

Companies Act 2006

Company limited by guarantee and not having a share capital

Articles of Association for a Charitable Company

Company Number 03963387 – Registered Charity Number 1082163

Articles of Association of the National Biodiversity Network Trust

Article 1 - Name

1.1 The name of the company is the National Biodiversity Network Trust ("the Charity").

Article 2 – Registered Office

2.1 The registered office of the Charity is to be in England and Wales.

Article 3 – Interpretation

3.1 In the Articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an email 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 the company intended to be regulated by the 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;

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

'the Trustees' means the Trustees of the charity. The Trustees are charity trustees as defined by section 177 of the Charities Act 2011;

'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 Act 2006;

'the memorandum' means the Charity's memorandum of association;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the Charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

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

'they', 'them', 'their' and 'themselves' shall be inclusive of all genders, and may refer to a single person or organisation, or multiple people and/or organisations.

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the secretary;

'Chair' means the Chairperson of the Board of Trustees;

'connected person' has the meaning prescribed by section 252 of the Act;

‘financial expert’ means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986;

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘member’ and ‘membership’ refer to membership of the Charity;

‘Memorandum of Association’ means the Charity’s Memorandum of Association;

‘month’ means calendar month;

‘the Objects’ means the Objects of the Charity as defined in point 5 of these Articles;

‘Regulations’ means the regulation of the Charity;

‘Rules and Standing Orders’ means the rules and standing orders of the Charity;

‘taxable permanent trading activity’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of carrying out the Objects, where such activity generates income at a level over the applicable taxation threshold.

‘written’ or ‘in writing’ refers to a legible document on paper, including a fax message, or an email; and

‘year’ means calendar year.

Expressions defined in the Act have the same meaning.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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.

Article 4 – Liability of members

4.1 Members bear no financial liability for the charity’s costs in the event of the Charity being wound up while they are a member.

Article 5 – Objects

5.1 The Charity’s objects (‘Objects’) are specifically restricted to the following:

The objects of the Charity are, for the public benefit, to advance, formally and informally, public participation in and public understanding and enjoyment of, the conservation of biological resources, together with their sustainable and wise use, by providing public access to biological records, data or information pertaining to the United Kingdom, the Channel Islands and the Isle of Man (“the Objects”). In these Articles, where the context permits or requires, “biological records, data or information” shall mean records (in any form) of kinds, numbers and habitats of wildlife and assemblages of organisms, living, fossil and of all kinds.

5.2 Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

Article 6 – Powers

6.1 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:

- (1) to facilitate, promote and co-ordinate the collection, compilation, collation, interpretation, pooling and dissemination of biological records;

- (2) to promote, coordinate, establish, maintain and monitor standards of accuracy, formats, accessibility and compatibility of biological data and information;
- (3) to promote and facilitate the survey and study of biodiversity through biological recording and both disseminate and promote the dissemination of the results of such study and research;
- (4) to compile, maintain and publish a register of centres, agencies and other organisations, which hold biological data and information and accredit, establish and promote a network of such centres, agencies or organisations;
- (5) to promote the coordination, pooling and use of biological data and information in conjunction with physical, climatic, social or other data;
- (6) to develop computer software or other materials to assist, promote and enhance any of these activities;
- (7) to generate products and materials based on biological data in a wide range of formats and promote their public use;
- (8) to provide and promote communication or other information and services relating to, or incidental to, any of the activities set out in articles 6.1 to 6.7, especially for the benefit of the public as well as for the scientific community;
- (9) through the provision of services, advice, guidance or other means, develop understanding of how biological data and information can be used to aid decisions taken by others consistent with the Objects;
- (10) to promote or carry out research;
- (11) to provide advice;
- (12) to publish or distribute information;
- (13) to cooperate with other bodies;
- (14) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations; any taxable permanent trading activity should be undertaken by a subsidiary of the Charity.
- (15) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (16) 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;
- (17) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (18) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (19) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (20) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (21) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (22) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) 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;
- (23) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (24) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

- (25) to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (26) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.
- (27) to enter into contracts to provide services to or on behalf of other bodies;
- (28) to establish subsidiary companies to assist or act as agents for the Charity;
- (29) to pay the costs of forming the Charity; and
- (30) to do anything else within the law which promotes or helps to promote the Objects.

Article 7 – Application of income and property

- 7.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 7.2 A Trustee 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.
- 7.3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 7.4 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 57.
- 7.5 A Trustee may not receive any other benefit or payment unless it is authorised by article 8.
- 7.6 Subject to article 7, 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 goods or services supplied to the Charity.

Article 8 – benefits and payments to Trustees and connected persons

General provisions

- 8.1 No Trustee or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or 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 the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

- 8.2 In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- 8.3
 - (a) A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
 - (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
 - (c) Subject to sub-clause (3) of this article a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.

- (d) A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- (g) Payment to any company in which a Trustee has no more than 1 per cent shareholding

Payment for supply of goods only – controls

8.4 The Charity and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustees or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 7.

8.5 This article may not be amended without the prior written consent of the **Commission**.

8.6 In sub-clauses (2) and (3) of this article:

- (a) 'charity' includes any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
- (b) 'connected person' includes any person within the definition in article 62 'Interpretation'.

Article 9 – Conflicts of Trustees' Interests

9.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent themselves from any discussions of the charity Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

9.2 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustee is present at the meeting; and
- (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

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

Article 10 - Members

General provisions

10.1 Membership is open to individuals and organisations that are interested in supporting and promoting the charity objects. Individuals and organisations may join the Charity via the website or other such means of contact with the charity.

10.2 The Charity may only decline a new membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to do so.

10.3 The Charity must inform the declined member in writing of the reasons for declining their membership, and reimburse any subscription paid, within twenty-one days of the decision.

10.4 The Charity must consider any written representations that the declined member may make about the decision. The Trustees' decision following any written representations must be notified to the declined member in writing but shall be final.

10.5 Membership is not transferable.

10.6 The Charity must keep a register of names and addresses of the members.

10.7 The number of members with which the Charity proposes to be registered is unlimited.

Classes of membership

10.8 The Charity may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

Termination of membership

10.9 Membership is terminated if:

- (a) the member dies or, if it is an organisation, ceases to exist;
- (b) the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
- (c) any sum due from the member to the Charity is not paid in full within three months of it falling due, following appropriate requests from the Charity;
- (d) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that their membership is terminated.

10.10 A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) 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.

Article 11 – General Meetings

General provisions

11.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

11.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

11.3 The Trustees may call a general meeting at any time.

Notice of general meetings

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

(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

11.5 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

11.6 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.

11.7 The notice must be given to all the members and to the Trustees and auditors.

11.8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

11.9 No business shall be transacted at any general meeting unless a quorum is present.

11.10 A quorum is 20 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

11.11 The authorised representative of a member organisation shall be counted in the quorum.

11.12 The meeting shall be adjourned to such time and place as the directors shall determine, 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;

11.13 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

11.14 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.

11.15 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

11.16 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

11.17 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.

11.18 If there is no such person or if they are not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

11.19 If there is only one Trustee present and willing to act, they shall chair the meeting.

11.20 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

11.21 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

11.22 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

11.23 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

11.24 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.

11.25 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.

11.26 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

11.27 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

11.28 (a) The declaration by the person who is chairing the meeting of the result of a 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.

11.29 (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.

11.30 (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.

11.31 (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Voting at general meeting

11.32 Except where otherwise provided by the Act (majority for ordinary resolutions, 75% majority for special resolutions), every issue is decided by a majority of the votes cast.

11.33 Every member with voting rights present in person (or through an authorised representative) or by proxy has one vote on each issue in respect of which they are entitled to vote under any Standing Orders made by the Trustees.

Content of proxy notices

11.34 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

(d) 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.

11.35 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

11.36 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.

11.37 Unless a proxy notice indicates otherwise, it must be treated as:

(a) 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

(b) 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.

Delivery of proxy notices

11.38 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

11.39 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

11.40 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.

11.41 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf, as follows:

APPROVED FORM

"NATIONAL BIODIVERSITY NETWORK TRUST

I,..... of, a member of the above Charity, appoint, of..... to be my proxy to vote on my behalf at the annual/ general meeting of the Charity to be held on, and at any adjournment

Written resolutions

11.42 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

11.43 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

11.44 In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

11.45. Subject to article 11, every member, whether an individual or an organisation, shall have one vote.

11.46 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.

11.47 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

11.48 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

11.49 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Amendments to resolutions

11.50. An ordinary resolution to be proposed at a general meeting may be amended if:

- (a) notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.

11.51. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (c) the Chair of the meeting proposes the amendment at the general meeting at which the solution is to be proposed; and
- (d) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

11.52. If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

Article 12 - Trustees

General provisions

12.1 A Trustee must be a natural person aged 16 years or older.

12.2 No one may be appointed a Trustee if they would be disqualified from acting under the provisions of article 39.

12.3 Trustees shall be selected through an open, fair and transparent process that applies best practice in regard to equality, diversity and inclusion.

12.4 The minimum number of Trustees shall be 4 and the maximum number of Trustees shall be 12.

12.5 The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity.

12.6 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

12.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next general meeting.

12.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

Powers of Trustees

12.9 The Trustees 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 articles or any special resolution.

12.10 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

12.11 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

12.12 To appoint a Chair, and other honorary officers from among their number; this shall be achieved by means of a fair and transparent process in line with best practice on equality, diversity and inclusion.

12.13 To make Standing Orders consistent with these Articles and the Act) to govern proceedings at general meetings;

12.14 To make Rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees;

12.15 To make Regulations consistent with these Articles and the Act to govern the administration of the Charity and the use of its seal (if any);

12.16 To establish procedures to assist the resolution of disputes within the Charity; and

12.17 To exercise any powers of the Charity which are not reserved to a general meeting.

Retirement of Trustees

12.18 If a Trustee is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

12.19 The standard length of service of a Trustee is three years.

12.20 Trustees may serve a maximum of two, three-year terms.

12.21 Should the Board wish for a Trustee to serve a further three-year term, this will be subject to the approval of the members, given by an ordinary resolution. No Trustee, including the Chair, may serve more than nine years in total.

12.22 Should a former Trustee wish to rejoin the Board, a period of no less than three years should have elapsed between them leaving and rejoining the Board.

Appointment of Trustees

12.23 Trustees shall be appointed by an open, fair and transparent process that applies best practice.

12.24 The Charity may by ordinary resolution:

(a) appoint a person who is willing to act to be a Trustee; and

(b) determine the rotation in which any additional Trustees are to retire.

12.25 The Trustees may appoint a person who is willing to act to be a Trustee.

12.26 A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

12.27 The appointment of a Trustee, whether by the Charity in general meeting or by the other directors, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees

12.28 A Trustee shall cease to hold office if they:

(1) cease to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

(2) are disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory reenactment or modification of those provisions);

(3) cease to be a member of the Charity;

(4) in the written opinion, given to the company, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a director and may remain so for more than three months;

(5) resign as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

(6) are absent without the permission of the Trustees from two consecutive Board meetings. If a Trustee requests permission for absence from two consecutive Board meetings, or more than two Board meetings in a rolling year, the Board will enter into discussion with the Trustee regarding whether they are able to make an adequate commitment to the Trust.

(7) are removed by resolution passed by at least a simple majority of the members present and voting at a general meeting, after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

Remuneration of Trustees

12.29 The Trustees must not be paid any remuneration unless it is authorised by article 8.

Article 13 - Proceedings of Trustees

General provisions

13.1 The Trustees must hold at least 3 meetings a year.

13.2 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

13.3 Any Trustee may call a meeting of the Trustees.

13.4 The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.

13.5 Questions arising at a meeting shall be decided by a majority of votes.

13.6 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

13.7 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

13.8 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. ['Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.]

13.9 The quorum shall be four or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.

13.10 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

13.11 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

13.12 The Chair or (if the Chair is unable or unwilling to do so) another Trustee chosen by the Trustees present, presides at each meeting.

13.13 If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

13.14 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.

13.15 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

13.16 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.

Delegation

13.17 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees. The terms of any delegation must be recorded in the minutes.

13.18 The Trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

13.19 The Trustees may revoke or alter a delegation.

13.20 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Validity of Trustees decisions

13.21 Subject to article 13.9, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that Trustee; and
 - (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

13.22 Article 13.24 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 13.24, the resolution would have been void, or if the director has not complied with article 6.1(22).

Seal

13.23. If the Charity has a seal it must only be used by the authority of the directors or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second Trustee.

Minutes

13.24. The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Article 14 – Accounts

14.1 The Trustees 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.

14.2 The Trustees must keep accounting records as required by the Companies Act.

Article 15 - Annual Report and Return and Register of Charities

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

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

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

15.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

15.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

Article 16 – Means of communication to be used

16.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

16.2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

16.3 Any notice to be given to or by any person pursuant to the articles:

- (a) (1) must be in writing; or
- (b) (2) must be given in electronic form.

16.4 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 in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

16.5 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.

16.6 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.

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

16.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

16.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

Article 17 – Indemnity

17.1 The Charity shall indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

17.2 In this article a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

Article 18 - Rules

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

18.2 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 Companies Acts or by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

18.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

18.4 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

18.5 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 articles.

Article 19 – Disputes

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

Article 20 – Dissolution

20.1 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 or charities for use for particular purposes that fall within the Objects.
- (d) in such other manner consistent with charitable status as the Commission approve in writing in advance.

20.2 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 or before 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 or charities for use for particular purposes that fall within the Objects.
- (d) in such other manner consistent with charitable status as the Commission approve in writing in advance.

20.3 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 resolution in accordance with article 61(1) 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.

Interpretation

20.4 In article 8, and subclauses 9.3 and 13.24, 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;

- (d) an institution which is controlled –
 - (i) by the Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
 - (e) a body corporate in which –
 - (i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest;
or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
- (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.