust in general meeting. Any such requirements may be imposed either by the Act or by these Articles or by any regulation made by the Trust in general meeting, but no such regulation shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
- 17.2 All cheques and other negotiable instruments of the Trust, all instructions for the payment of funds of the Trust, and all receipts for money paid to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed or activated in such manner as the Council shall from time to time determine.
- 17.3 The Council shall appoint such employees of the Trust as they consider necessary, and shall (subject to the provisions of these Articles) regulate their duties and fix their salaries.
- 17.4 The Council may appoint any persons (not being Organisations) as vice presidents or patrons of the Trust on whatever terms it thinks fit.
- 17.5 The Council may invite representatives of outside organisations to attend its meetings as nonvoting observers.
- 17.6 The Council shall cause minutes to be made:
 - 17.6.1 of all appointments made by the Council;
 - 17.6.2 of the names of the Council members present at each Council meeting;
 - 17.6.3 of all resolutions and proceedings at all meetings of the Trust, and of the Council and of committees of the Council and any minutes of a meeting, which, if purporting to be signed by the chair of such meeting or the chair of the next such meeting, shall be sufficient evidence without any further proof of the facts stated in them.

18. DISQUALIFICATION OF COUNCIL MEMBERS

The office of Council member (including that of any Officer) shall be vacated if the member or Officer:

- 18.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 18.2 ceases to be a Council member by virtue of any provision in the Companies Act 2006 for the time being in force, or is disqualified from acting as a Council member by virtue of the Charities Act; or
- 18.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- 18.4 resigns his or her office by written notice to the Trust; or

- 18.5 is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest as required by the Companies Act 2006 (as amended, supplemented or replaced from time to time) or by the Charities Act; or
- 18.6 is absent without the permission of the Council members from all their meetings held within a period of twelve months and the Council members resolve that his or her office be vacated; or
- 18.7 ceases for any cause to be a member of the Trust.

19. ELECTION AND APPOINTMENT OF COUNCIL MEMBERS

19.1 In this Article 19:

19.1.1 **'Elected'** means, in the case of a Council member elected to office in any Annual General Meeting held in 2012, 2013 and 2014, his election to office at such Annual General Meeting, and in any other case, an applicable Council member's election to office at an Annual General Meeting or General Meeting in circumstances where, immediately before the opening of such meeting he was not already holding such office having been elected to it at a previous such meeting; and

19.1.2 **'Re-elected'** means a Council member who is elected to office under Articles 19.2 to 19.6 inclusive (and **'Re-election'** shall be construed accordingly).

- 19.2 Each Council member (not being the President) shall cease to hold office at the end of the third Annual General Meeting after the general meeting at which he or she is Elected, but may (subject to Article 19.4) be Re-elected to such office at such Annual General Meeting.
- 19.3 Any Council member Re-elected under Article 19.2 shall cease to hold office at the end of the third Annual General Meeting falling after such Re-election, but may (subject to Article 19.4) be Re-elected to such office at such Annual General Meeting.
- 19.4 Any Council member Re-elected under Article 19.3 shall cease to hold office at the end of the third Annual General Meeting falling after such Re-election, after which he shall not be eligible for election to such office, or appointment by the Council to such office until the next Annual General Meeting, except in accordance with Articles 19.5 and 19.6.
- 19.5 A Council member who has ceased to hold office under Article 19.4 (having been Re-elected under Article 19.3) may be Re-elected at the Annual General Meeting at which he has so ceased to hold office, but only if the Council determines that there are exceptional circumstances which justify his re-election at such time.
- 19.6 Any Council Member who has been Re-elected under Article 19.5 shall retire from office at every third annual general meeting following such Re-election, and may be Re-elected at each such annual general meeting, but only if the Council determines that there are exceptional circumstances which justify his re-election at such time. In the absence of such determination, he shall not be eligible for Re-election to such office, or appointment by the Council to such office until the next Annual General Meeting.
- 19.7 No person other than a Council member retiring at the meeting shall, unless nominated by the Council, be eligible for election to the Council at any Annual General Meeting or General Meeting unless, not less than fourteen nor more than twenty-eight days before the date set for the meeting, there shall have been left at the Office notice in writing signed by two members qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. The Council may, if it determines (in its discretion) that it is in the Trust's best interests in respect of a meeting that has already been convened, reduce such period of fourteen days to one of seven days before the date of that meeting.
- 19.8 The Council shall have power (subject to Article 19.6) at any time to appoint any person to be a Council member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Council members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Council member so appointed shall hold office only until the next Annual General Meeting, and shall then, subject to any restrictions in this Article 19, be eligible for election.

