

Company Number 676313

The Companies Acts 2006

Company limited by guarantee and not having a share capital

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***Articles of Association of  
Hampshire and Isle of Wight Wildlife Trust***

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*Approved by special resolution at the Annual General Meeting on 29<sup>th</sup> October 2016*

**Articles of Association**  
**of**  
**Hampshire and Isle of Wight Wildlife Trust (the ‘Trust’)**

**1. Name**

- 1.1 The charitable company’s name is Hampshire and Isle of Wight Wildlife Trust.

**2. Interpretation**

- 2.1 The interpretation of the Articles is governed by the provisions set out in the Schedule at the end of the Articles.

**3. Liability of Members**

- 3.1 The liability of the members is limited.
- 3.2 Every member of the Trust promises, if the Trust is dissolved whilst they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Trust incurred before they ceased to be a member, and of the costs, charges and expenses of winding up and the adjustment of rights of the contributories amongst themselves.

**4. Objects**

- 4.1 The Objects of the Charity are:
- (a) For the benefit of the public, to advance, promote and further the conservation, maintenance and protection of:
    - (i) wildlife and its habitats;
    - (ii) places of natural beauty;
    - (iii) places of zoological, botanical, geographical, archaeological or scientific interest;
    - (iv) features of landscape with geological, physiographical, or amenity value in particular, but not exclusively, in ways that further biodiversity.
  - (b) To advance the education of the public in:
    - (i) the principles and practice of Sustainable Development;
    - (ii) the principles and practice of biodiversity conservation.
  - (c) To promote research in all branches of nature study and to publish the useful results thereof.

## 5. Powers

5.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) 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;
- (d) 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 as 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;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- (h) To establish, acquire and control one or more companies to assist or act as agents for the Trust;
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) 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 Articles 7 and 8 and provided it complies with the conditions in those Articles;
- (k) to:
  - (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee.

in the same manner and subject to the same conditions as the Trustees of a Trust are permitted to do by the Trustee Act 2000;

- (l) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (m) 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;

## **6. Application of income and property**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 A Director:
- (a) is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.
  - (b) may benefit from 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.
  - (c) may receive an indemnity from the Charity in the circumstances specified in Article 29.
  - (d) may not receive any other benefit or payment unless it is authorised by Articles 7 and 8.
- 6.3 Subject to Articles 7 and 8, 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.

## **7. Benefits and payments to Directors and Connected Persons**

- 7.1 No Director 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 Articles 7.2–7.7  
or authorised by the Court  
or the Commission.
- In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- 7.2 A Director 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 Directors do not benefit in this way over the course of any financial year.
- 7.3 A Director 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.

- 7.4 Subject to Article 8.1 a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person.
- 7.5 A Director 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).
- 7.6 A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.7 A Director 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.

## **8. Payment for the supply of goods**

- 8.1 The Charity and its Directors may only rely upon the authority provided by Article 7.4 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 Directors (as the case may be) and the Director 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 Directors are satisfied that it is in the best interests of the Charity to contract with a Director to be the supplier rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director 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 in the minutes of the meeting at which the decision is made.
  - (g) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by the Articles.
- 8.2 In Articles 7.2–7.7 and 8.1:
- (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 the Schedule at the end of the Articles.

## **9. Declaration of Directors' interests**

- 9.1 A Director 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 Director must absent themselves from any discussions of the Directors 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).

## **10. Conflicts of interests and loyalties**

- 10.1 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 the 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; and
  - (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 10.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person or themselves only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

## **11. Members**

- 11.1 Membership is open to any individual or organisation interested in promoting the Objects who:
- (a) apply to the Charity in the form required by the Directors;
  - (b) are approved by the Directors.
- 11.2 The Directors may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 11.3 Membership is terminated if the member concerned;
- (a) gives written notice of resignation to the Charity; or
  - (b) dies or (in the case of an organisation) ceases to exist; or
  - (c) is more than six months in arrears in paying the relevant subscription; or
  - (d) is removed from membership by resolution of the Directors on the grounds that in their reasonable opinion the member's continued membership is harmful to

the Charity. The Directors may only pass such a resolution after giving the member at least twenty-one days' notice of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed. The member or, at the option of the member, the member's representative (who need not be a member of the Charity) is to be allowed to make representations to that meeting.

11.4 The Directors must keep a register of names and Addresses of the members.

11.5 Membership of the Charity is not transferable.

## **12. General Meetings**

12.1 An annual general meeting will be held at which all members or their authorised representatives may attend. Not more than fifteen months may elapse between successive annual general meetings.

