

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

Articles of Association of

Sangha Tri-National Trust Fund Limited

1. Interpretation

1.1 In these Articles:

“Act” means the Companies Act 1985;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“Articles” means the articles of association as adopted from time to time;

“Board” means the board of directors of the Charity;

“Charity” means 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;

“Commission” means the Charity Commission for England and Wales;

“Directors” means the directors of the Charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

“member” means the subscriber of the Charity’s memorandum who has agreed to be entered as such in the Charity’s register of members;

“Memorandum” means the memorandum of association of the Charity;

“officers” includes the Directors and the Secretary;

“seal” means the common seal of the Charity if it has one;

“Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“TNS” means the cross-border forest complex known as the Sangha Tri-National;

“United Kingdom” means Great Britain and Northern Ireland; and

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

- 1.2 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 1.3 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.

2. Members

- 2.1 The subscriber to the Memorandum is the first member of the Charity.
- 2.2 Membership is open to other individuals or organisations who:
 - (a) apply to the Charity in the form required by the Directors; and
 - (b) are approved by the Directors.
- 2.3 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 the application.
- 2.4 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 2.5 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.
- 2.6 Membership is not transferable to anyone else.
- 2.7 The Directors must keep a register of names and addresses of the members.

3. Termination of Membership

Membership is terminated if:

- 3.1 the member dies or, if it is an organisation, ceases to exist;
- 3.2 the member resigns by written notice to the Charity unless, after the resignation, there would be no members;
- 3.3 any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 3.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. 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 Directors 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.

4. Proceedings at general meetings

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

4.2 A quorum is:

- one member entitled to vote upon the business to be conducted at the meeting, for as long as the Charity is a single member company; or
- two members entitled to vote upon the business to be conducted at the meeting, if the Charity has more than one member.

4.3 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.

4.4 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.

4.5 If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

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

4.7 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 shall chair the meeting.

4.8 If there is only one Director present and willing to act, he or she shall chair the meeting.

4.9 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

- 4.10 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 4.11 The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- 4.12 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.
- 4.13 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.
- 4.14 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 having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 4.15 (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.
- 4.16 (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.
- 4.17 (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.
- 4.18 (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 person 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.

4.19 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

4.20 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

5. Votes of members

5.1 Subject to Article 14.5 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

5.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

5.3 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.

6. Directors

6.1 A Director must be a natural person aged 18 years or older.

6.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 9.

6.3 The number of Directors shall be not less than two but shall regularly be eleven. No amendment to these Articles shall be required in order to increase or decrease the number of Directors, provided that at least a two-third's majority of all currently serving Directors approves of such increase or decrease. Each Director shall have an equal vote on all matters coming before the Board.

6.4 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.

6.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

6.6 Directors must be persons who are widely acknowledged to have expertise in one or more of the following fields: biodiversity conservation, finance, law, business, or fund-raising.

7. Powers of Directors

7.1 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 Act, the Memorandum, these Articles or any special resolution.

7.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

7.3 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.

8. Composition of the Board and Selection of Directors

8.1 Each of the following eight institutions shall have the right to appoint one member of the Board of Directors:

- the Government of Cameroon
- the Government of the CAR
- the Government of the Congo
- the Wildlife Conservation Society (“WCS”)
- the World Wildlife Fund (“WWF”);
- the Regenwald Stiftung (the “Rainforest Foundation”)
- the KfW Entwicklungsbank (“KfW”), and
- the Agence Francaise pour le Developpement (“AFD”).

8.2 The eight Board members so appointed (hereinafter referred to as the “Category A Directors”) shall then elect three non-governmental representatives from the countries of the TNS, who meets the qualifications for Board membership set forth in Article 6.6 above (hereinafter referred to as the “Category B Directors”). The Category B Directors shall be appointed with consideration to ensuring that they represent and compliment local actors and the private sector.

8.3 Each of the eight institutions that have the right to appoint Category A Directors shall have the right at any time and for any reason to dismiss their appointed Director and appoint a different individual to succeed or fill the place of the dismissed Director, provided that such individual also meets the qualifications for Board membership set forth in Article 6.6 above.

8.4 Category A Directors shall serve from the time that written notice of their appointment has been delivered to the Chairman (or, in case of the Chairman’s absence or unavailability, to the Secretary) of the Board, who shall notify all other Directors in writing of such appointment within fourteen business days of receiving such notice; and Category A Directors shall serve until their resignation, death, incapacity, or replacement by the institution that appointed them.

8.5 Category B Directors shall be elected by the vote of a majority of the current Category A Directors to serve for a fixed term of no less than one year and no more than three years, and shall be eligible for reelection for a second consecutive fixed term of no more than three years.

- 8.6 Notwithstanding the foregoing, no Category A Director or Category B Director may serve for more than six consecutive years, unless he or she has left the Board for one full year after serving for six consecutive years.

