



FAUNA & FLORA INTERNATIONAL

The Companies Acts

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

**MEMORANDUM AND NEW ARTICLES OF ASSOCIATION
OF
FAUNA & FLORA INTERNATIONAL**

INCORPORATED 13TH JANUARY 1992

As amended by Special Resolutions passed by the Company on:

27th September 1994, 21st September 1995,
16th September 1997, 16th September 1998,
18th October 2001, 2nd December 2003,
25th October 2006, 7th November 2007,
12th November 2009 and 31st October 2012,
29th September 2021

**Company No. 2677068
Registered Charity No. 1011102**



THE COMPANIES ACTS
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
FAUNA & FLORA INTERNATIONAL

1. The name of the Company is "Fauna & Flora International"
(and in this document it is called the Charity)

2. The Charity's registered office is to be situated in England.

3. The Objects for which the Charity is established are:

To promote the conservation of the environment by the protection of biodiversity for the benefit of the public by designing and implementing globally applicable solutions that are effective locally;

To advance the awareness and education of all sectors of society worldwide in the conservation and protection of biodiversity.

4.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to invite and accept (or disclaim) gifts or loans of money and any other property whatsoever, real or personal and subject or not to any special charitable trust or any condition;
- (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (e) to borrow money and to obtain any form of credit or finance on such terms and on such security as may be thought fit. The charity must comply as appropriate with sections 124 – 126 of the Charities Act 2011, if it wishes to mortgage land;
- (f) to guarantee or give security for the performance of contracts or obligations in relation to the fulfilment of the Objects, subject to the requirements of the Charities Act 2011;
- (g) to make grants and to provide other forms of financial assistance or assistance in kind including loans (with or without interest);
- (h) to co-operate with other charities, voluntary bodies, government departments, local authorities, business entities, universities, colleges, professional bodies or other parties worldwide and to exchange information and advice with them;

- (i) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in its objects and to undertake the office of and act as trustee whether at home or abroad and generally to undertake, perform and discharge any trusts, or trust business;
- (j) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (k) to enter into contracts;
- (l) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (m) to engage or employ and remunerate on such reasonable terms as the Directors determine such employees, consultants, agents, advisers, independent contractors or volunteers as are considered necessary for carrying out the work of the Charity and to pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Charity or their widows, widowers or dependants. The charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (n) to
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity 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 by the Trustee Act 2000;

- (o) to insure the property of the Charity against any foreseeable risks and take out other insurance policies to protect the Charity as required. To provide indemnity insurance to cover the liability of any employee, consultant, agent, adviser, independent contractor or volunteer of the Charity;
- (p) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in clause 4.2 but subject to the restrictions specified in - clause 4.3;
- (q) to advertise in such manner as may be thought expedient;
- (r) to acquire (whether by grant, assignment, licence, purchase, gift or otherwise) any copyright, patent, design right, trade mark, right of publication, translation or reproduction or other intellectual property right which may appear useful to the Charity and to register, renew, revoke, license or assign or otherwise turn to account or use the same;
- (s) to engage, either directly or through partners, in conservation activities and to conduct or promote the conduct of training programmes and research;
- (t) to promote or undertake publications and other informative activities including publishing knowledge acquired as a result of conducting research;
- (u) to provide or assist in providing exhibitions, lectures, meetings, conferences, seminars, classes and workshops;

(v) to do all such other lawful things as are necessary for the achievement of the Objects.

4.2 The liabilities referred to in clause 4.1 (p) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a Director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

4.3 (a) The following liabilities are excluded from clause 4.2(a):

- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from clause 4.2 (b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- 5.2 (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in clause 5.4, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 26.

