

**THE COMPANIES ACT 2006**  
**Company No. 743899**  
**Charity Registration No. 220173**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**



## **ARTICLES OF ASSOCIATION of THE HEREFORDSHIRE WILDLIFE TRUST LIMITED**

(adopted pursuant to a Special Resolution passed on 8<sup>th</sup> October 2016, as amended by Special Resolution passed on 15<sup>th</sup> October 2020 and Special Resolutions passed on 6 October 2022)

### **GENERAL**

1. In these Articles the words standing in the first column of the Table next hereinafter containing shall bear the meaning set out opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

### **WORDS**

### **MEANINGS**

"the Act"	The Companies Act 2006 including any statutory modification or re-enactment for the time being in force
"Annual General Meeting"	a general meeting of the Trust called as an Annual General Meeting in accordance with these Articles
"these Articles"	these articles of association of the Trust
"Associate Trustee"	a person appointed in accordance with Article 23
"the Board"	The Board of Trustees for the time being of the Trust
"the Chair"	Chairperson of the Trust
"Committee"	any committee of the Board
"the Chief Executive Officer"	The person employed to run the day to day affairs of the Trust pursuant to Article 60
"Extraordinary General Meeting"	a general meeting of the Trust which is not an Annual General Meeting
"in writing"	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form
"Member"	a member (as defined in s.112 of the Act) who has been admitted to membership of the Trust

"month"	Calendar month
"Objects"	the objects of the Trust set out in Article 5
"President" and "Vice President"	the President or any Vice-President appointed pursuant to Article 18
"the Seal"	The common seal of the Trust
"the Secretary"	The person appointed pursuant to Article 60
"the Treasurer"	The person (if any) appointed pursuant to Article 22
"the Trust"	The Herefordshire Wildlife Trust Limited (company no. 743899)
"Trustee"	A Member elected to be a Trustee of the Trust
"the United Kingdom"	Great Britain and Northern Ireland

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

Words importing the masculine gender only shall include the feminine and neuter genders and

words importing persons shall include corporations.

2. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

## NAME

3. The name of the Trust is "The Herefordshire Wildlife Trust Limited".

## REGISTERED OFFICE

4. The registered office of the Trust will be situate in England.

## OBJECTS

5. The Objects for which the Trust is established are:-

a) For the benefit of the public to advance, promote and further the conservation, maintenance, and protection of:

- (i) wildlife considered to be worthy of protection for the public benefit, and its habitats;
- (ii) places of natural beauty;
- (ii) places of zoological, botanical, geographical, archaeological or scientific interest;
- (iv) features of landscape with geological and physiographical value

in any ways that are available in law and in particular, but not exclusively, by promoting biodiversity.

b) To advance the education of the public in the principles and practice of:

- (i) sustainable development;
- (ii) biodiversity conservation.

c) To promote research in all branches of the study of the natural world which will be for the benefit of the public and to record and/or publish the useful results thereof.

Sustainable development has been primarily defined as "Development which meets the needs of the present without compromising the ability of future generations to meet their own needs" (the Brundtland Commission)

## POWERS

6. The Trust has the following powers, which may be exercised only in promoting the Objects:

- a) to establish, purchase, form, own, maintain and improve sanctuaries, nature reserves or other facilities
- b) to promote, organise, carry out, support and participate in activities that promote the value of the natural world such as educational programmes, study days, courses, conferences, seminars and other educational events;
- c) to establish, promote the establishment of, form and maintain exhibitions, record centres, libraries and collections of records and other objects of educational value;
- d) to provide accommodation and refreshments and other ancillary services for members of the public attending or visiting facilities and events provided by the Trust;
- e) to put before national, regional or local planning authorities and their agencies such environmental considerations and information as may further the Objects and to represent the views of the Trust at planning or other inquiries.
- f) to facilitate and manage the collection and use of biological records and other data relating to the natural world;
- g) to co-operate with other bodies or individuals;
- h) support, administer or set up other charities and undertake and execute charitable trusts;
- i) to raise funds (but not by means of carrying on a trade or business on a continuing basis in such a way that the profits from such trade or business are taxable);
- j) to take and accept or refuse, any grant gift of money property or other assets whether subject to any special conditions or trusts or not;
- k) to request and apply for grants sponsorship and other forms of funding;
- l) to borrow money with or without security (but only in accordance with the restrictions imposed by the Charities Act 2011
- m) to acquire or hire property rights or privileges of any kind and to construct restore improve maintain and alter such property;
- n) to let, charge, mortgage or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011);
- o) to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the trust;
- p) to make grants or donations or loans of money and to give guarantees;

