Company number: 695346

Charity number: 262777

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

SUFFOLK WILDLIFE TRUST

AMENDED ARTICLES FOR ADOPTION

(Adopted by special resolution on 23 October 2021
and amended by special resolution on 12 November 2026)

Table of Contents

1. INTERPRETATION 3
2. OBJECTS 6
3. POWERS 7
4. APPLICATION OF INCOME AND PROPERTY 10
5. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS 10
6. WINDING UP 13
7. LIABILITY OF MEMBERS 13
8. MEMBERS 13
9. TERMINATION OF MEMBERSHIP 14
10. ANNUAL GENERAL MEETINGS 15
11. NOTICE OF GENERAL MEETINGS 15
12. PROCEEDINGS AT GENERAL MEETINGS 16
13. VOTING AT GENERAL MEETINGS 18
14. PROXIES 19
15. MEMBERS WHICH ARE ORGANISTIONS 20
16. WRITTEN RESOLUTIONS 20
17. TRUSTEES 22
18. POWERS OF TRUSTEES 22
19. APPOINTMENT OF TRUSTEES 22
20. RETIREMENT OF TRUSTEES 23
21. CESSATION OF OFFICE OF TRUSTEES 24
22. PROCEEDINGS OF TRUSTEES 25
23. CALLING A TRUSTEES' MEETING 26
24. PARTICIPATION IN TRUSTEES' MEETINGS 26
25. QUORUM FOR TRUSTEES' MEETINGS 26
26. CHAIRING TRUSTEES' MEETINGS 26
27. DECISION-MAKING BY TRUSTEES 27
28. UNANIMOUS DECISIONS BY TRUSTEES 27
29. DELEGATION BY TRUSTEES 27
30. CONFLICTS OF INTERESTS 28
31. SECRETARY 30
32. MINUTES 30
33. SEAL 30
34. RECORDS AND ACCOUNTS 31
35. COMMUNICATIONS 31
36. IRREGULARITIES 32

AMENDED ARTICLES FOR ADOPTION

37. INDEMNITY 33
38. RULES 33

AMENDED ARTICLES FOR ADOPTION

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
SUFFOLK WILDLIFE TRUST

(Adopted by special resolution passed on 23 October 2021 and amended by special resolution on 12 November 2026)

AMENDED ARTICLES FOR ADOPTION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act	the Companies Act 2006;
Articles	the Charity's articles of association for the time being in force;
Business Day	any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
Charities Act	the Charities Act 2011;
Charity	Suffolk Wildlife Trust, which is a charitable company regulated by the Articles;
Charity Commission	the Charity Commission for England and Wales or any body which replaces it;
Circulation Date	has the meaning given to it in the Act;
Clear Days	a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;
Conflict	any situation in which a Trustee has or might have a direct or indirect interest (including but not limited to any personal financial interest) that conflicts or possibly might conflict, with the interests of the Charity or which conflicts or possibly might conflict with that Trustee's duty to act solely in the interests of the Charity;
Conflicted Trustee	a Trustee in respect of whom a Conflict exists;

Connected Person	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person who carries on business in partnership with a Trustee or with any person in (a) or (b); or (d) an institution which is controlled by either a Trustee, any person in (a), (b) or (c), or a Trustee and any person in (a), (b) or (c), taken together; (e) a corporate body in which a Trustee or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest. Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form and electronic means	have the meaning given to those terms in section 1168 of the Act;
Financial Expert	a person who is reasonably believed by the Trustees to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;
Member	a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Model Articles	the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

AMENDED ARTICLES FOR ADOPTION

Objects	has the meaning given in Article 2;
Special Resolution	has the meaning given in section 283 of the Act;
Subsidiary	any company in which the Charity: (a) holds more than 50% of the shares; or (b) controls more than 50% of the voting rights attached to the shares; or (c) has the right to appoint one or more directors to the company;
Trustee	a 'director' of the Charity as defined in the Act and a 'charity trustee' of the Charity as defined in the Charities Act;
Un-conflicted Trustee	means the Trustees who do not have a Conflict in relation to the matter in question;
United Kingdom	Great Britain and Northern Ireland; and
writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires:

1.2.1 words and expressions which have particular meanings in the Act shall have the same meanings in these Articles;

1.2.2 words in the singular shall include the plural and in the plural shall include the singular; and

1.2.3 a reference to one gender shall include a reference to the other genders.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **Article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

AMENDED ARTICLES FOR ADOPTION

1.5.1 any subordinate legislation from time to time made under it; and

1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall not apply to the Charity.