12.2 The Directors may call a general meeting at any time giving not less than twenty-eight Clear Days' notice specifying the business to be discussed.

12.3 Notice of general meetings:

(a) The minimum period of notice required is twenty-eight Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution or any other general meeting.

(b) 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 no less than 90% of the total voting rights.

(c) A general meeting shall be convened by the Directors on a requisition by the members in accordance with Sections 303, 304 and 305 of the Companies Act 2006.

(d) 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 or a general meeting called for the passing of a special resolution, 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 the Articles.

(e) The notice must be given to all the members and to the Directors and auditors.

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

## **13. Proceedings at General Meetings**

13.1 At an annual general meeting the members:

(a) receive the accounts of the Charity for the previous financial year;

(b) receive the Directors' report on the Charity's activities for the previous financial year;

(c) elect and re-elect Directors;

- (d) appoint auditors for the Charity;
  - (e) may confer on any individual, with their consent, the honorary title of patron, president or vice-president of the Charity. The period of appointment not to exceed five years after which time they may be reappointed.
- 13.2 No business shall be transacted at any general meeting unless a quorum is present.
- 13.3 A quorum is 50 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 13.4 The authorised representative of a member organisation shall be counted in the quorum.
- 13.5 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.
- 13.6 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.
- 13.7 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.
- 13.8 The president (or if the post is vacant or if the president is unable or unwilling to do so, some other member elected by those present) presides at a general meeting.
- 13.9 The members present, in person or by proxy, at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 13.10 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.
- 13.11 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.
- 13.12 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.
- 13.13 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.
- 13.14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 13.15 The result of the vote must be recorded in the minutes of the meeting but the number or proportion of votes cast need not be recorded.
- 13.16 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.
- 13.17 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.



- 13.18 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.
- 13.19 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 13.20 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.21 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.
- 13.22 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.
- 13.23 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### **14. Proxy notices**

- 14.1 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; and
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed; and
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) is delivered to the Trust in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 14.2 The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 14.3 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.
- 14.4 Unless a proxy notice indicates otherwise, it must be treated as 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 to any adjournment.
- 14.5 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 Trust by or on behalf of that person.
- 14.6 An appointment under a proxy notice may be revoked by delivering to the Trust a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 14.7 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.
- 14.8 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.

## **15. Written resolutions**

- 15.1 A resolution in writing proposed by the Directors, or by company members under Sections 303, 304 and 305 of the Companies Act 2006, and 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 by 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 Trust's registered office within the period of 28 days beginning with the circulation date.
- 15.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 15.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **16. Votes of members**

- 16.1 Every member shall have one vote.
- 16.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 16.3 Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust.
- 16.4 The organisation must give written notice to the Trust of the name of its representative. The representative shall not be entitled to vote on behalf of the organisation at any meeting unless that notice has been received by the Trust. The representative may continue to represent the organisation until written notice to the contrary is received by the Trust.
- 16.5 Any notice given to the Trust will be conclusive evidence that the representative is entitled to represent the organisation or that their authority has been revoked. The Trust shall not be required to consider whether the representative has been properly appointed by the organisation.
- 16.6 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 they may have.

## **17. Directors**

- 17.1 A Director must be a natural person aged 18 years or older.
- 17.2 A Director must be a member of the Trust.
- 17.3 No one may be appointed as a Director if they would be disqualified from acting under the provisions of Article 19.8.
- 17.4 The minimum number of Directors shall be 10 and the maximum number of Directors shall be 15.
- 17.5 A Director may not appoint an alternative Director or anyone to act on their behalf at meetings of the Directors.

## **18. Powers of Directors**

- 18.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 18.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 18.3 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.