- q) to set aside funds for special purposes or as reserves against future expenditure;
- r) to draw make accept endorse discount negotiate execute and issue promissory notes bills cheques and other instruments and to operate bank accounts;
- s) to make any kind of investment which it could make if it were absolutely entitled to the assets of the Trust;
- t) to employ paid or unpaid agents staff or advisers;
- u) to provide and contribute to superannuation or pension funds for the officers and servants of the Trust or any of them or otherwise to assist such officers and servants their widows or widowers and dependants;
- v) to enter into contracts to provide services to or on behalf of other bodies;
- w) to arrange for the amalgamation of the Trust with any charitable organisation or organisations the purposes of which in its opinion are similar to the purposes of the Trust either alone or as amalgamated and to purchase or otherwise acquire the property, assets, liabilities and undertakings of such organisation or organisations;
- x) to establish subsidiary companies to assist or act as agents for the Trust;
- y) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Trust;
- z) to provide indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty which they may be guilty in relation to the Trust: provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- aa) to insure the Board of Trustees (or any of them) against the cost of a successful defence to a criminal prosecution brought against them as charity trustees;
- bb) to insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust, its Members and employees when required;
- cc) to do anything else within the law which promotes or helps to promote the Objects

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law, having regard to such trusts.

## TRUST INCOME AND PROPERTY

7(a) 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 the Members.

b) Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any Member, in return for any services actually rendered to the Trust, nor prevent the payment of interest on money lent to the Trust by any Member at a reasonable and proper rate per annum or a reasonable and proper rent for premises demised or let to the Trust by any Member or Trustee but so that no Trustee shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust, except as permitted by law, to any Trustee, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any utility company of which a Trustee may be a member, or any other company in which such Trustee shall not hold more than one hundredth part of the capital, and such Trustee shall not be bound to account for any share of profits they may receive in respect of any such payment.

## LIMITED LIABILITY

8. The liability of the Members is limited.

## GUARANTEE

9. Every Member undertakes to contribute to the assets of the Trust, in the event of the same being wound up while they is a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Trust contracted before they cease 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, such amount as may be required not exceeding £1.

## DISSOLUTION

10. 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, but shall be given or transferred to some other 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 among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Article 7, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

## MEMBERSHIP

11. The membership of the Trust shall consist of such persons or categories of persons as the Board shall from time to time determine and agree to admit as Members and unless the Members in General Meeting otherwise provide at any time there shall be no maximum number of Members.

12. The provisions of the Act shall be observed by the Trust and every Member (not having subscribed to the Memorandum and Articles of Association) shall sign a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may accept or for good and sufficient reason reject any person or body applying for membership.

13. Employees of the Trust shall be eligible to become Members but such persons shall not be eligible for election or appointment as Trustees and shall not be entitled to vote at general meetings of the Trust.

14. a) Each category of membership shall pay to the Trust such single or annual or other periodic subscription and accept such terms and conditions of membership or any changes therein and shall pay such other fees or sums in respect of the use of any of the facilities activities or services of the Trust as the Board may from time to time determine. The Board shall have discretion to increase or reduce the amount of such subscription or fees where it feels this is appropriate.

b) A Member may withdraw from membership of the Trust by giving 7 days' notice in writing to the Trust. A Member's membership terminates when they die or cease to exist.