2. **OBJECTS**

2.1 The objects for which the Charity is established are: -

2.1.1 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 biological conservation.

2.1.2 To advance the education of the public in:

(i) the principles and practice of sustainable development;

(ii) the principles and practice of biodiversity conservation.

2.1.3 To promote research in all branches of nature study and to publish the useful results thereof.

2.2 Sustainable development is primarily defined as ‘Development that meets the needs of the present without compromising the ability of future generations to meet their own needs’ (Brundtland Commission).

AMENDED ARTICLES FOR ADOPTION

3. **POWERS**

3.1 In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

3.1.1 establish, purchase, form, own, maintain and improve sanctuaries, nature reserves or other facilities;

3.1.2 promote, organise, carry out, support and participate in educational programmes, study days, courses, conferences, seminars and other educational events;

3.1.3 establish, promote the establishment of, form and maintain exhibitions, record centres, libraries and collections of records and other objects of educational value;

3.1.4 provide accommodation and refreshments and other ancillary services for members of the public attending or visiting facilities and events provided by the Charity;

3.1.5 put before planning authorities such environmental considerations and information as may further the Objects;

3.1.6 facilitate and manage the collection and use of biological records and other data relating to the natural world;

3.1.7 accept (or disclaim) any gift of money, legacy or other property whether subject to any special trusts or not;

3.1.8 raise funds by way of subscription, donation or otherwise;

3.1.9 trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;

3.1.10 establish or purchase companies to carry on any trade;

3.1.11 sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;

3.1.12 borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;

AMENDED ARTICLES FOR ADOPTION

3.1.13 lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;

3.1.14 buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;

3.1.15 set aside funds for particular purposes or as reserves against future expenditure;

3.1.16 deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;

3.1.17 delegate the management of investments to a Financial Expert, but only on terms that:

3.1.17.1 the Charity's investment policy is set down in writing by the Trustees for the Financial Expert;

3.1.17.2 all transactions are reported promptly and regularly to the Trustees;

3.1.17.3 investment performance is reviewed regularly with the Trustees;

3.1.17.4 the delegation arrangement may be cancelled by the Trustees at any time;

3.1.17.5 a review of the investment policy and the delegation arrangement shall be carried out at least annually;

3.1.17.6 all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Trustees on receipt;

3.1.17.7 the Financial Expert must not do anything outside the powers of the Charity;

3.1.18 arrange for the investments or other property of the Charity to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Trustees or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;

AMENDED ARTICLES FOR ADOPTION

3.1.19 co-operate with other bodies and to exchange information and advice with them;

3.1.20 establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;

3.1.21 enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;

3.1.22 acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;

3.1.23 enter into contracts to provide services to or on behalf of other bodies;

3.1.24 provide or procure the provision of advice;

3.1.25 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;

3.1.26 promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;

3.1.27 subject to Article 4.2:

3.1.27.1 employ and remunerate any person or persons as necessary for the proper pursuit of the Objects; and

3.1.27.2 make reasonable provision for the payment of pensions for employees and their dependents;

3.1.28 take out such insurance policies as are necessary to protect the Charity;

3.1.29 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;

3.1.30 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

3.1.31 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and

AMENDED ARTICLES FOR ADOPTION

implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;

3.1.32 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.1.33 provide and assist in the provision of money, materials or other aid;

3.1.34 act as trustee and to undertake and execute charitable trusts;

3.1.35 pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity; and

3.1.36 do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Charity shall only be applied to promote the Objects.

4.2 Except as provided below, no part 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 shall not prevent any payment in good faith by the Charity of:

4.2.1 a benefit to any Member in the capacity of a beneficiary of the Charity;

4.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that Article 5 applies if such a Member is a Trustee;

4.2.3 interest on money lent by a Member to the Charity at a reasonable and proper rate;

4.2.4 reasonable and proper rent for premises demised or let by a Member to the Charity; and

4.2.5 any payment to a Member who is also a Trustee which is permitted under Article 5.

5. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

5.1 A Trustee:

5.1.1 is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;

AMENDED ARTICLES FOR ADOPTION

5.1.2 may benefit from trustee indemnity insurance purchased by the Charity in accordance with section 189 of the Charities Act;

5.1.3 may receive payment under an indemnity from the Charity in the circumstances set out in Article 37;

5.1.4 may not receive any other benefit or payment from the Charity unless it is authorised by this Article 5.