- 19.9 No person may be appointed as a Council member or an Officer:
- 19.9.1 unless he or she is a member of the Trust;
 - 19.9.2 unless he or she has attained the age of 18 years;
 - 19.9.3 in circumstances such that, had he or she already been a Council member or Officer, he or she would have been disqualified from acting under the provisions of Article 18.
- 19.10 The Council, in appointing any person to the Council or in nominating any person for office as a member of the Council, shall identify the skills and aptitudes which are necessary or desirable in the interests of the Trust, and take them into account in making, as applicable, any such appointment or nomination.
20. PROCEEDINGS OF THE COUNCIL
- 20.1 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Council member may, and the Secretary on the request of a Council member shall, at any time summon a Council meeting. It shall not be necessary to give notice of a Council meeting to any member for the time being absent from the United Kingdom.
- 20.2 A meeting may be held by suitable electronic means agreed by the Council members provided that, by doing so, each participant can communicate with all the other participants.
- 20.3 The quorum necessary for the transaction of the business of the Council may be fixed by the Council and, unless so fixed, shall be three or, if greater, one-third of the membership of the Council. For the avoidance of doubt, for the purposes of forming a quorum and transacting business, a Council member can be 'present' by suitable electronic means agreed by the Council members in accordance with Article 20.2.
- 20.4 The Council may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Trust as the necessary quorum of members, the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Trust, but for no other purpose.
- 20.5 Council shall from time to time:
- 20.5.1 elect a Chair of Council and determine the period for which he or she shall hold office;
 - 20.5.2 elect one or more Vice Chairs of Council and determine the period for which he or she or they shall hold office;
 - 20.5.3 if at any meeting of Council neither the Chair nor any Vice Chair is present within five minutes after the time appointed for holding it, the Council members present may choose one of their own number to chair the meeting. If the Chair is not present but two or more Vice Chairs are there, then the Council members present may choose which of the Vice Chairs shall chair the meeting.
- 20.6 The Council may delegate any of its powers to sub-committees consisting of such members of Council as it thinks fit, any sub-committee so formed shall conform to any regulations (including budgetary limits) that may be imposed on it by the Council and to the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and to the extent that they shall not be superseded by any such regulations made by the Council and shall report all acts and proceedings to the Council fully and promptly.
- 20.7 A sub-committee shall from time to time elect one of its members to chair its meetings. If no such chair is elected or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose another of their number to chair the meeting.
- 20.8 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the chair shall have a second or casting vote.
- 20.9 All acts done by any meeting of the Council or of a sub-committee, or by any person acting as a Council member, shall, notwithstanding that it be afterwards discovered that there was some defect

in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member.

- 20.10 Employees and other persons (not being Council members) may be requested to attend and speak (but not vote) at meetings of the Council or a sub-committee provided that any such person shall only attend during consideration of matter(s) relevant to them, and not otherwise.

21. WRITTEN RESOLUTION

- 21.1 A resolution in writing or in electronic form agreed by all the Council members entitled to receive notice of a meeting of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council members duly convened and held. 21.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Council members has signified their agreement.

22. OFFICERS

- 22.1 The Council shall from time to time invite such member of the Trust (not being an Organisation) as it thinks fit to be the President of the Trust and recommend any person accepting such invitation to the members for appointment. Any person so recommended may (only) be appointed President by resolution of the Trust in general meeting. The President shall retire from office at each successive Annual General Meeting, but shall be eligible for reappointment, if recommended by the Council, at such meeting.
- 22.2 The Council shall from time to time from among the Council members appoint a Secretary and a Treasurer for the Trust, and may so appoint a Deputy President. In making any such appointment the Council shall identify the skills and aptitudes required for each such office and have regard to them.

23. DEPUTY SECRETARY AND DEPUTY TREASURER

- 23.1 The Council may from time to time by resolution appoint a deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting (and such a deputy Secretary who is not already a Council member when appointed shall not vote in any Council meeting).
- 23.2 A provision of the Act or of these Articles requiring or authorising a thing to be done only by, together, a Council member and the Secretary shall not be satisfied by its being done by the same person acting both as Council member and as the deputy Secretary.
- 23.3 The Council may from time to time by resolution appoint a deputy Treasurer, and any person so appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting (and such a deputy Treasurer who is not already a Council member when appointed shall not vote in any Council meeting). The deputy Treasurer may also be required (by the Treasurer or by the Council) to assist the Treasurer from time to time.

24. THE SEAL

The Council shall provide for the safe custody of the seal, if any, which shall be used only by the authority of the Council or of a sub-committee authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the Secretary or by a second Council member or by some other person appointed by the Council for the purpose.

25. ACCOUNTS

Accounts shall be prepared in accordance with the requirements the Act and any requirements of the Charities Act.

26. NOTICES

- 26.1 Subject to these Articles, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to a company.
- 26.2 Subject to these Articles, any notice or document to be sent or supplied to a Council member in connection with the taking of decisions by Council members may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or documents for the time being.
- 26.3 A Council member may agree with the Trust that notices or documents sent to that Council member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 26.4 A member or Council member present in person or by proxy 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.

27. INDEMNITY

Subject to the provisions of the Act, every Council member or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

28. RULES OR BYE-LAWS

- 28.1 The Council may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:
 - 28.1.1 the admission and classification of members of the Trust, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 28.1.2 the conduct of members of the Trust in relation to one another and to the Trust's employees;
 - 28.1.3 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;
 - 28.1.4 the procedure at general meetings and meetings of the Council and sub-committees in so far as such procedure is not regulated by these Articles; and
 - 28.1.5 generally all such matters as are commonly the subject matter of Trust rules.
- 28.2 The Trust in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Trust all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Trust provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Trust's Memorandum of Association or these Articles.