5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any services supplied to the Charity;

5.4 No Director may:

- (a) buy any goods or services from the Charity;
- (b) supply services or sell any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;

unless:

- (i) the payment is permitted by clause 5.5, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the Charity; or
- (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

- 5.5 (a)
- (i) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
 - (ii) A Director may enter into a contract for the supply of services to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
 - (iii) A Director may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors or 0%, whichever is the higher.
 - (iv) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or the other terms of the lease are under discussion.
 - (v) The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (vi) A company of which a Director is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange, the Director holds no more than 1% of the issued capital of that company and the procedure contained in Articles 18.7 to 18.12 is adhered to.
 - (vii) An organisation with which a Director is connected, either as a Director, Trustee, employee or otherwise having influence over, as defined by sections 350 – 352 of the 2011 Act, may receive fees, remuneration or other benefit provided that the procedure contained in Articles 18.7 to 18.12 is followed. Any such arrangement must be conducted in an open and transparent manner and in accordance with the normal procurement procedure for the Charity.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognized stock exchange and the Director holds less than 1% of the issued capital.

5.6 In sub-clauses (2) – (5) of this clause 5:

(a) "charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.

5.7 If a conflict arises for a Director 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 Memorandum or the Articles, the unconflicted Directors may authorise such a conflict of interests where the conditions set out in Articles 18.7 to 18.12 apply.

6. The liability of the Members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1.00) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects.

8.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects.

8.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

NAMES AND ADDRESSES OF ORIGINAL SUBSCRIBERS:

Name	David Martin Jones	Name	David John Chivers
Address	xxxxxxxxxxxxxxxxxx	Address	xxxxxxxxxxxxxxxxxx
Signed	David M Jones	Signed	David J Chivers

WITNESS to the above signatures:

Name	Mark Collins (N. M. Collins)
Address	xxxxxxxxxxxxxxxxxxxxxxxxxx
Signed	Mark Collins

DATED 23rd November 1991

**THE COMPANIES ACTS
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**NEW ARTICLES OF ASSOCIATION
OF
FAUNA & FLORA INTERNATIONAL**

**ADOPTED BY SPECIAL RESOLUTION
PASSED ON 12TH NOVEMBER 2009**

INTERPRETATION

1. In these Articles:

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

"the 2011 Act" means the Charities Act 2011;

"address" means 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 Charity;

"the Articles" means the Charity's Articles of Association;

"the Charity" means Fauna & Flora International; the company intended to be regulated by these Articles;

"clear days" in relation to the period of a 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;

"the Commission" means the Charity Commission for England and Wales;

"the Council" means the governing body of the Charity. The Officers and Ordinary Members of Council are also the Directors of the company and the Charity's Trustees as defined by Section 177 of the Charities Act 2011 and in the Memorandum and the Articles are referred to as Directors;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Acts;

"Interest" includes any situation where a Director has or may have a direct or indirect interest which conflicts or may conflict with the interests of the Charity;

"member organisation" means an incorporated body which has been approved for membership of the Charity;

"the Memorandum" means the Charity's Memorandum of Association;

"the Officers" means the Chair, not more than two Vice-Chairs and the Treasurer of the Charity;

"present in person" includes being present by means of any virtual or remote electronic facility;

"the Secretary" means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity;

"signed" includes signing by way of electronic signature;

"the United Kingdom" means Great Britain and Northern Ireland;

"in writing" means written, printed or transmitted writing including by electronic communication; and

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

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

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

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

MEMBERSHIP

- 2.1 Membership is open to individuals, individual nominees of unincorporated organisations or corporate bodies who support the Objects of the Charity and who:
- (a) apply to the Charity in the form required by the Directors;
 - (b) agree to pay such annual subscriptions to the Charity as may be determined by or under these Articles; and
 - (c) are approved by the Directors.
- 2.2
- (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse an application.
 - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 2.3
- (a) Member organisations shall be entitled to appoint one representative to exercise on their behalf the same voting and other rights as an individual member.
 - (b) The representative of an unincorporated organisation will be entered into the register of members as an individual member representing that organisation.
 - (c) Corporate bodies will be entered into the register of members in their own right.
 - (d) Any representative will cease to be eligible to act as such and (where relevant) will cease being a member, either on notification in writing by the nominating body or on cessation of their relationship with their appointing organisation.
- 2.4
- (a) The Directors may also admit to honorary membership individuals who have rendered outstanding service in any sphere covered by the Objects of the Charity.
 - (b) Such honorary members shall not be members for the purposes of the Memorandum and Articles and shall not have the right to vote on any matter.
- 2.5 Membership is not transferable to anyone else.
- 2.6 The Directors must keep a register of names and addresses of the members.

Subscriptions

- 2.7
- (a) Every potential member wishing to join the Charity should deposit along with their application their first annual subscription, which will be returned to them in the event of the application being refused.
 - (b) The Directors may from time to time recommend new annual subscription rates for membership or different annual subscription rates for individual members and member organisations.
 - (c) No increase in the rate of annual subscriptions shall take effect until approved by a General Meeting.
 - (d) Annual subscriptions shall fall due on such date or dates as the Directors may from time to time determine.

Termination of Membership

3. Membership of the Charity is terminated if:

- (a) the member dies or, if it is a corporate organisation, ceases to exist;
- (b) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (c) the member organisation which has nominated an individual revokes such nomination by written notice to the Charity;
- (d) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (e) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his, her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) 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;
 - (ii) 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.

GENERAL MEETINGS

- 4.1 (a) An Annual General Meeting (AGM) shall be held each year at such time and place and in such manner as the Council directs, including as a virtual or hybrid event through the use of remote electronic facilities. Where this is the case voting by members on the business to be transacted at the AGM shall take place in advance of the meeting, either by post or via electronic means.
- (b) Business to be transacted at an AGM shall consist of approving the minutes of the previous AGM (and intermediate general meetings if applicable); being presented with the annual report and accounts; appointing the auditors and authorising the Directors to determine their remuneration; electing the President, Vice Presidents, Officers and Ordinary Members of Council; and any other matter of which due notice has been given.
- (c) All other members' meetings shall be called general meetings.
- 4.2 (a) The Directors may convene a general meeting whenever they think fit or shall do so on receipt of the requisition in writing of twenty members. Such a requisition shall state the object of the meeting and shall be sent to the Secretary.
- (b) If, after twenty-one days of the receipt of such a requisition the Directors do not call a meeting to be held within three months of the date that the requisition was sent to the Secretary then the requisitioners may themselves call a general meeting.

Notice of general meetings

5.1 The minimum periods of notice required to hold a general meeting of the Charity are:

- twenty-one clear days for an AGM or a general meeting called for the passing of a special resolution;
- fourteen clear days for all other general meetings.

5.2 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 AGM, 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 Acts and article 11 of these Articles.

- 5.3 The notice must be given to all the members and to the Directors and auditors.
- 5.4 The proceedings at a meeting shall not be invalidated because a person or organisation who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Notice of motions

6. Any motion for consideration at a general meeting which is submitted in writing to the Secretary and subscribed to by at least twenty members will be included in the business of the next meeting to be called.

Proceedings at general meetings

- 7.1 (a) No business shall be transacted at a general meeting unless a quorum is present.
- (b) A quorum is thirty members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (c) The authorised representative of a member organisation shall be counted in the quorum.
- 7.2 If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- 7.3 The Directors 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.
- 7.4 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.

Chair

- 8.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 8.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors present shall chair the meeting.
- 8.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 8.4 If no Director 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.

Adjournments

- 9.1 The members present in person or by proxy at the meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 9.2 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.
- 9.3 Unless a meeting has been adjourned for more than one calendar month notice need not be given of an adjournment.
- 9.4 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.

Voting

- 10.1 Any vote at a meeting (other than one being held as a virtual or hybrid event in accordance with 4.1 (a)) 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:
- (a) by the person chairing the meeting; or
 - (b) by at least two Directors present in person or by proxy and having the right to vote at the meeting; or
 - (c) by ten members present in person or by proxy.
- 10.2 (a) The declaration by the person who is chairing the meeting of the result of the vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 10.3 (a) 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.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (c) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Proxies: appointment and voting

- 11.1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
- 11.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) –

"Fauna & Flora International.....