5.2 Unless the benefit or payment is permitted under Article 5.3, no Trustee (including a Member who is also a Trustee) or Connected Person may:

5.2.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

5.2.2 sell goods, services, or any interest in land to the Charity;

5.2.3 be employed by, or receive any remuneration from the Charity; or

5.2.4 receive any other financial benefit from the Charity.

5.3 A Trustee or a Connected Person may:

5.3.1 receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way;

5.3.2 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;

5.3.3 subject to Article 5.4, enter into a contract for the supply of goods to the Charity that are not supplied in connection with services provided to the Charity by the Trustee or Connected Person;

5.3.4 receive reasonable and proper rent for premises let to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;

5.3.5 receive interest at a reasonable and proper rate on money lent to the Charity (which must be not more than the Bank of England bank rate (also known as the base rate);

AMENDED ARTICLES FOR ADOPTION

5.3.6 take part in the normal trading and fund-raising activities of the Charity on the same terms as members of the public; and

5.3.7 receive or retain any payment for which prior written authorisation has been obtained from the Commission.

5.4 The Charity and its Trustees may only rely on the authority provided by Article 5.3.3 if each of the following conditions is satisfied:

5.4.1 the amount or maximum amount of the payment for the goods:

5.4.1.1 is set out in an agreement in writing between the Charity and the Trustee or Connected Person supplying the goods (the **Supplier**) under which the Supplier is to supply the goods in question to the Charity;

5.4.1.2 does not exceed what is reasonable in the circumstances for the supply of the goods in question;

5.4.2 the other Trustees are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than someone who is not a Trustee or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Trustees must balance the advantages of contracting with a Trustee against the disadvantages of doing so;

5.4.3 the Supplier:

5.4.3.1 is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Charity by them;

5.4.3.2 does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting; and

5.4.4 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 5.

5.5 In Article 5.3 and Article 5.4, the “Charity” includes any Subsidiary.

5.6 A Trustee’s duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this Article 5.

AMENDED ARTICLES FOR ADOPTION

6. **WINDING UP**

6.1 On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the **Charity's remaining assets**) shall not be paid or distributed to the Members but shall be applied or transferred:

6.1.1 directly for one or more of the Objects;

6.1.2 to any charity or charities for purposes similar to the Objects; or

6.1.3 to any charity or charities for particular purposes falling within the Objects.

6.2 The decision on who is to benefit from the Charity's remaining assets, pursuant to Article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Trustees at or before the time of winding up or dissolution.

6.3 In the event that no resolution is passed by the Members or by the Trustees in accordance with this Article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

7. **LIABILITY OF MEMBERS**

7.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up whilst they are a Member or within one year after they cease to be a Member, for:

7.1.1 payment of the Charity's debts and liabilities contracted before they cease to be a Member;

7.1.2 payment of the costs, charges and expenses of the winding up; and

7.1.3 adjustment of the rights of the contributories among themselves.

8. **MEMBERS**

8.1 The Charity shall admit to membership an individual who or an organisation which:

8.1.1 applies to the Charity using the application process approved by the Trustees; and

8.1.2 is approved by the Trustees.

8.2 The Trustees may in their absolute discretion accept or decline to accept any application for membership.

AMENDED ARTICLES FOR ADOPTION

8.3 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

8.4 Membership is not transferable, except in the case of an individual or corporate body holding membership as a representative of an organisation which is not incorporated, whose membership may be transferred to a new representative upon written notice being provided by the relevant organisation to the Charity.

8.5 The Trustees may establish different classes of membership and set out different rights and obligations for each class, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.

8.6 The Trustees may establish one or more categories of supporters of the Charity who are not Members of the Charity for the purposes of the Act and who shall therefore have no right to attend or vote at general meetings of the Charity. The Trustees may set out the rights and obligations of such supporters.

8.7 It is the duty of each Member to exercise their or its powers as a Member in the way they or it decides in good faith would be most likely to further the Objects.

9. TERMINATION OF MEMBERSHIP

9.1 A Member shall cease to be a Member if:

9.1.1 the Member dies or, if it is an organisation or if the Member is a representative of any organisation which is not incorporated, if that organisation ceases to exist;

9.1.2 the Member resigns by giving notice to the Charity in writing, unless the resignation would cause there to be fewer than three Members;

9.1.3 any subscription or other sum payable by the Member to the Charity remains unpaid within six months of falling due and the Charity notifies the Member in writing of the termination of their membership;

9.1.4 the Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that the membership is terminated. Such a resolution may not be passed unless:

9.1.4.1 the Member has been given at least 14 clear days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it will be proposed; and

9.1.4.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has

AMENDED ARTICLES FOR ADOPTION

been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Trustees must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration.