9. Disqualification and removal of Directors

A Director shall cease to hold office if he or she:

- 9.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- 9.2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 9.3 conducts an activity in competition with that of the Charity, or if he or she is associated with the same organization as a sitting member of the Board;
- 9.4 has been convicted in any country for any felony or for the crimes of forgery and use of forgery in a private or commercial instrument, embezzlement of public monies and extortion of funds, theft, swindle, breach of trust, issuance or acceptance of a check not backed by sufficient funds;
- 9.5 has been declared to be bankrupt with the exception of a pardon granted on his or her behalf;
- 9.6 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 9.7 resigns as a Director by giving at least thirty days advance written notice thereof to the Chairman or Secretary of the Charity. Such resignation shall take effect at the end of the thirty days or any longer period of time specified by the resigning Director; and, unless otherwise specified with respect thereto, the acceptance of such resignation by the Chairman or by the Board shall not be necessary to make it effective (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- 9.8 If the Board of Directors decides by at least a two-thirds majority vote of all Category A Directors that any Director:
 - (a) has failed to notify the Board of a conflict of interest related to the activities of the Charity;
 - (b) did not attend three consecutive meetings of the Board, provided that the member received notification of these meetings, and unless the cause of such absence was accepted by the Board;
 - (c) no longer fulfills the conditions and qualifications for appointment set forth in these Articles;
 - (d) has demonstrated an attitude that is incompatible with the object and/or the operation of the Charity,

the said Director shall be dismissed starting on the date of the said decision of the Board or a subsequent date set by the Board by a vote of the same majority. For the enforcement of this section, the said Director may not take part in the vote, but must be allowed to present his or her defense, prior to the decision to dismiss him or her. He or she may be required, if applicable, to supply all explanations.

10. Filling of Vacancies

In case of any vacancy caused by the death, incapacity, resignation, removal, or dismissal of a Director, a new Director shall be appointed (in the case of a Category A Director) or elected (in the case of a Category B Director) in accordance with Section 3.2 hereof, and such Director's term shall begin as soon as written notice of the appointment of a Category A Director has been delivered to the Chairman or Secretary of the Board with return receipt requested, or immediately upon the election of a Category B Director by the Board.

11. Directors' remuneration

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

12. Loans to Directors and Officers

No loans shall be made by the Charity to any of its Directors, officers, agents or employees.

13. Conflicts of Interest

13.1 The Board shall adopt a policy on conflicts of interest. Each member of the Board of Directors shall fully disclose to all other members any financial interest which he or she (or a family member) has in any firm, corporation, partnership or financial institution which the Charity has hired or proposes to hire or retain as an agent, or in which the Charity's assets are or are proposed to be invested.

13.2 A conflict of interest is defined as a transaction in which the personal, professional or financial interests of a Director are in conflict or may be in conflict with his or her official responsibilities towards the Charity.

13.3 Provided that a Director has disclosed to the Board the nature and extent of any material interest of his or hers, a Director notwithstanding his or her office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Charity or in which the Charity is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Charity or in which the Charity is otherwise interested; and
- (c) shall not, by reason of his or her office, be accountable to the Charity for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body

corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

13.4 For the purposes of Article 13.3

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of such Director.

14. Proceedings of Directors

- 14.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 14.2 Any Director may call a meeting of the Directors.
- 14.3 The secretary must call a meeting of the Directors if requested to do so by a Director.
- 14.4 Questions arising at a meeting shall be decided by a majority of votes except for decisions to change the number of directors, to amend the Articles of Association, or to dissolve the Fund which shall generally require two-thirds vote of the Board of Directors.
- 14.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 14.6 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.
- 14.7 The quorum shall be at least six of the eight Category A Directors.
- 14.8 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.
- 14.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.10 The Board shall, at its first board meeting, unanimously appoint one of their members to be Chairman of the Board. The Chairman shall be appointed for a period of three years and may only be reappointed for one period of three years thereafter.
- 14.11 If the Chairman is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint a Vice Chairman to chair that meeting.

- 14.12 The person appointed to chair meetings of the Directors shall have no function or powers except those conferred by these Articles or delegated to him or her by the Directors.
- 14.13 The Board shall meet at regular intervals but at least twice each year, and more often if the Board so decides. Regular and special meetings of the Board of Directors, or of any committee thereof, may be held at any location which has been agreed to by a majority of the Directors in writing or by vote.
- 14.14 Written notice of annual or regular meetings of the Board shall be given to each Director at least thirty days prior to the scheduled meeting. Written notice of each special meeting of the Board shall be given to each Director at least fourteen business days prior to the scheduled meeting. Notices shall be deemed to have been given when sent by special priority mail or delivery service with charges prepaid and return receipt requested, sent by facsimile, or delivered by messenger. Notices shall be sent to each Director at the address designated by him or her for that purpose, or, if none has been so designated, at his or her last known business address.
- 14.15 Oral or telephone notice of meetings shall not be considered as notice for purposes of this section. Notice of any meeting of the Board of Directors need not be given to any Director if waived by him or her in writing (including by electronic communication). A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not properly called or convened.
- 14.16 Members of the Board of Directors of the Charity, or any committee thereof, may participate in any regular or special meeting of the Board or of such committee by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by a Director by such electronic means will constitute presence in person at any such meeting of the Board or of the committee.
- 14.17 To the extent permitted by law, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors, or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or of such committee. Such written consent may be provided in counterparts, so long as all of the counterparts in the aggregate include the signatures of all members of the Board of Directors or of the committee, as the case may be.
- 14.18 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.
- 14.19 A Director shall not vote at a meeting of the Board or of a committee of Directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity.