I,, of, being a member of the above named charity, hereby appoint..... of, or failing him/her, of, as my proxy to vote in my name and on my behalf at the general meeting of the Charity to be held on20... and at any adjournment thereof.

Signed on 20....."

- 11.3 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"Fauna & Flora International.....

I,, of, being a member of the above named charity, hereby appoint of, or failing him/her, of, as my proxy to vote in my name and on my behalf at the general meeting of the Charity to be held on20... and at any adjournment thereof.

This form is used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed on 20....."

11.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a solicitor or notary or in some other way approved by the Directors) may be lodged with the Charity as follows:

- (i) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
 - (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,it must be received at such address not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the Secretary.

11.5 An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 11.4 shall be invalid.

11.6 A vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at:

- (i) its registered office, or
- (ii) at such other place at which the instrument of proxy was duly deposited, or
- (iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Votes of members

12.1 Subject to Article 2, every member, whether an individual, a nominee of an unincorporated organisation or a corporate body shall have one vote. This will apply in the case of a show of hands or on a poll.

12.2 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.

COUNCIL

Composition

- 13.1 The Council shall be composed of members of the Charity consisting of:
- (a) Officers;
 - (b) Ordinary Members, of which there shall be no fewer than seven.
- 13.2 The Council is the governing body of the Charity. The Officers and Ordinary Members of Council are also the Directors of the company and are referred to as such below.
- 13.3
- (a) A Director must be a natural person aged sixteen years or older.
 - (b) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 15.
 - (c) A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.
- 13.4 The Directors may appoint a Secretary (not being a member of Council) for such a term and at such remuneration and upon such conditions as it shall think fit.

Appointment of Directors

- 14.1 Any five members may, in writing, or the Directors may by resolution, nominate any member for election or re-election to the Council. Nominations must be received by the Secretary at least twenty-eight days before the date of the AGM.
- 14.2
- (a) The Charity may by resolution elect Officers and Ordinary Members of Council at an AGM to serve for a term ending with the AGM in the fourth year after the year of election.
 - (b) All Officers and Ordinary Members of Council shall then be eligible for re-election, except if being proposed for a third or subsequent term when a statement explaining why this is in the best interests of the Charity shall be provided by the Directors to the AGM. A special resolution will then be required.
- 14.3
- (a) Where an Officer resigns from his/her post before their term has expired then he/she may continue as a member of Council. In such circumstances their term shall be deemed to run from the AGM at which they were last elected to Council in any capacity.
 - (b) This shall also apply to the term of an Ordinary Member of Council who is elected as an Officer during a term as an Ordinary Member.
- 14.4
- (a) If at any time an Officer resigns or is dismissed during his/her term of office the Directors may appoint a member of the Charity to serve in their place until the next AGM when they will be eligible for election.
 - (b) The Directors may at any time appoint any member of the Charity to the Council and they shall retain their membership of Council until the next AGM when they shall be eligible for election.
 - (c) In the case of either of the above the term of office of the person concerned would be deemed to commence at the AGM at which they are first elected.

Disqualification and removal of Directors

- 15.1 A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;

- (b) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the 2011 Act (or any statutory modification or re-enactment of that provision);
 - (c) ceases to be a member of the Charity;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (e) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- or
- (f) fails to attend three consecutive meetings of the Council without giving a reasonable explanation or conducts him or herself in a way which is considered by the Directors to be prejudicial to the interests of the Charity. In such a circumstance the Director concerned will be required to explain in writing why he or she should nevertheless continue in office and, after considering such an explanation, the remaining Directors may resolve to terminate his or her period of service.

President and Vice Presidents

- 16. The Charity may at any AGM, on the recommendation of Council, elect a President and Vice Presidents to serve for a term of office ending with the AGM in the fifth year from the date of their election when they shall be eligible for re-election. These roles are honorary in nature and the President and Vice Presidents are not Directors.

