

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

of

SUSSEX WILDLIFE TRUST

- 1 The Company's name is SUSSEX WILDLIFE TRUST (and in this document it is called 'the Trust').
- 2 The Trust's registered office will be situated in England.
- 3 The Trust's objects ('the Objects') are :-
 - (1) to conserve the Sussex land and seascape its wildlife and habitats for the public benefit.
 - (2) to survey monitor record and study for the benefit of the public sites areas and habitats of botanical zoological geological or other scientific interest or of natural beauty or landscape value to protect them from ill treatment degradation or destruction and to improve their quality.
 - (3) to establish promote maintain and manage wildlife sanctuaries or nature reserves or marine conservation areas for the conservation of flora and fauna and features of geological interest and so far as is compatible with this Object permit public access to them.
 - (4) to encourage the breeding of flora and fauna which are interesting or threatened.

- (5) to promote study and research for the advancement of knowledge in the natural sciences and biodiversity and to publish the results of that research.
 - (6) to educate and encourage the public in an understanding of the natural history and wildlife of Sussex.
 - (7) to promote good practice in furtherance of sustainable development and biodiversity.
- 4 (1) In addition to any other powers it may have, the Trust has the following powers in order to further the Objects (but not for any other purpose):
- (a) to establish maintain and manage wildlife sanctuaries or nature reserves for the conservation of flora and fauna of any description living there and so far as is compatible with this power permit public access to them
 - (b) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or other means of digitally or electronically or otherwise recording or storing information;
 - (c) to provide advice, hold exhibitions, meetings, lectures, classes, seminars, workshops and courses either alone or with others;
 - (d) to promote the survey and monitoring and research, scientific work, scientific investigation and development into any aspect of the Objects and the work of the Trust and to disseminate the results of any such research
 - (e) to raise funds. In doing so, the Trust must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

- (f) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (g) to sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with [Sections 36](#) and [37](#) of the Charities Act 1993.
- (h) to borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed. The Trust must comply as appropriate with [Sections 38](#) and [39](#) of the Charities Act 1993 if it wishes to mortgage land;
- (i) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (j) to enter into covenants or make any arrangement with any governmental or quasi governmental organisation local or statutory authority or with neighbours of any property held by the Trust from time to time;
- (k) to raise public awareness influence or change public attitudes;
- (l) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (m) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Trust formed for any of the Objects;
- (n) to make grants or donations in furtherance of the Objects;
- (o) to set aside income as a reserve against future expenditure but only in accordance with a written policy about financial reserves;

- (p) to employ and remunerate such staff as are necessary for carrying out the work of the Trust. The Trust may employ or remunerate a member of the Council only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (q) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Trust to be held in the name of a nominee;
- (r) to provide indemnity and legal expenses insurance for the members of the Council or any other officer of the Trust in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;
- (s) to do all such other lawful things as are necessary or desirable for the achievement of the Objects;

4 (2) The liabilities referred to in sub-clause (1)(r) are:

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

4 (3)

- (a) The following liabilities are excluded from sub-clause (2)(a):

- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Council or other officer;
 - (iii) liabilities to the Trust that result from conduct that the member of the Council or other officer knew or must be assumed to have known was not in the best interests of the Trust or about which the person concerned did not care whether it was in the best interests of the Trust or not.
 - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the member of the Council's liability is his or her knowledge prior to the insolvent liquidation of the Trust (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Trust would avoid going into insolvent liquidation.
- 5 (1) The property and funds of the Trust may be used only for promoting the Objects and do not belong to the members but
- (a) members who are not members of the Council may be employed by or enter into contracts with the Trust and receive reasonable payments for goods or services supplied.
 - (b) members (including members of the Council) may be paid interest at a reasonable rate on money lent to the Trust.
 - (c) members (including members of the Council) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Trust.