## **19. Appointment and retirement of Directors**

- 19.1 The Charity may by ordinary resolution:
  - (a) appoint a person who is willing to act to be a Director; and
  - (b) determine the rotation by which Directors are to retire.
- 19.2 No person, other than a Director being eligible in accordance with Article 19.7 may be appointed a Director at any general meeting unless:
  - (a) they are recommended for election by the Directors; or
  - (b) the Trust is given notice that:
    - (i) is signed by two members entitled to vote at the meeting; and
    - (ii) states the members' intention to propose the appointment of a person as a Director; and
    - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
    - (iv) is signed by the person who is to be proposed to show their willingness to be appointed.
- 19.3 A prospective Director proposed under Article 19.2(b) must be considered at the next proceeding annual general meeting provided a period of 90 Clear Days has expired between the submission to the Trust of the relevant particulars and the annual general meeting in which the proposal is to be discussed.
- 19.4 The Directors may at any time co-opt any individual who is qualified to be appointed as a Director to fill any vacancy in their number but a co-opted Director holds office only until the next annual general meeting.
- 19.5 All members who are entitled to receive notice of a general meeting must be given not less than 28 Clear Days' notice of any resolution to be put to the meeting to appoint a Director other than in accordance with Article 19.7.
- 19.6 Every Director shall be elected at an annual general meeting and shall serve for a period of three years.
- 19.7 A retiring Director who remains qualified may be reappointed provided that any Director who has served in office continuously for three consecutive terms of office shall not be eligible for re-election until they have ceased to hold office as a Director for the period of one year. Except that in the case of a Director who is the chair or treasurer and has served three consecutive terms they may serve a fourth consecutive term without ceasing to hold office as a Director for the period of one year, if duly elected. The chair and treasurer shall

not be eligible for re-election for a fifth term until they have ceased to hold office as a Director for a period of one year.

19.8 A Director shall cease to hold office and shall not be appointed to office if:

- (a) they cease to be a Director by virtue of any provision in the Companies Acts or are prohibited by law from being a Director.
- (b) they are disqualified from acting as a Trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (c) they cease to be a member of the Trust.
- (d) they are treated by a registered medical practitioner and that the practitioner advises the Trust in writing that they deem the Director to be physically or mentally incapable of acting as a Director and may remain so for a period of three months or more.
- (e) they resign as a Director by notice to the Trust (but only if at least two Directors will remain in office when the notice of resignation is to take effect).
- (f) they are absent without notice from four consecutive meetings of the Directors and are consequently asked by a majority of the other Directors to resign.
- (g) they are removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

19.9 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

## **20. Remuneration of Directors**

20.1 The Directors must not be paid any remuneration unless it is authorised by the Articles.

## **21. Proceedings of Directors**

21.1 At the first meeting of the Directors following the annual general meeting the Directors shall appoint from amongst their number a chair, vice-chair, treasurer and chair of any sub-committees for the year. None of these appointments may be filled by a co-opted Director under Article 19.4.

21.2 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

21.3 Any Director may call a meeting of the Directors.

21.4 The Secretary must call a meeting of the Directors if requested to do so by a Director.

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

21.6 If there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote they may have.

21.7 A meeting may be held by suitable Electronic Means agreed by the Directors provided that each participant communicates with all the other participants.

21.8 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. A Director being present includes being present

by suitable Electronic Means agreed by the Directors in which a participant or participants may communicate with all the other participants.

- 21.9 The quorum is seven of the Directors.
- 21.10 A Director shall not be counted in the quorum as present when a decision is made upon which that Director is not entitled to vote.
- 21.11 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.
- 21.12 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 21.13 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to them by the Directors.
- 21.14 A resolution in writing or in Electronic Form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of the 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.
- 21.15 The resolution in writing may comprise several Documents containing the text of the resolution in like form to each of which one or more of the Directors have signified their consent.

## **22. Directors' delegation**

- 22.1 The Directors may, by resolution, delegate any of their powers or functions to a committee of two or more Directors, one of whom shall be the chair. The terms of any delegation must be recorded in the minutes of the meeting at which the resolution is passed.
- 22.2 The Directors 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 Trust except in accordance with a budget previously agreed by the Directors.
- 22.3 The Directors may, by resolution, revoke or alter a delegation.
- 22.4 All acts and proceedings of any committees must be fully reported to the Directors.

## **23. Validity of Directors' decisions**

- 23.1 Subject to these Articles, 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 Articles and rules of the Trust 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 Director; and
- (e) that the Director being counted in the quorum;

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

23.2 Article 23.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred on them by resolution of the Directors or of a committee of Directors if, but for Article 23.1, the resolution would have been void, or if the Director has not complied with their obligations relating to declarations of interest.

## **24. Seal**

24.1 The Trust's Seal must only be used by the authority of 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.

## **25. Minutes**

25.1 The Directors must ensure minutes are kept for the purpose of recording:

- (a) appointments made under Article 21.1;
- (b) proceedings at meetings of the Trust;
- (c) meetings of the Directors and committees of Directors including:
  - (i) the names of the Directors and other persons appointed and present at each such meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

## **26. Accounts**

26.1 The Directors must prepare accounts for each financial year 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.

26.2 The Directors must keep accounting records as required by the Companies Acts.

## **27. Annual report and return and register of charities**

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

- (a) submission of a copy of the statement of accounts to the Commission;
- (b) preparation of an annual report and the submission of a copy of it to the Commission; and
- (c) preparation of an annual return to the Commission.