There shall be no right of appeal from a decision of the Trustees to terminate the membership of a Member. A Member removed from membership by such a resolution shall remain liable to pay to the Charity any subscription or other sum owed by them and shall not be entitled to a refund of any subscription or other sum paid by them to the Charity.

9.1.5 where a Member is a Trustee, the Member ceases to be a Trustee.

10. ANNUAL GENERAL MEETINGS

10.1 The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings. General meetings (including, without limitation, annual general meetings) shall usually be held in person and may also be partially virtual, unless, by exception, and only if the Trustees determine it is in the Charity's best interests, they may also be held wholly in person or wholly virtually by electronic means in accordance with these Articles and the Act.

10.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and at such place and/ or by such electronic means of attendance as the Trustees shall think fit.

11. NOTICE OF GENERAL MEETINGS

11.1 General meetings, (including, without limitation, annual general meetings) shall be called on a minimum of 14 clear days' notice.

11.2 A general meeting (including, without limitation, an annual general meeting) may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

11.3 The notice shall specify the date and time of the meeting together with the place and/ or electronic means of attendance at the meeting and the general nature of the business to be transacted. The wording of any Special Resolution must also be included and the intention to move it as a Special Resolution. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.

AMENDED ARTICLES FOR ADOPTION

11.4 The notice shall be given to:

11.4.1 each Member;

11.4.2 each Trustee; and

11.4.3 if an auditor has been appointed, the auditor for the time being of the Charity.

11.5 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 Every general meeting of the Charity shall have a chair:

12.1.1 The chair of the Trustees shall chair general meetings of the Charity.

12.1.2 If the chair of Trustees is not present within 15 minutes of the time appointed for the meeting, a Trustee elected by the Trustees shall chair the meeting.

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

12.1.4 If no Trustee is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.

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

12.3 A quorum is 25 Members who are present in person (including, where applicable, Members attending by electronic means) or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

12.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place and/ or electronic means of attendance as the Trustees shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.

AMENDED ARTICLES FOR ADOPTION

12.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:

12.5.1 is to be adjourned to a particular date, time and place and/or electronic means of attendance; or

12.5.2 shall be adjourned to a date, time and place and/or electronic means of attendance to be appointed by the Trustees,

and shall have regard to any directions as to date, time, and as appropriate, place and/or electronic means of attendance which have been given by the meeting.

12.6 If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Charity shall give at least seven clear days' notice of it to the same persons whom notice of the Charity's general meetings is required to be given and containing the same information which such notice is required to contain.

12.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

12.8 A person is able to exercise the right to speak at a general meeting (including, without limitation, an annual general meeting) when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

12.9 A person is able to exercise the right to vote at a general meeting when:

12.9.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

12.9.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

12.10 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting (including, without limitation, an annual general meetings) to exercise their rights to speak or vote at it.

12.11 In determining attendance at a general meeting (including, without limitation, an annual general meeting), it is immaterial whether any two or more Members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

AMENDED ARTICLES FOR ADOPTION

13. **VOTING AT GENERAL MEETINGS**

13.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands (or by such alternative method of indication as the chair shall determine and announce at the meeting (**alternative indicative method**)), unless before, or on the declaration of the result of, the show of hands (or alternative indicative method) a poll is demanded.

13.2 On a show of hands (or alternative indicative method) or on a poll, every Member, whether an individual or an organisation, shall have one vote.

13.3 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.

13.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

13.5 A poll may be demanded by:

13.5.1 the chair of the meeting;

13.5.2 the Trustees;

13.5.3 two or more persons having the right to vote on the resolution; or

13.5.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

13.6 A demand for a poll may be withdrawn if the poll has not yet been taken and the chair of the meeting consents to the withdrawal.

13.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. Otherwise, a poll demanded must be taken either immediately or at such time and, as appropriate, such place and/or by electronic means as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and, as appropriate, such place at, and/or electronic means by, which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and, as appropriate, such place at, and/or electronic means by, which the poll is to be taken.

AMENDED ARTICLES FOR ADOPTION

13.8 The poll shall be conducted in such manner as the chair of the meeting directs and the chair of the meeting may fix a time and, as appropriate, place and/or electronic means for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

13.9 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

14. PROXIES

14.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.

14.2 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:

14.2.1 states the name and address of the Member appointing the proxy;

14.2.2 identifies the person appointed to be that Members' proxy, or is authenticated in such manner as the Trustees may determine; and

14.2.3 is delivered to the Charity in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Trustees, in their discretion, accept the notice at any time before the meeting.

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

14.4 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.

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

14.5.1 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

14.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

14.6 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

AMENDED ARTICLES FOR ADOPTION

adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

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

14.8 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.

14.9 If a proxy 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. MEMBERS WHICH ARE ORGANISTIONS

15.1 An organisation which is a Member may authorise any person to act as its representative at any meeting of the Charity and to exercise, on behalf of the organisation, the rights of the organisation as a Member.

15.2 The organisation must give written notice of the name of its representative to the Charity and, in the absence of such notice, the Charity shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at general meetings. Having received such notice, the Charity shall consider that the person named in it as the organisation's representative shall continue to be its representative until written notice to the contrary is received by the Charity.

15.3 The Charity shall be entitled to consider that any notice received by it in accordance with Article 15.2 is conclusive evidence that the representative is entitled to represent the organisation and that their authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.

15.4 For the avoidance of doubt an organisation that is a member of the Charity shall have one vote, which may from time to time be exercised in any general meeting by such organisation's representative in accordance with Article 12.9 or, in the case of a written resolution, in accordance with Article 16.

16. WRITTEN RESOLUTIONS

16.1 Subject to Article 16.4, a written resolution of the Members passed in accordance with this Article 16 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:

16.1.1 as an ordinary resolution if it is passed by a simple majority of the eligible Members; or

AMENDED ARTICLES FOR ADOPTION

16.1.2 as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.

16.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

16.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.

16.4 A Members' resolution under the Act removing a Trustee or an auditor before the expiration of their term of office may not be passed as a written resolution.

16.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

16.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

16.6.1 if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;

16.6.2 if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

16.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

16.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.

16.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.

AMENDED ARTICLES FOR ADOPTION

16.10 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

17. TRUSTEES

17.1 A Trustee shall be a member of the Charity. The maximum number of Trustees in office at any one time shall be twelve (12), and the minimum number of Trustees in office at any one time shall be three (3). If the number of Trustees falls below three, the remaining Trustees may only act to appoint further Trustees as required in accordance with Article 19.1.2, circulate a written resolution to the Members and/or call a general meeting.

17.2 There should be up to ten (10) Trustees elected by the Members at a general meeting by ordinary resolution, and up to two (2) co-opted Trustees who may be appointed by the Trustees, in accordance with Article 19.1 or Article 20.5.2 as the case may be. Each elected Trustee appointed under Article 19.1.1 shall hold office for a term of three years, after which they may be eligible for re-election if approved by the Trustees and always subject to Articles 20.5 and 26.1. Each co-opted Trustee appointed under Article 19.1.2 shall hold office until the following annual general meeting, in accordance with Article 20.1.

17.3 A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the Trustees.

18. POWERS OF TRUSTEES

18.1 Subject to the provisions of the Act, the Articles and any Special Resolution, the Trustees shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.

18.2 No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Trustees.

18.3 A meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

19. APPOINTMENT OF TRUSTEES

19.1 Any person who is willing to act as a Trustee, and who is permitted by law to do so, may be appointed to be a Trustee by:

19.1.1 ordinary resolution; or

19.1.2 resolution of the Trustees.

19.2 A Trustee may not act as a Trustee until they have expressly acknowledged, in whatever way the Trustees decide, their acceptance of the office of Trustee and

AMENDED ARTICLES FOR ADOPTION

confirmation that they meet the eligibility criteria and are not subject to automatic termination of their trusteeship under Article 21.1.

19.3 In any case where, as a result of death, the Charity has no Members and no Trustees, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Trustee.

19.4 For the purposes of Article 19.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

19.5 Where a maximum number of Trustees has been fixed, the appointment of a Trustee must not cause that number to be exceeded.

20. RETIREMENT OF TRUSTEES

20.1 At every annual general meeting the following Trustees shall retire from office, but may, subject to this Article 20, offer themselves for reappointment by the Members:

20.1.1 (a) three Trustees; or (b) if greater one-third of the Trustees, or, if their number is not divisible by three, the number nearest to one-third, of the Trustees who are to retire by rotation under Article 20.2; and

20.1.2 any Trustee appointed under Article 19.1.2 since the previous annual general meeting.

20.2 The Trustees to retire by rotation under Article 20.1 shall be determined on the basis firstly of those who have reached the end of their term of appointment under Article 17.2; and secondly of those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots. A Trustee appointed under Article 19.1.2 shall not be taken into account in determining the Trustees who are to retire by rotation.