15. a) If a Member shall fail to pay the subscription within three months after the date the same became due, they shall not be entitled to exercise any of the rights conferred by these Articles or the rules of the Trust and if, after due notice, they have not paid the due subscription, after a further period of two months, they may be deemed to have withdrawn from the Trust and that Member's name may be erased from the register of Members. It shall be in the discretion of the Board to restore their name and membership rights on payment of the arrears due.
- b) Any annual sum being less than the due subscription received by the Trust from a person whose name has been erased from the register of Members pursuant to sub-clause (a) above shall be treated as a donation.
16. a) Any Member who refuses or neglects to comply with these Articles or the rules of the Trust or who fails to abide by the terms of any agreement relating to Members or the provision of facilities entered into by the Board on behalf of the Trust or who commits conduct considered by the Board in its absolute discretion to be disreputable or opposed to the general interests of the Trust may be suspended or expelled from the Trust on the passing of a resolution to that effect by the Board. The Member shall be given an opportunity to be heard by the Board before such decision is made.
- b) A Member suspended or expelled under these Articles shall forfeit all rights in and claims upon the Trust or its property.
17. The rights and liabilities of Members shall not be transferable.

## **PRESIDENT AND VICE-PRESIDENTS**

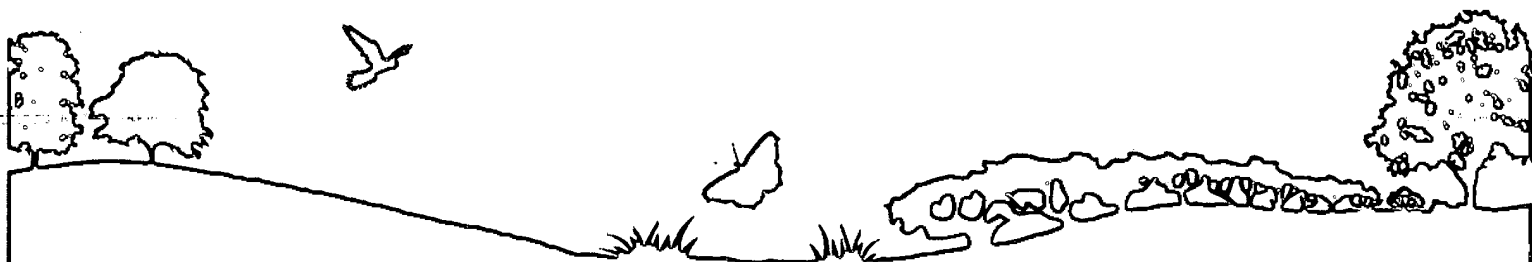
18. a) The Board may from time to time and if thought fit appoint a President and Vice-Presidents. Such offices shall be honorary, and for a period of five years. The President and Vice-Presidents shall be eligible for reappointment.
- b) The President and Vice-Presidents shall be entitled to attend and to speak at meetings of the Board but are not directors or Trustees and shall not be entitled to vote at meetings of the Board.

## **BOARD OF TRUSTEES**

19. The affairs of the Trust shall be managed by the Board in accordance with the provisions of these Articles and by the other Committees to the extent that such duties shall be delegated thereto by the Board in accordance with Article 33.
20. The Board shall consist of not less than six and not more than twelve Trustees elected from the membership of the Trust at a general meeting.
21. The Trustees shall be the directors and officers of the Trust for the purposes of the Act and as charity trustees have control of the Trust and its property and funds.
22. a) The election of each Trustee shall be by show of hands unless a ballot of those present shall be demanded by five Members being Members present at the meeting, or notice of a ballot has been included in the notice of the general meeting.
- b) The Board shall elect a Chair and Vice-Chair from among the members of the Board at the first meeting of the Board after the Annual General Meeting (or, in the case of a vacancy in the Chair or Vice-Chair, as soon as practicable after the vacancy arises). The Board shall determine their period of office and they shall be eligible for re-election at the end of that period.
- c) The Board may from time to time elect a Treasurer from among the members of the Board, and the functions and responsibilities of the Treasurer shall be determined by the Board from time to time. The Treasurer (if appointed) shall chair any Committee to which the Board may delegate any powers concerning the financial affairs of the Trust in accordance with Article 33.

d) The chairs of any Committees shall (subject to Article 22(c) above) be elected annually by those Committees at the first meeting of the Committee after the Annual General Meeting (or, in the case of a vacancy in the chair of any Committee, as soon as practicable after the vacancy arises).

23. The Board may at any time co-opt a Member as a Trustee, provided that the number of Trustees shall not thereby exceed the maximum number specified in Article 20. A co-opted Trustee shall remain in post until the next Annual General Meeting following their appointment, when they shall retire but shall be eligible for election as a Trustee at that meeting.



Registered in England and Wales.

Registered Office Address: Queenswood Country Park & Arboretum, Dinmore Hill, Nr Leominster, Herefordshire, HR6 0PY

Charity no: 220173. Company no: 743899. VAT no. 350 7071 22

24. No person shall be elected as a Trustee who:-

- a) is not a Member;
- b) is not eligible for appointment as a director of a company; and
- c) has not signed a declaration of willingness to act as a charity trustee of the Trust.

## RETIRING MEMBERS OF THE BOARD

25. At each Annual General Meeting of the Trust one third of the Trustees, being made up from the longest serving Trustees, shall retire from office, but as between Trustees who became Trustees on the same date those to retire shall (unless they agree otherwise among themselves) be determined by lot. When calculating the third of Trustees who are to retire at any Annual General Meeting, the number shall be rounded up where the number of Trustees then in office is not a multiple of three. For the purposes of this Article 25 only, the longest serving Trustees shall be those who have served the longest time as Trustees since the date of their election or last re-election as Trustees (whichever is later).

26. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost. Provided that no Trustee shall serve on the Board for a longer period than 9 years in total, and after nine years shall retire from office and be ineligible for re-election. For the purposes of this Article 26 only, when calculating the period of office which a Trustee has served the term will be deemed to have begun on the date of the Annual General Meeting at which they were first elected, or, if first elected otherwise than at an Annual General Meeting, on the date of the next Annual General Meeting following such election.

27. No person not being a Trustee retiring at an Annual General Meeting shall, unless recommended by the Board for election, be eligible for election to trusteeship at that meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by not less than ten Members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose and second such person for election, and also notice in writing, signed by the person to be proposed, of their willingness to be elected. The prescribed time above-mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than 10 intervening days.

28. In accordance with the provisions of the Act, the Trust may by ordinary resolution remove any Trustee before the expiration of their period of office, and may by an ordinary resolution appoint another qualified Member in their stead; but any person so appointed shall retain their office so long only until the next Annual General Meeting.

## DISQUALIFICATION OF TRUSTEES

29. The office of a Trustee shall be vacated if:-

- a) They cease to be a Trustee by virtue of any provision of the Act or if they become prohibited by law from being a director; or
- b) They become bankrupt or make any arrangement or composition with their creditors generally; or
- c) They are disqualified under the Charities Act 2011 from acting as a charity trustee; or
- d) They are, or may be, suffering from mental disorder and either:-
  - (i) they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act, 2017 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 2015; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
- e) They resign their office by notice to the Trust; or
- f) They cease to be a Member; or
- g) They shall have been absent without permission of the Board for three consecutive meetings of the Board and the Board resolve that they be deemed to have resigned.

## POWERS OF THE BOARD

30. The business of the Trust shall be directed by the Board which may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these Articles required to be exercised or done by the Trust in general meeting, subject nevertheless to any rules of these Articles, to the provisions of the statutes for the time being in force and affecting the Trust, and to such rules, being not inconsistent with the aforesaid rules or provisions, as may be prescribed by the Trust in general meeting, but no rule made by the Trust in general meeting shall invalidate any prior act of the Board which would have been valid if such rule had not been made.

31. The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the number of Trustees shall at any time be reduced in number to less than six, it shall be lawful for them to act as the Board for the purposes of co-opting a Trustee, or of summoning a general meeting, but not for any other purpose.

### Rules

32. The Trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the charity.

The rules may regulate the following matters but are not restricted to them:

- a. the admission of members of the charity (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;
- b. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
- c. the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
- d. generally, all such matters as are commonly the subject matter of company rules.