Directors' remuneration

- 17. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Directors

- 18.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 18.2 The Directors shall meet at least twice a year and the notice of every such meeting, stating the general particulars of all business to be considered, shall be sent to each Director at least seven days beforehand unless urgent circumstances require a shorter notice period.
- 18.3 The proceedings of any meeting of the Directors shall not be invalidated by any accidental irregularity in respect of the notice of the meeting or by reason of any additional business not specified therein being considered.
- 18.4 The Chair shall be taken at meetings of the Directors by the Chair or, in the absence of the Chair, as elected by the Directors present.
- 18.5 Questions arising at a meeting shall be decided by a majority of votes.
- 18.6
 - (a) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
 - (b) The quorum for a meeting of the Directors shall be one half of the total number of Directors.
 - (c) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 18.7 A Director who has an Interest in any matter to be discussed at a meeting of the Directors must declare this Interest before the matter is discussed by the Directors.
- 18.8 A decision of the Directors will not be invalid because of the subsequent discovery of an Interest which should have been declared.

- 18.9 Subject to Article 18.11 a Director who has an Interest must in relation to that matter:
- (a) withdraw from the meeting for that item unless expressly invited by the other Directors to remain in order to provide information;
 - (b) not count towards the quorum for that part of the meeting;
 - (c) not vote on the item in which he has an Interest.
- 18.10 Whenever a Director declares an Interest, the other Directors may authorise the Director to have that Interest, provided that the Director who has declared the Interest:
- (a) withdraws from the meeting during the discussions on authorisation; and
 - (b) is not counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted.
- 18.11 If authorisation is granted by the other Directors under Article 18.10, the other Directors may allow the Director who declared the Interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.
- 18.12 If any question arises at a meeting of the Directors as to whether an Interest exists in relation to a Director or as to the entitlement of a Director to vote, be counted in the quorum or remain in the meeting it shall be referred to the Chair whose ruling shall be final and conclusive as between the Directors. If the question relates to the Chair, it shall be decided by a resolution of the Directors (for which purpose the Chair shall be counted in the quorum but may not vote).
- 18.13 Subject to paragraph 18.14, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- the vote of that Director; and
 - that Director being counted in the quorum;
 - the decision has been made by a majority of the Directors at a quorate meeting.
- 18.14 Paragraph 18.13 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 18.13, the resolution would have been void, or if the Director has not complied with articles 18.7 – 18.12.

Written resolutions

- 19.1 A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.
- 19.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

Powers of Directors

- 20.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum, these Articles or any special resolution.
- 20.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 20.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Delegation

- 21.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors or other members of the Charity but the terms of any delegation must be recorded in the minute book.
- 21.2 The Directors may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 21.3 The Directors may revoke or alter a delegation at any time.
- 21.4 The Directors may invite any third party to attend all or part of a meeting of the Directors or of a meeting of a committee of Directors.
- 21.5 All acts and proceedings of any Committees must be fully and promptly reported to the Directors.

Minutes

22. The Directors must keep minutes of all:
- (a) appointments of Officers made by the Directors;
 - (b) proceedings at meetings of the Charity;
 - (c) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

- 23.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 23.2 The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

24.1 The Directors must comply with the requirements of the 2011 Act with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an Annual Report and its transmission to the Commission;
- (c) the preparation of an Annual Return and its transmission to the Commission.

24.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

25.1 Any notice to be given to or by any person pursuant to the Articles must be in writing.

25.2 The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

25.3 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

25.4 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

25.5 (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice shall be deemed to be given:

- (i) forty-eight hours after the envelope containing it was posted; or
- (ii) in the case of an electronic communication, on the date on which it was sent.

Indemnity

26. The Charity shall indemnify every Director or other officer of the Charity and may also indemnify any employee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

Rules

27.1 The Directors 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 Charity.

27.2 The bye laws 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 setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

27.3 The Directors have the power from time to time to alter, add to or repeal the rules or bye laws.

27.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

27.5 The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.