27.2 The Directors must notify the Commission promptly of any changes to the Trust's entry to the Central Register of Charities.

## **28. Means of communicating notices or Documents**

- 28.1 Subject to the Articles, any notice or Document sent or supplied by or to the Trust under the Articles may be sent or supplied in any way provided for by the Companies Act 2006.
- 28.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 28.3 Any notice to be given to or by any person pursuant to the Articles:
- (a) must be given in writing; or
  - (b) must be given in Electronic Form.
- 28.4 The Trust may give any notice to a member either:
- (a) in person; or
  - (b) by sending it by post in a prepaid envelope Addressed to the member at their Address; or
  - (c) by leaving it at the Address of the member; or
  - (d) by sending it in Electronic Form to the member's Address; or
  - (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 Trust general meeting and must specify the place, date and time of the meeting.
- 28.5 A member who does not register an Address with the Trust or who registers only a postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust.
- 28.6 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 28.7 Proof that an envelope containing a notice was properly Addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 28.8 Proof that an Electronic Form of notice was given shall be conclusive where the Trust can demonstrate that it was properly Addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 28.9 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 Electronic Form of communication, 48 hours after it was sent.

## **29. Indemnity**

- 29.1 The Trust may indemnify any Director or other officer of the Trust against any liability incurred by them in that capacity, to the extent permitted by sections 232–234 of the Companies Act 2006.
- 29.2 In this Article a Director means any Director or former Director of the Trust.

### **30. Rules**

- 30.1 The Directors may from time to time make, alter or repeal such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Trust.
- 30.2 The Directors must adopt such means as they think sufficient to bring the rules to the notice of the members of the Trust.

### **31. Disputes**

- 31.1 If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under the 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.

### **32. Dissolution**

- 32.1 The members of the Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust be applied or transferred in any of the following ways:
  - (a) to the Royal Society of Wildlife Trusts (Registered Charity 207238) who shall apply any net assets in accordance with the Trust's Objects; or
  - (b) directly for the Objects; or
  - (c) to any Charity or charities for use for particular purposes that fall within the Objects; or
  - (d) by transfer to any Charity or charities for purposes similar to the Objects.
- 32.2 Subject to any such resolution of the members of the Trust, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Trust be applied or transferred in any of the following ways:
  - (a) to the Royal Society of Wildlife Trusts (Registered Charity 207238) who shall apply any net assets in accordance with the Trust's Objects; or
  - (b) directly for the Objects; or
  - (c) to any Charity or charities for use for particular purposes that fall within the Objects; or
  - (d) by transfer to any Charity or charities for purposes similar to the Objects.
- 32.3 In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member organisation that is itself a Charity) and if no resolution is passed by the members or the Directors the net assets of the Trust shall be applied for charitable purposes as directed by the Court or the Commission.



## Schedule – Interpretation

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

**Address** includes a postal Address or an Address, a telephone number or a fax number used for the purposes of sending or receiving Documents by Electronic Means;

**Articles** means the Trust's Articles of Association;

An **Authenticated Document** is as explained in Section 1146 of the Companies Act 2006.

**The Charity** is the Hampshire and Isle of Wight Wildlife Trust, Registered Charity 201081;

**Clear Days** in relation to the period of a notice means that 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), in so far as they apply to the Trust;

**Connected Person** means:

1. a child, grandchild, parent, grandparent, brother or sister of the Director.
2. the spouse or civil partner of the Director or of any person falling within the class above.
3. a person carrying on business in partnership with the Director or with any person falling within the classes above.

**Director** means a Director of the Trust, and includes any person occupying the position of Director, by whatever name called. The Directors are Charity **Trustees** as defined by section 97 of the Charities Act 1993;

**Document** includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;

**Electronic Form** and **Electronic Means** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

**Officers** includes the Directors and the Secretary.

**The Seal** means the common Seal of the Trust attached to a document as a guarantee of authenticity;

**Secretary** means the Secretary of the Trust (if any);

**Sustainable Development** means 'Development that meets the needs of the present without compromising the ability of future generations to meet their own needs' (Brundtland Commission).

**Trust** means the company intended to be regulated by the Articles;

**The United Kingdom** means Great Britain and Northern Ireland.

Any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Trust.