20.3 Other than a Trustee retiring under Article 20.1.1, no person may be appointed a Trustee at any general meeting unless:

20.3.1 that person is recommended by the Trustees; or

20.3.2 by such date and time in advance of that meeting as the Trustees may specify, the Charity has received a notice, signed by a Member entitled to vote at the meeting, which:

20.3.2.1 indicates the Member's intention to propose the appointment of a person as a Trustee;

AMENDED ARTICLES FOR ADOPTION

20.3.2.2 states the details of that person which, if they were appointed, would be required to be recorded in the Charity's register of Trustees; and

20.3.2.3 is signed by the person to be proposed to show their willingness to be appointed.

20.4 All those who are entitled to receive notice of a general meeting shall be given reasonable notice, by such period and method as the Trustees may determine, in advance of such general meeting of any proposal to appoint or reappoint a Trustee at the meeting, whether on the recommendation of the Trustees or because the Charity has received notice, pursuant to Article 20.3.2, of a Member's intention to propose an appointment.

20.5 With the exception of the chair of Trustees in accordance with Article 26.1, no Trustee shall serve for more than nine consecutive years, provided that;

20.5.1 the period of time any elected Trustee spent as a co-opted Trustee prior to their election shall not be counted towards that nine-year limit; and

20.5.2 at the end of their term of appointment a Trustee may be co-opted provided that no Trustee may serve for more than ten consecutive years unless in accordance with Article 26.1

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

20.7 A Trustee that has served for the maximum term permitted by these Articles (taking account of whether such Trustee was co-opted or, as the case may be, served as Chair) may after not less than two years out of office be reappointed or co-opted to serve again as a Trustee subject to these Articles of Association.

21. CESSATION OF OFFICE OF TRUSTEES

21.1 A Trustee shall cease to hold office if they:

21.1.1 are removed by ordinary resolution of the Charity pursuant to the Act;

21.1.2 cease to be a company director by virtue of any provision in the Act or are prohibited by law from being a company director;

21.1.3 are disqualified from acting as a charity trustee by virtue of the Charities Act;

21.1.4 cease to be a Member of the Charity;

21.1.5 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;

AMENDED ARTICLES FOR ADOPTION

21.1.6 in the written opinion of a registered medical practitioner who is treating the Trustee, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;

21.1.7 resign by written notice to the Charity, provided that at least three Trustees will remain in office once the resignation takes effect;

21.1.8 are absent from four consecutive meetings of the Trustees held , without the permission of the Trustees, and the Trustees resolve that their office be vacated; or

21.1.9 are removed from office by a resolution of the Trustees that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least half of the Trustees are present. Such a resolution must not be passed unless:

21.1.9.1 the Trustee has been given at least 14 Clear Days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it will be proposed; and

21.1.9.2 the Trustee has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Trustees must consider any representations made by the Trustee (or the Trustee's representative) and inform the Trustee of their decision following such consideration. There shall be no right of appeal from a decision of the Trustees to terminate the Trusteeship of a Trustee.

22. PROCEEDINGS OF TRUSTEES

22.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

22.2 The Trustees shall meet at least four times a year.

22.3 Acts done by a meeting of the Trustees or of a committee or by a person acting as a Trustee shall not be invalidated by the subsequent realisation that:

22.3.1 the appointment of any such Trustee or person acting as a Trustee was defective; or

22.3.2 any or all of them were disqualified; or

22.3.3 any or all of them were not entitled to vote on the matter.

AMENDED ARTICLES FOR ADOPTION

23. CALLING A TRUSTEES' MEETING

23.1 Any Trustee may call a meeting of the Trustees by giving notice of the meeting to the Trustees or by authorising the company secretary (if any) to give such notice.

23.2 Notice of a meeting of the Trustees must be given to each Trustee, but need not be in writing. The notice must specify:

23.2.1 the time, date and, as appropriate, place of and/or electronic means of attendance at the meeting;

23.2.2 the general particulars of the business to be considered at the meeting; and

23.2.3 if it is anticipated that the Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

24. PARTICIPATION IN TRUSTEES' MEETINGS

24.1 Any Trustee may participate in a meeting of the Trustees in person or by means of video conference, telephone or any suitable electronic means agreed by the Trustees and by which all those participating in the meeting are able to communicate with all other participants.

24.2 If all the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

25. QUORUM FOR TRUSTEES' MEETINGS

25.1 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, provided it shall not be less than two and, unless otherwise fixed, it is two.