- 14.20 For the purposes of this Article, an interest of a person who is connected with a Director shall be treated as an interest of the Director.

15. Committees

- 15.1 The Board of Directors may create such committees as it deems desirable, the members of which shall be appointed by the Chairman of the Board, or by the Vice Chairman of the Board if there is no Chairman of the Board or if the Chairman is not present, with the consent of the Board. Members of a committee may, but need not be, members of the Board of Directors of the Charity, provided that the membership of each Committee shall include at least two members of the Board.
- 15.2 Unless the Board otherwise provides, each committee designated by the Board may make, alter, and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in rules adopted by such committee, (i) a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, (ii) the vote of a majority of the members present at a meeting at the time of such vote if a quorum is present shall be the act of such committee, (iii) each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article 14 of these Articles, and (iv) no distinction shall be made between Board members serving on a committee and others serving on that committee, and so, for example, all members of a committee shall have equal voting power, and all members shall be counted in determining the presence or absence of a quorum

16. Executive Office

The Charity shall establish and maintain a single executive office in one of the three TNS countries, where the Charity's Executive Manager shall be based, and where originals or copies of all the Charity's important legal, financial and administrative documents and records are kept.

17. Assets

- 17.1 The Charity's assets shall consist of all property that it has acquired by gift, bequest, grant, contract, sale, purchase investment or otherwise, and shall be used exclusively to promote the objects set forth the Memorandum.
- 17.2 Assets of the Charity may be earmarked for specific countries or specific purposes (including cross-border conservation activities), and may be subject to specific restrictions on investment and distribution, pursuant to an agreement between a donor and the Charity; provided, however, that the terms of any such agreement shall be consistent with all other provisions of the Charity's Articles and Memorandum, and any applicable laws and regulations.
- 17.3 The Charity shall establish an investment policy. Any investment of the Charity's assets shall only be carried out by a professional asset manager, in accordance with prudent investment policies and guidelines approved by the Directors. The assets of the Charity will be invested in-line with internationally recognised standards of fiduciary management in relation to conversation funds.

18. Seal

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors 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 or by a second Director.

19. Minutes

The Director must keep minutes of all:

- 19.1 appointments of officers made by the Directors;
- 19.2 proceedings at meetings of the Charity;
- 19.3 meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting
 - the decision made at the meetings; and
 - where appropriate the reasons for the decisions.

20. Accounts

- 20.1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.
- 20.2 The Directors must keep accounting records as required by sections 221 and 222 of the Act.

21. Annual Report and Return and Register of Charities

- 21.1 The Directors must comply with the requirements of the Charities Act 1993 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.
- 21.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 21.3 Any notice to be given to or by any person pursuant to the Articles:
 - (a) must be in writing; or

- (b) must be given using electronic communications.
- 21.4 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 using electronic communications to the member's address.
- 21.5 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.
- 21.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 21.7 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.
- 21.8 A 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 communication, 48 hours after it was sent.

22. Indemnity

- 22.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which Directors may otherwise be entitled, every person who is or was at any time a Director shall be indemnified out of the assets of the Charity against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust by him or her in relation to the Charity, provided that no such indemnity is (directly or indirectly) provided against any liability incurred by the director:
- (a) to the Charity;
 - (b) to pay:
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (c) in relation to a decision which has become final (in accordance with sections 309B (5) to (7) of the Act);

- (i) in defending any criminal proceedings in which he or she is convicted; or
- (ii) in defending any civil proceedings brought by the Charity in which judgment is given against him or her; or
- (iii) in connection with any application under any of the following provisions in which the court refuses to grant him or her relief:
 - (A) section 144(3) or (4) of the Act; or
 - (B) section 727 of the Act.

22.2 Without prejudice to any indemnity to which such person may otherwise be entitled, a Secretary of the Charity shall be indemnified out of the assets of the Charity against any liability, cost, loss, charge or expense incurred by him or her in connection with any negligence, default, breach of duty or breach of trust by him or her in relation to the Charity including any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted by him or her as a Secretary of the Charity.

22.3 Without prejudice to article 22.1 above the Charity may purchase and maintain for any person who is or was at any time a Director insurance against any liability which attaches to him or her 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. The Charity may also purchase and maintain insurance for or for the benefit of any person who is or was at any time a Secretary of the Charity, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by him or her in respect of any act or omission in the actual or purported execution and/or discharge of his or her duties and/or exercise or purported exercise of his or her powers.

23. Rules

23.1 The Directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

23.2 The by-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 insofar 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.
- 23.3 The Directors must adopt such means as they think sufficient to bring the rules and by- laws to the notice of members of the Charity.
- 23.4 The rules or by- laws shall be binding on all members of the Charity. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Signatures, Names and Addresses of Subscriber

Dated:

.....

Witness to the above Signatures:

.....

Name:

Address:

Occupation: