

Company Number: 5219549

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
INTERNATIONAL TREE FOUNDATION**

1. Interpretation

1.1 In these Articles:

“2006 Act” means the Companies Act 2006;

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

“Board” means the board of Directors as constituted from time to time and defined in article 16.4;

“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 (i) the day when the notice is given or deemed to be given; and (ii) the day for which it is given or on which it is to take effect;

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

“Directors” means the directors of the Charity. The directors are Charity trustees as defined by the Charities Act 2011;

“Member” has the meaning given in section 112 of the 2006 Act;

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

“Objects” means the objects of the Charity as set out in article 2;

“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;

“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.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as 2006 Act 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.

2. **Objects**

2.1 The objects of the Charity are:

(A) to promote the conservation, protection and improvement of the physical and natural environment, in particular by:

- (1) planting and caring for trees and encouraging the planting and caring for trees globally; and
- (2) fostering an appreciation of trees and the amenity and ecological value of tree cover;

(B) to advance education for the public benefit in trees and their habitats; and

(C) to promote the sciences of silviculture, arboriculture, agro-forestry and associated fields for the public benefit.

3. **Income and property**

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

3.2 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.

- 3.3 a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 3.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 34.
- 3.5 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. 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.
- 3.6 No Director may:
- (A) buy any goods or services from the Charity;
 - (B) sell goods, services, or any interest in land to the Charity;
 - (C) be employed by, or receive any remuneration from the Charity (other than with the unanimous consent of the Board from time to time);
 - (D) receive any other financial benefit from the Charity,
- unless:
- (1) the payment is permitted by articles 3.2 to 3.4 or articles 3.7 to 3.12; or
 - (2) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 3.7 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity, however such Director shall be excluded from voting in relation to such matters.
- 3.8 A Director may enter into a contract for the supply of goods or services to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73 of the Charities Act 1993.
- 3.9 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.
- 3.10 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 and the Director holds no more than 1% of the issued capital of that company.

- 3.11 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 other terms of the lease are under discussion.
- 3.12 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 73F of the Charities Act 1993.
- 3.13 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (A) a partner;
 - (B) an employee;
 - (C) a consultant;
 - (D) a director; or
 - (E) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- 3.14 In articles 3.2 to 3.13:
- (A) “Charity” shall include any company in which the Charity:
 - (1) holds more than 50% of the shares; or
 - (2) controls more than 50% of the voting rights attached to the shares; or
 - (3) has the right to appoint one or more directors to the Board of the company; and
 - (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.
- 3.15 If a conflict of interests 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 these Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (A) the conflicted Director 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 Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- (C) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.

4. **Members**

- 4.1 The members of the Charity shall be comprised of such persons or organisations who have previously expressed their support for the Objects and have paid such appropriate subscription monies as may be due on an annual basis and shall have the rights and obligations as set out in these Articles.
- 4.2 Immediately following the appointment of an individual, who is not otherwise a Member, to the position of Director the Directors shall extend an invitation for such to become a Member.
- 4.3 Membership is not transferable to anyone else.
- 4.4 The Directors must keep a register of names and addresses of the Members.

5. **Liability of Members**

- 5.1 The liability of the Members is limited to such sum (not exceeding £10) as may be demanded of him or her in accordance with article 32.232.2.

6. **Termination of membership**

- 6.1 Membership is terminated if:
 - (A) the Member dies;
 - (B) the Member resigns from his or her position as a Director of the Charity unless that individual holds membership in his or her own right;
 - (C) the Member resigns 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;
- 6.2 The Directors may (acting by unanimous vote, save for any Member in question who is also a Director) require a Member to surrender their Membership if, acting reasonably and properly, they consider such revocation to be based upon either:

- (A) the best interests of the Charity to revoke such Membership; or
- (B) the previous actions of such applicant to have been (in the reasonable opinion of the Directors) contrary to the Objects,

the Directors must consider any written representations made in accordance with article 6.3 that 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.

- 6.3 A resolution to remove a Member from membership may only be passed if:
- (1) 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 reason why it is to be proposed; and
 - (2) the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.

7. **General meetings**

- 7.1 The Charity shall hold an annual general meeting in every calendar year.
- 7.2 An annual general meeting of the Charity shall be held within fifteen months of the previous annual general meeting of the Charity on such date as the Directors may reasonably determine and notified to the Members in accordance with the provisions set out in article 9.
- 7.3 A general meeting which is not an annual general meeting may be called at any time either (i) by resolution of a majority of the Directors or (ii) by resolution of the chairman of the board of Directors and one Director.

8. **Notice of general meetings**

- 8.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- 8.2 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 who together hold not less than 90 percent of the total voting rights.
- 8.3 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 13.

- 8.4 The notice must be given to all the Members and to the Directors and auditors.
- 8.5 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.

9. **Proceedings at general meetings**

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

- 9.2 A quorum is:

- (A) two Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- (B) one per cent of the total membership at the time and entitled to vote upon the business to be conducted at the meeting,

whichever is the greater.

- 9.3 The authorised representative of a Member that is an organisation shall be counted in the quorum.

- 9.4 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.

- 9.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting to all Members stating the date, time and place of the meeting.

- 9.6 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.

10. **Chairperson**

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

- 10.2 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 shall chair the meeting.
- 10.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 10.4 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 delivery of a duly executed form of proxy and entitled to vote must choose one of their number to chair the meeting.

11. **Adjournment**

- 11.1 The Members present in person or by delivery of a duly executed form of proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 11.2 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.
- 11.3 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.
- 11.4 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.

12. **Voting**

- 12.1 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.
- 12.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 12.3 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.

- 12.4 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.
- 12.5 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.
- 12.6 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.
- 12.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 12.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 12.9 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.
- 12.10 The poll must be taken within thirty days after it has been demanded.
- 12.11 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.
- 12.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

13. **Proxies: appointment and voting**

- 13.1 Any Member is entitled to appoint another person as a proxy to exercise the Member's rights to attend and to speak and vote at a general meeting of the Charity.
- 13.2 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):

"Charity name.....

I/we,, of,being a Member/Members of the above-named Charity, hereby appoint, of, or failing him/her,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charity to be held on 20, and at any adjournment thereof.

Signed on 20.....".

- 13.3 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):

“Charity name.....

I/we,, of,being a Member/Members of the above-named Charity, hereby appoint, of, or failing him/her,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charity to be held on 20, and at any adjournment thereof.

This form is to be 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 s/he thinks fit or abstain from voting.

Signed thisday of20.....”.

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

(A) in the case of an instrument in writing be deposited at the registered 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 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(B) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

(1) in the notice convening the meeting, or

(2) in any instrument of proxy sent out by the Charity in relation to the meeting, or

(3) 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 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (C) 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
- (D) 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 or to any director.

13.5 An appointment of proxy which is not deposited, delivered or received in a manner described in article 13.4 shall be invalid.

13.6 A vote given or poll demanded by proxy or by the duly authorised representative of a Member that is an organisation shall be valid even if the authority of the person voting or demanding a poll was not delivered in accordance with article 13.4 if such appointment has been approved by the Directors and received by the Charity at:

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

no later than before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting), or the time appointed for taking the poll.

14. **Written resolutions**

14.1 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 copy of the proposed resolution has been sent to every eligible Member and 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 in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A

resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

15. Votes of Members

- 15.1 Every Member shall have one vote.
- 15.2 Any objection to the qualification of any voter must be raised at the general meeting at which the vote is tendered and the decision of the person who is chairing the general meeting shall be final.
- 15.3 Any organisation that is a Member may nominate any person to act as its representative at any general meeting of the Charity.
- 15.4 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any general meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 15.5 Any notice given to the Charity will be conclusive evidence that the nominee 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 nominee has been properly appointed by the organisation.
- 15.6 The Directors shall (in accordance with their fiduciary duties as Trustees of the Charity and in accordance with the furtherance of the Objects of the Charity) take such steps as are required to adhere with decisions of Members and undertake such actions as the Directors consider to be reasonable in relation to the implementation of actions in fulfilment of the strategic ambitions of any resolution proposed and duly passed by the Members subject always to ensuring adherence with the Directors' fiduciary duties (as applicable) and all applicable legal and governmental regulations.

16. Directors

- 16.1 A Director must be a natural person aged 16 years or older.
- 16.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 20.
- 16.3 Any person accepting the office of Director must agree (in writing) to promote the Objects in the conduct of their role.
- 16.4 The number of Directors shall be not less than three and (unless otherwise determined by ordinary resolution) not more than twelve (the "Board").

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

17. **Responsibilities of Directors**

- 17.1 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 Act 2006 and Charities Acts 2006 and 2011, these Articles or any special resolution.
- 17.2 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 17.3 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.

18. **Retirement**

- 18.1 Each Director is required to retire from office at the first available annual general meeting following the third anniversary of their appointment as a Director of the Charity unless by the close of that meeting the Members have failed to elect sufficient Directors to hold a quorate meeting of the Directors, in which case such individuals as were eligible for retirement shall remain in office until appropriate appointees to the Board have been identified and admitted to the Board and membership of the Charity.
- 18.2 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 18.3 Following a Director's retirement pursuant to article 18.1, he or she may be nominated by the Board for re-election to the Board by the Members. Such re-election may take place during the annual general meeting at which the Director has retired and any such re-election shall be subject always to a resolution of a majority of the Members.
- 18.4 Any Director retiring from office in accordance with article 18.1 or ceasing to hold office in accordance with article 20 or more generally through their resignation from such office shall, immediately upon ceasing to be a Director resign their membership of the Charity with immediate effect unless they be a Member under article 4.1.

19. **Appointment of Directors**

- 19.1 The Charity may (subject always to the provisions of article 16) by ordinary resolution:
- (A) appoint a person who is willing to act to be a Director; and

- (B) determine the rotation in which any additional Directors are to retire.
- 19.2 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (A) he or she is recommended for re-election by a majority of the Directors; or
 - (B) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (1) is signed by a Member entitled to vote at the meeting;
 - (2) states the Member's intention to propose the appointment of a person as a Director;
 - (3) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (4) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 19.3 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation:
- (A) The Directors may appoint a person who is willing to act to be a Director.
 - (B) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 19.4 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 19.5 If, at any time, a situation arises pursuant to which the Charity shall have less than three Directors the Board shall convene at the earliest available opportunity to appoint such number of individuals as Directors as are required under the provisions of article 16.4.
20. **Disqualification and removal of Directors**
- 20.1 A Director shall cease to hold office if he or she:
- (A) ceases to be a Director by virtue of any provision in the 2006 Act or is prohibited by law from being a director;

- (B) 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);
 - (C) becomes incapable by reason of mental disorder, illness, injury or death of managing and administering his or her own affairs;
 - (D) 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
 - (E) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.
- 20.2 The Board, acting by a majority may resolve to terminate the appointment of a Director at any given time if, acting reasonably and properly, they consider it to be in the best interests of the Charity.
21. **Directors' remuneration**
- 21.1 The Directors must not be paid any remuneration unless it is authorised by article 2.
22. **Proceedings of Directors**
- 22.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 22.2 Any Director may call a meeting of the Directors.
- 22.3 The Secretary (to the extent such is in office) must call a meeting of the Directors if requested to do so by a Director.
- 22.4 Questions arising at a meeting shall be decided by a majority of votes.
- 22.5 Where Directors are unable to attend a meeting in person, they may elect to convene a meeting via telephone and such attendance shall be included in determining the quorum of the meeting.
- 22.6 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.
- 22.7 The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.

- 22.8 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.
- 22.9 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.
- 22.10 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 22.11 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 22.12 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
- 22.13 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 28 days beginning with the circulation date.
- 22.14 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.

23. **Delegation**

- 23.1 The Directors acting by a majority of the Board may delegate any of their powers or functions to a committee of two or more Members but the terms of any delegation must be recorded in the minute book.
- 23.2 The Directors may impose conditions when delegating, including the conditions that:

- (A) the relevant powers are to be exercised exclusively by the Members to whom they delegate; and
 - (B) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 23.3 The Directors acting by a majority of the Board may revoke or alter a delegation.
- 23.4 All acts and proceedings of any Members must be fully and promptly reported to the Directors.
24. **Directors Interests**
- 24.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has 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 Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 24.2 Subject to article 24.3, 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:
- (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 interest or otherwise;
- if without:
- (D) the vote of that Director; and
 - (E) that Director being counted in the quorum,
- the decision has been made by a majority of the Directors at a quorate meeting.
- 24.3 Article 24.2 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 article 24.2, the resolution would have been void, or if the Director has not complied with article 24.1.

25. **Standing Orders**

- 25.1 The Board may from time to time adopt such policies or procedures in order to govern the method and governance structure through which the Charity shall operate (the “Standing Orders”).
- 25.2 Following adoption of such, the Charity shall at all times be conducted in accordance with the Standing Orders as adopted, subject only to such amendment, replacement or removal as may from time to time be determined by a majority of the Members in general meeting.

26. **Seal**

- 26.1 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.

27. **Minutes**

- 27.1 The Directors must keep minutes of all:
- (A) appointments of Officers made by the Directors;
 - (B) proceedings at meetings of the Charity; and
 - (C) meetings of the Directors and committees of Directors including:
 - (1) the names of the Directors present at the meeting;
 - (2) the decisions made at the meetings; and
 - (3) where appropriate the reasons for the decisions.

28. **Budget**

- 28.1 Subject to a resolution of a majority of the Directors, the Board shall adopt an annual budget for the Charity’s anticipated expenditure (the “Budget”).
- 28.2 Once it has been adopted by the Board, the Budget may be amended from time to time by a resolution of the Directors.

29. **Accounts**

- 29.1 The Directors must prepare for each financial year accounts as required by the 2006 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.

- 29.2 The Directors must keep accounting records as required by the 2006 Act.
- 29.3 Save to the extent otherwise agreed by the Board, the financial period for the Charity shall run from 1 October to 30 September.

30. **Annual Report and Return and Register of Charities**

- 30.1 The Directors must comply with the requirements of the Charities Act 2011 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; and
 - (C) the preparation of an Annual Return and its transmission to the Commission.
- 30.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

31. **Campaigning and Cooperation**

- 31.1 The Directors shall, from time to time, enter into such arrangement, agreement or similar enterprise in relation to the joint conduct of any campaign in accordance with the Objects with other similar not-for-profit organisations and further, the Directors may provide such information as they consider to be reasonable to such organisations.

32. **Winding Up / Cessation of the Charity**

- 32.1 The Directors may, if satisfied that it is in the best interests of the Charity, resolve to initiate proceedings for the winding up of the Charity. Such resolution must be passed in a meeting of the Directors
- 32.2 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 £10) 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.
- 32.3 The Members 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.
- 32.4 Subject to any such resolution of the Members, 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 or charities for use for particular purposes that fall within the Objects.
- 32.5 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (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..
- 33. **Notice**
- 33.1 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.
- 33.2 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.
- 33.3 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.

- 33.4 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.
- 33.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 33.6 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.
- 33.7 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.

34. **Indemnity**

- 34.1 The Charity may indemnify any Director, Auditor, Reporting Accountant, or other Officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

35. **Rules**

- 35.1 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 by its Members (the “By laws”).
- 35.2 The By laws may regulate the following matters but are not restricted to them:
- (A) the admission of Members (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 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 Act 2006 or the Charities Act 2011 or by these Articles; and
 - (E) generally, all such matters as are commonly the subject matter of charity rules.

- 35.3 Prior to the undertaking of any step in relation to the alteration, edition or repealing of all or any part of the By laws, the Charity shall seek the approval to any such amendments from each of the Members in general meeting.
- 35.4 The Directors must adopt such means as they think sufficient to bring the rules and By laws to the notice of Members.
- 35.5 The rules or By laws, shall be binding on all Members. No rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.