- (d) Members (including members of the Council) who are also beneficiaries may receive charitable benefits in that capacity.
- (2) A Member of the Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the Trust except
- (a) as mentioned in Clauses 4 (2) (indemnity insurance) and 5(1)(b) (interest), (c)(rent) and (d) (charitable benefit);
 - (b) reimbursement of reasonable out of pocket expenses actually incurred in the administration of the Trust;
 - (c) an indemnity in respect of any liabilities properly incurred in running the Trust (including the costs of a successful defence to criminal proceedings);
 - (d) payment to any Company in which a member of the Council has no more than a 1% share-holding; and
 - (e) in exceptional cases other payments or benefits (but only with the written approval of the Commission in advance).
- (3) A Member of the Council may not be an employee of the Trust and no Member of the Council or a connected person may enter into a contract with the Trust to supply goods or services in return for a payment or other material benefit.
- (4) Whenever a member of the Council has a personal interest in the matter to be discussed at a meeting of the Council or a Committee, he or she must
- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter;

- (b) be absent from the meeting for that item unless expressly invited to attend in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting;
 - (d) be absent during the vote and have no vote in the matter.
- (5) This Clause may not be amended without the written consent of the Commission in advance.
- 6 The liability of the members is limited.
- 7 Every member of the Trust promises that if the Trust is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1.00) as may be demanded of him or her towards the payment of the debts and liabilities of the Trust incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- 8 (1) The members of the 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) directly for the Objects; or
 - (b) by transfer to the Royal Society of Wildlife Trusts (Registered Charity 207238) or to any Trust or charities for purposes similar to the Objects; or
 - (c) to any Trust for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Trust, the members of the Council 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:

- (a) directly for the Objects; or
 - (b) by transfer to the Royal Society of Wildlife Trusts (Registered Charity 207238) or to any Trust or charities for purposes similar to the Objects; or
 - (c) to any Trust or charities for use for particular purposes that fall within the Objects.
- (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 that is itself a Charity) and if no such resolution is passed by the members of the Trust or the members of the Council the net assets of the Trust shall be applied for charitable purposes as directed by the court or the Commission.

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee

Articles of Association of

SUSSEX WILDLIFE TRUST

Interpretation

1 In these articles and in the Memorandum of Association:

'the Act' means the [Companies Act 1985](#);

'address' means the 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 Trust;

'the Trust' means the company intended to be regulated by these articles;

'clear days' in relation to the period of a notice means the period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commissioners for England and Wales;

'the memorandum' means the memorandum of association of the Trust;

'officers' includes the members of the Council;

'the seal' means the common seal of the Trust;

'secretary' means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;

'the members of the Council' means the members of the Council of the Trust. The members of the Council are Charity trustees as defined by the [Charities Act 1993 Section 97](#);

'the 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 in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Trust.

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.

Members

- 2 Such individuals or organisations who are admitted to membership in accordance with the rules made under Article 69 shall be members of the Trust
- 3 The members of the Council must keep a register of names and addresses of the members.
- 4 In the event any member of the Trust is removed from membership by a resolution of the members of the Council that it is in the best interests of the Trust that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member had been given at least 21 days' notice in writing of the meeting of the members of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and

- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting.

General meetings

- 5 An annual general meeting must be held in each year and not more than 15 months may elapse between successive annual general meetings.
- 6 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 7 The members of the Council may call an extraordinary general meeting at any time.

Notice of general meetings

- 8 The minimum periods of notice required to hold a general meeting of the Trust are:
 - (a) 21 clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - (b) 14 clear days for all other extraordinary general meetings.
- 9 A general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (b) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 10 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.

- 11 The notice shall be given to all the members and to the members of the Council and auditors.
- 12 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 Trust.

Proceedings at general meetings

- 13 No business shall be transacted at any general meeting unless a quorum is present.
- 14 A quorum is 20 members entitled to vote upon the business to be conducted at the meeting.
- 15 The authorised representative of a member organisation shall be counted in the quorum;
- 16 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 members of the Council may determine.
- 17 The members of the Council must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 18 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 at that time shall constitute the quorum for that meeting.

- 19 General meetings shall be chaired by the President or failing him, the person who has been appointed to chair meetings of the Council.
- 20 If there is no such person or he or she is not present within fifteen minutes of the time appointed for holding the meeting a member of the Council nominated by the members of the Council shall chair the meeting.
- 21 If there is only one member of the Council present and willing to act, he or she shall chair the meeting.
- 22 If no member of the Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members of the Trust present and entitled to vote must choose one of their number to chair the meeting.
- 23 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 24 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 25 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had adjournment not taken place.
- 26 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 27 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members 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.
- 28
- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Trust but the number or proportion of votes cast need not be recorded.
- 29
- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - (c) 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.
 - (d) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (e) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (f) 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.
 - (g) The poll must be taken within thirty days after it has been demanded.
 - (h) 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.
 - (i) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

- 30 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.
- 31 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.

Votes of members

- 32 (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- (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 Trust.
- 33 Any objection to the qualification of any voter must be raised at the meeting at which the vote objected to is tendered and the decision of the person who is chairing the meeting shall be final.
- 34 (1) Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust.
- (2) The organisation must give written notice to the Trust of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The nominee may continue to represent the organisation until written notice to the contrary is received by the Trust.
- (3) Any notice given to the Trust will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the nominee has been properly appointed by the organisation.

Elected Honorary Officers

- 35 The elected Honorary Officers of the Trust shall be the President, the Secretary and the Treasurer, all of whom must be members of the Trust.
- 36 Each Honorary Officer shall be elected at the Trust's annual general meeting and shall in the case of the President remain in office until the succeeding annual general meeting and in the case of the Secretary and Treasurer until the Annual Meeting closest to the third anniversary of his or her appointment unless he or she shall have died, resigned or otherwise vacated office.
- 37 Any Honorary Officer who shall cease to be a member of the Trust or a member of the Council shall *ipso facto* vacate his or her office.

Members of the Council

- 38 (1) A member of the Council must be a natural person aged 18 years or older.
- (2) No one may be appointed a member of the Council if he or she would be disqualified from acting under the provisions of Article 50.
- 39 The Council shall consist of the Honorary Officers and not less than seven nor (unless otherwise determined by ordinary resolution) more than twelve elected members.
- 40 A member of the Council may not appoint an alternate member of the Council or anyone to act on his or her behalf at meetings of the Council.

Powers of Members of the Council

- 41 (1) The members of the Council shall manage the business of the Trust and may exercise all the powers of the Trust unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the member of the Council.
- (3) Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the members of the Council.

Retirement

- 42 At each annual general meeting one third of the elected members of the Council or, if their number is not a multiple of 3, the nearest to one third must retire from office. If there is only one Member of the Council he or she must retire.
- 43 (1) The members of the Council to retire by rotation shall be those who have been longest in office since their last appointment. If any members of the Council became or were appointed members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - (2) If a member of the Council 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.
- 44 No elected member of the Council shall serve for more than nine consecutive years. On the expiration of such period a further year must lapse before that person shall be eligible for re-election.

The Appointment of Honorary Officers and Members of the Council

- 45 The Trust may by ordinary resolution:
 - (a) appoint a person who is willing to act to be an Honorary Officer or a member of the Council; and

- (b) determine the rotation in which any additional members of the Council are to retire.

- 46 No person other than an Honorary Officer or a member of the Council retiring by rotation may be appointed an Honorary Officer or a member of the Council (as the case may be) at any general meeting unless:
 - (1) he or she is recommended for re-election by the members of the Council;
or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Trust is given notice that:
 - (a) is signed by a two members entitled to vote at the meeting;
 - (b) states the members' intention to propose the appointment of a person as an Honorary Officer or a member of the Council (as the case may be);
 - (c) contains the details that, if the person were to be appointed, the Trust would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 47 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 an Honorary Officer or a member of the Council other than an Honorary Officer or a member of the Council who is to retire by rotation.

- 48
 - (1) The members of the Council may appoint a person who is willing to act to be a member of the Council.
 - (2) A member of the Council appointed by a resolution of the other members of the Council must retire at the next annual general meeting and must not

be taken into account in determining the members of the Council who are to retire by rotation.

- 49 The appointment of a member of the Council, whether by the Trust in general meeting or by the other members of the Council, must not cause the number of members of the Council to exceed any number fixed as the maximum number of members of the Council.