25.2 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

26. CHAIRING TRUSTEES' MEETINGS

26.1 The Trustees shall appoint one of their number as chair of Trustees and may determine the length of term for which the chair of Trustees is to serve in that office, subject to a maximum term of three years, which may be renewed. No chair may serve as chair for more than nine consecutive years, unless, notwithstanding Article 20.5, the Trustees consider it would be in the best interest of the Charity for a particular chair to continue to serve beyond that period to a maximum of one further two-year term. Under no circumstances may a person serve for more than twelve consecutive years as a Trustee (including any period co-opted or appointed as chair of the Trustees).

AMENDED ARTICLES FOR ADOPTION

26.2 If at any meeting of the Trustees the chair of Trustees is not present or participating in the meeting within ten minutes of the time at which it was to start, the participating Trustees must appoint one of themselves to chair the meeting.

26.3 The Trustees may terminate the appointment of a chair of Trustees at any time.

27. DECISION-MAKING BY TRUSTEES

27.1 The general rule about decision-making by Trustees is that any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 28.

27.2 Each Trustee has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

28. UNANIMOUS DECISIONS BY TRUSTEES

28.1 A decision of the Trustees is taken in accordance with this Article when all eligible Trustees indicate to each other by any means that they share a common view on a matter.

28.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing.

28.3 References in this Article to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.

28.4 A decision may not be taken in accordance with this article if the eligible Trustees would not have formed a quorum at such a meeting.

29. DELEGATION BY TRUSTEES

29.1 The Trustees may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Trustees.

29.2 The Trustees may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.

29.3 The terms of reference of a committee may include conditions imposed by the Trustees, including that:

29.3.1 the relevant powers are to be exercised exclusively by the committee to whom the Trustees delegate; and

AMENDED ARTICLES FOR ADOPTION

29.3.2 no expenditure or liability may be incurred on behalf of the Charity except where approved by the Trustees or in accordance with a budget previously agreed by the Trustees.

29.4 Persons who are not Trustees may be appointed as members of a committee, subject to the approval of the Trustees.

29.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Trustees.

29.6 The terms of any delegation to a committee shall be recorded in the minute book.

29.7 The Trustees may revoke or alter a delegation.

29.8 All acts and proceedings of any committee shall be fully and promptly reported to the Trustees.

30. CONFLICTS OF INTERESTS

30.1 A Trustee must declare, as soon as possible and at the latest at the beginning of the meeting at which the matter is to be discussed or before the passing of any written resolution of the Trustees, 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.

30.2 A Trustee who is or becomes a Conflicted Trustee in relation to any matter to be discussed by the Trustees must:

30.2.1 absent themselves from those discussions, unless the Un-conflicted Trustees invite the Conflicted Trustee to remain in order to provide information to assist the Un-conflicted Trustees in their discussions; and

30.2.2 be absent during any vote and have no vote on the matter whether at a meeting or by written resolution of the Trustees, and shall not be counted in the quorum for that part of the discussion.

30.3 Subject to the Act, a Trustee, notwithstanding their office or that such situation or interest may conflict with the interests of or their duties to the Charity, may:

30.3.1 subject to Article 5, from time to time hold office as a director or other officer of any Subsidiary; and

AMENDED ARTICLES FOR ADOPTION

30.3.2 make full disclosure of any information relating to the Charity to the Subsidiary (or anyone acting on behalf of the Subsidiary, including its advisers) provided that such disclosure shall only be made to a Subsidiary with the consent of a majority of the Trustees,and a Trustee who has an interest under this Article will declare to the other Trustees the nature and extent of their interest as soon as practicable after such interest arises.

30.4 If a Conflict arises for a Trustee because of a duty of loyalty owed to another organisation or person and that Conflict is not authorised by virtue of any other provision in the Articles, the Un-conflicted Trustees may authorise that Conflict where the following conditions apply:

30.4.1 the Conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

30.4.2 the Conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

30.4.3 the Un-conflicted Trustees consider it is in the interests of the Charity to authorise the Conflict in the circumstances applying; and

30.4.4 the Conflict does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

30.5 Any authorisation of a Conflict under Article 30.4:

30.5.1 may (whether at the time of giving the authorisation or subsequently) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

30.5.2 may impose upon the Conflicted Trustee such other terms for the purposes of dealing with the Conflict as the Un-conflicted Trustees think fit; and

30.5.3 may provide that, where the Conflicted Trustee obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Trustee) information that is confidential to a third party, they shall not be obliged to disclose that information to the Charity, or to use it in relation to the Charity's affairs where to do so would amount to a breach of that confidence.