The charity in general meeting has the power to alter, add to or repeal the rules. The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the charity. The rules shall be binding on all members of the charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## Committees

33. The Board may delegate any of its powers to Committees consisting of such Trustees as they think fit, and shall have power to co-opt to Committees individuals who are not Trustees provided that the number of co-opted members on a Committee shall not exceed one third of the total number of members of that Committee. co-opted members of a Committee shall not be entitled to vote on issues delegated by the Board for decision by that Committee. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any rules imposed on it by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same

shall not be superseded by any rules made by the Board. All acts and proceedings of any such committee shall be reported to the Board as soon as practicable.

34. The Board shall have power to appoint or dismiss consultants as it thinks fit.

## PROCEEDINGS OF THE BOARD

### Voting

35. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants. Any decision of the Board shall be either by majority decision of those Trustees present at a meeting of the Board and entitled to vote or by written resolution in accordance with Article 42.

### Quorum

36. The quorum necessary for the transaction of business shall be three Trustees or one-third of the Trustees on the Board whichever shall be the greater.

37. Three Trustees may, and on their request the Secretary shall, at any time, summon a meeting of the Board by notice served upon each Trustee. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

38. The Chair, or in their absence the Vice-Chair, shall be entitled to preside at all meetings of the Board at which they shall be present, but if neither the Chair nor the Vice-Chair is present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chair of the Meeting.

39. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the rules of the Trust for the time being vested in the Board generally.

340. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

41. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all general meetings of the Trust and of the meetings of the Board and of Committees, and all business transacted at such meetings, and any such minutes of any meeting, if apparently signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### Written Resolutions

42. A resolution in writing signed by all the Trustees for the time being of the Board or of any Committee who are entitled to receive notice of a meeting of the Board or of such Committee and to vote at such meeting shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

### Conflicts of Interest

43 a) If a proposed decision of the Trustees is concerned with an actual or proposed transaction with the Trust in which a Trustee is interested, that Trustee is not to be counted as participating in the decision making process for quorum or voting purposes.

b) For the purposes of this Article 43, references to proposed decisions and decision making processes include any meeting of the Board or part of such meeting and any meeting of a Committee.

c) Subject to d) below, if any question arises at a meeting of Trustees as to the right of Trustee to participate in the meeting for voting or quorum purposes, the question may before the conclusion of the meeting be referred to the chair of the meeting whose ruling in relation to any Trustee other than the chair is to be final and conclusive.

- d) If any question arises at a meeting of Trustees as to the right of the chair of the meeting to participate in the meeting for voting or quorum purposes, the question is to be decided by a decision of the Trustees at the meeting for which purposes the chair is not to be counted as participating in the meeting for voting or quorum purposes.

## GENERAL MEETINGS

44. The Trust shall hold a general meeting in every calendar year as its Annual General Meeting by such means as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
45. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
46. The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitioners, as provided by the Act.
47. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Trust; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
48. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at any meeting or any election.

## PROCEEDINGS AT GENERAL MEETINGS

49. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the auditors, the election of President, Vice-President and members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
50. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 20 Members present in person shall be a quorum.
51. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at some other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
52. The President or in their absence the Chair, or in their absence the Vice-Chair shall preside as chair at every general meeting, but if none of the President, the Chair or the Vice-Chair is present within fifteen minutes after the time appointed for holding the same, or if the President, the Chair and Vice-Chair shall be unwilling to preside, the Members present shall choose some Trustee to preside, provided they agree or if all Trustees present decline to take the chair, any Member present, provided they agree may do so.
53. The chair of the meeting may, with the consent of any quorate meeting (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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for

thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## VOTING AT GENERAL MEETINGS

54. Each Member shall have one vote only (whether an individual Member, a joint or family Member, a corporate Member or a Member belonging to any other class of Members which may be established by the Board). In the case of a joint or family Member, the person whose name appears first in the register of Members shall be entitled to exercise the vote attaching to that membership.

55. No Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of their membership, shall be entitled to vote on any question at any general meeting.

56. At any general meeting a proposal put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration by the chair of the meeting of the result of a show of hands shall be final. 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 and casting vote.