Disqualification and removal of Member of the Councils

- 50 A member of the Council shall cease to hold office if he or she:
- (1) ceases to be a member of the Council by virtue of any provision in the Act or is prohibited by law from being a member of the Council;
 - (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);
 - (3) ceases to be a member of the Trust;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a member of the Council by notice to the Trust (but only if at least three elected members of the Council will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the members of the Council from all their meetings held within a period of six consecutive months and the members of the Council resolve that his or her office be vacated.

Members of the Council's remuneration

- 51 The members of the Council must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of members of the Council

- 52 (1) The members of the Council may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any member of the Council may call a meeting of the members of the Council.
- (3) The secretary must call a meeting of the members of the Council if requested to do so by a member of the Council.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 53 (1) The members of the Council shall appoint a member of the Council to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the members of the Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the members of the Council shall have no functions or powers except those conferred by these articles or delegated to him or her by the members of the Council.
- 54 (1) No decision may be made by a meeting of the members of the Council unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be seven members of the Council, of whom one at least must be the Chairman or the Secretary or the Treasurer.

(3) A member of the Council shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Council is not entitled to vote.

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

56 (1) A resolution in writing signed by all the members of the Council entitled to receive notice of a meeting of members of the Council or of a committee of members of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the members of the Council or (as the case may be) a committee of members of the Council duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Council.

Delegation

57 (1) The members of the Council may delegate any of their powers or functions, other than any matter set out sub-clause (5), to a committee of three or more members of the Council, one of whom shall be the Chairman, but the terms of any delegation must be recorded in the minute book.

(2) The members of the Council 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 with the members of the Council.

- (3) The members of the Council may revoke or alter a delegation.
- (4) The members of the Council may form consultative committees comprising members of the Council and others having relevant expertise.
- (5) All acts and proceedings of any committees must be fully and promptly reported to the members of the Council.
- (6) The following matters shall not be delegated:-
 - (a) any risk review required by any Statement of Recommended Practice;
 - (b) any decision to acquire or dispose of land;
 - (c) approval of the Trust's accounts and financial statements;
 - (d) approval of the Trust's annual budget; and
 - (e) approval of the Trust's business Plan.

58 A member of the Council must absent himself or herself from any discussions of the members of the Council in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest).

- 59 (1) Subject to sub-clause 59(2), all acts done by a meeting of members of the Council, or of a committee of members of the Council, shall be valid notwithstanding the participation in any vote of a member of the Council:
- (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 member of the Council; and
- (e) that member of the Council being counted in the quorum;

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

- (2) Sub-clause 59(1) does not permit a member of the Council to keep any benefit that may be conferred upon him or her by a resolution of the members of the Council or of a committee of members of the Council if, but for sub-clause 59(1), the resolution would have been void, or if the member of the Council has not complied with article 58.

The Seal

- 60 If the Trust has a seal it must only be used by the authority of the members of the Council or of a committee of members of the Council authorised by the members of the Council. The members of the Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the secretary or by a second member of the Council.

Minutes

- 61 The members of the Council must keep minutes of all:
 - (1) appointments of officers made by the members of the Council;
 - (2) proceedings at meetings of the Trust;
 - (3) meetings of the members of the Council and committees of members of the Council including:
 - (a) the names of the members of the Council present at the meeting;

- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions.

Accounts

- 62 (1) The members of the Council 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.
- (2) The members of the Council must keep accounting records as required by Sections 221 and 222 of the Act.

Annual report and return and register of charities

- 63 (1) The members of the Council must comply with the requirements of the [Charities Act 1993](#) with regard to:
- (a) the transmission of the statements of account to the Trust;
 - (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.
- (2) The members of the Council must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities.

Notices

- 64 Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing; or

- (2) must be given using electronic communications.
- 65 (1) The Trust 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.
- (2) 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.
- 66 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.
- 67 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) 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.
- (3) 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.

Indemnity

68 The Trust shall indemnify every member of the Council or other officer or auditor of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the member of the Council or in which the member of the Council is acquitted or in connection with any application in which relief is granted to the member of the Council by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

Rules

69 (1) The members of the Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Trust.

(2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Trust (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 Trust in relation to one another, and to the Trust's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Trust'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 members of the Council in so far as such procedure is not regulated by the Act or by these Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

- (3) The Trust in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The members of the Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Trust.
- (5) The rules or bye laws, shall be binding on all members of the Trust. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.