30.6 Where the Un-conflicted Trustees authorise a Conflict under Article 30.4, the Conflicted Trustee shall be obliged to conduct themselves in accordance with any terms and conditions imposed by the Un-conflicted Trustees in relation to the Conflict.

AMENDED ARTICLES FOR ADOPTION

30.7 The Trustees may revoke or vary any authorisation given under Article 30.4 at any time, but this shall not affect anything done by the Conflicted Trustee prior to such revocation or variation in accordance with the terms of such authorisation.

31. SECRETARY

31.1 The Trustees may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Trustees think fit. From time to time the Trustees may decide to remove such person and to appoint a replacement.

31.2 A secretary who is also a Trustee may not be remunerated, otherwise than as permitted by these Articles.

32. MINUTES

32.1 The Trustees shall cause the Charity to keep the following records in writing and in permanent form:

32.1.1 minutes of proceedings at general meetings;

32.1.2 minutes of meetings of the Trustees and of committees of the Trustees, including the names of the Trustees present at each such meeting;

32.1.3 copies of resolutions of the Charity and of the Trustees, including those passed otherwise than at general meetings or at meetings of the Trustees; and

32.1.4 particulars of appointments of officers made by the Trustees.

33. SEAL

33.1 The seal, if any, may only be used by the authority of the Trustees or of a committee of the Trustees authorised by the Trustees.

33.2 The Trustees may determine by what means and in what form the seal is to be used.

33.3 Unless otherwise decided by the Trustees, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

33.4 For the purposes of this Article, an authorised person is:

33.4.1 any Trustee;

33.4.2 the secretary (if any); or

AMENDED ARTICLES FOR ADOPTION

33.4.3 any person authorised by the Trustees for the purpose of signing documents to which the seal is applied.

34. RECORDS AND ACCOUNTS

34.1 The Trustees shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

34.1.1 annual reports;

34.1.2 annual returns; and

34.1.3 annual statements of account.

34.2 Accounting records relating to the Charity must be made available for inspection by any Trustees at any reasonable time during normal office hours.

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

35. COMMUNICATIONS

35.1 The Charity may deliver a notice or other document to a Member in writing or in electronic form as follows:

35.1.1 by delivering it by hand personally or to the address recorded for the Member in the register of Members; or

35.1.2 by sending it by post or other delivery service in a prepaid envelope to an address recorded for the Member in the register of Members; or

35.1.3 personally to the Member; or

35.1.4 by electronic mail to the Member's email address recorded for the Member in the register of Members; or

35.1.5 by placing the notice or document on a website and providing the Member with a notification in writing (including by way of prominent notice in the Charity's magazine or journal which is sent to all Members) or in electronic form of the presence of the notice or document on the website, the address of the website and the place on the website where the notice and/or document may be accessed. Any notification of a general or annual

AMENDED ARTICLES FOR ADOPTION

general meeting must state that it concerns a notice of a company meeting and must specify the date, time and place and/or by such electronic means of attendance of the meeting; or in respect of notices only, by clear and prominent display in any journal or magazine published by the Charity and circulated to all Members using any of the methods described in this Article 35.1. .

35.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

35.3 If a notice or document is delivered personally or by hand, it is treated as being delivered at the time it is handed to or left for the Member.

35.4 If a notice or document is sent:

35.4.1 by post or other delivery service in accordance with Article 35.1.2, it is treated as being delivered:

35.4.1.1 24 hours after it was posted, if first class post was used; or

35.4.1.2 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

(a) properly addressed; and

(b) put into the post system or given to delivery agents with postage or delivery paid.

35.4.2 by electronic mail, it is treated as being delivered at the time it was sent;

35.4.3 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

35.5 For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

36. IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any

AMENDED ARTICLES FOR ADOPTION

accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

37. **INDEMNITY**

37.1 Subject to Article 37.2, but without prejudice to any indemnity to which they may otherwise be entitled:

37.1.1 every Trustee or former Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and

37.1.2 every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

37.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

38. **RULES**

38.1 The Trustees may from time to time establish such rules as they may consider necessary for or conductive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:

38.1.1 the admission of Members of the Charity, their rights and privileges and other conditions of membership;

38.1.2 the conduct of Members in relation to one another and to the Charity's employees and volunteers; and

38.1.3 the procedure at general meetings and meetings of the Trustees and committees to the extent that such procedure is not regulated by the Act or by the Articles.

38.2 The Charity in general meeting may alter, add to or repeal the rules by Special Resolution.

38.3 The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.

AMENDED ARTICLES FOR ADOPTION