57. A poll may be demanded by the chair of the meeting or by at least five Members present in person or by proxy. A demand for a poll may be withdrawn.

58. A poll on any question shall be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the chair of the meeting at which the poll is demanded.

## Proxies

59. a) A Member shall be entitled by notice in writing (a "proxy notice") to appoint another Member as their proxy to speak and vote for them at a general meeting.

b) A valid proxy notice shall be deemed to confer authority to demand or join in demanding a poll.

c) Where a form of proxy notice is supplied to a Member with the notice of the general meeting, the proxy notice shall be in the form of the notice supplied, provided that in any other case a proxy may only be validly appointed by a notice in writing which:

- (i) states the name and address of the Member appointing the proxy;
- (ii) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (iii) is signed by or on behalf of the Member appointing the proxy; and
- (iv) is delivered to the Trust in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.

d) Unless a proxy notice states otherwise it will be treated as:

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any resolution put to the meeting;
- (ii) appointing the proxy in relation to any adjournment of the general meeting to which it relates

e) To be valid at any general meeting or adjourned general meeting a proxy notice must be lodged with the Secretary at the Trust's registered office at least 48 hours before the time for holding such general meeting or adjourned general meeting.

## CHIEF EXECUTIVE OFFICER AND SECRETARY

60.a) The Trust shall have a Chief Executive Officer and a Secretary who shall be appointed by the Board for such periods and upon such terms and conditions as the Board may determine. If the terms and conditions so determined provide for the payment of remuneration to the Chief Executive Officer and the Secretary, the appointment shall be subject to the provisions of Article 7 and the provisions of Article 61 shall apply.

b) The appointment or dismissal of employees other than the Chief Executive Officer shall be carried out by the Chief Executive Officer according to the policy of the Board from time to time

c) Anything required or authorised to be done by or to the Chief Executive Officer or Secretary may, if either office is vacant or there is for any other reason no Chief Executive Officer or Secretary capable of acting, be done by or to any assistant or deputy or, if there is none such, by or to any Trustee designated generally or specifically by the Board for the purpose.

61. Notwithstanding the fact that by virtue of Article 7 no salaried officer shall serve as a Trustee, the Chief Executive Officer and Secretary shall nevertheless have a right to attend and speak at meetings of the Board though they be not members of the Board.

62. The Board may delegate to the Chief Executive Officer or other senior manager such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to such conditions (including the withdrawal of authority at any time) as the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

## NOTICES

63. A notice may be served by the Trust upon any Member, either by hand, personally, or by sending it through the post in a pre-paid letter, addressed to such Member at their registered address as appearing in the Register of members, or, if agreed by the Member, by suitable electronic means.

64. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but, save as aforesaid, and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

65. Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- a) on the date of being handed to the Member personally
- b) 2 clear days after being sent by first class post to their address
- c) 3 clear days after being sent by second-class post to their address
- d) 24 hours after having been sent by electronic means or delivered by hand

66. A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at the meeting.

## ACCOUNTS

67. The Board shall cause books of account or accounting records to be kept in accordance with the requirements of the Act.

68. The books of account shall be kept at the registered office or, subject to the provisions of The Companies Acts, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Trust.

69. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules of the Trust for the time being, the accounts and books of the Trust or any of them shall be open to the inspection of Members not being officers of the Trust.

670. At the Annual General Meeting in every year the Board shall lay before the Trust a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet made up as at the date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors. Copies of such balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) together with a summary income and expenditure statement shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in accordance with the Act. The auditor's report shall be open to inspection and be read before the meeting as required by the Act. Nothing herein contained shall prevent any Member from seeking and obtaining from the Trust a copy of its full accounts at any time.

## AUDIT

71. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

72. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## LOCAL GROUPS

73. The Board may at its discretion approve the establishment and where appropriate the disestablishment of local groups of Members formed for the purpose of promoting the Trust within a defined geographical area. The activities of a local group shall be consistent with the aims and objectives of the Trust. The management of local groups shall be governed by rules published by the Board after consultation with representatives of local groups from time to time.

## SEAL

74. The Seal shall only be used by the authority of the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by any two persons being members of the Board.

