

Company Number: 461863

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
LINCOLNSHIRE WILDLIFE TRUST

Interpretation

1. In these Articles:

"The Act"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
"Area Group"	means the body of members who with the approval of the Board associate themselves in a group to represent the special interests and knowledge of members in a particular geographical area.
"The Articles"	means the Articles of Association of the Trust.
"The Board"	means the Directors of the Trust as defined in Article 46.
"The Charities Act"	means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force.
"The Chair"	means the Chair of the Trust who shall normally act as Chair of the Board.
"Chief Executive"	means any person for the time being to whom the authority of the Board may be delegated pursuant to Article 49.
"Clear Days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"The Company"	means Lincolnshire Wildlife Trust ("the Trust").

"Connected Person"	shall have the meanings given the Charities Act in sections 118, 157, 188, 200, 249, 350, 351-352 (as appropriate).
"Director"	means a member of the Board.
"Executed"	includes any mode of execution.
"The Honorary Officers"	means the Chair, the Honorary Treasurer and any other appointed honorary positions.
"Honorary Treasurer"	means the Treasurer of the Trust.
"Nominee"	shall have the meaning given in Article 18.
"Office"	means the Registered Office of the Trust.
"The Seal"	means the common seal of the Trust.
"The United Kingdom"	means Great Britain and Northern Ireland.
"they"	means where the context is singular "he", "she" or "it" as appropriate and "their" and "them" shall be interpreted accordingly.

Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Trust. Unless the context requires otherwise references to any gender shall include the others.

2. The name of the Company (called "the Trust" in these Articles) is "LINCOLNSHIRE WILDLIFE TRUST".
3. The registered office of the Trust will be situated in England.
4. The Objects for which the Trust is established are, for the benefit of the public:-
 - 4.1 To advance, promote and further the conservation, protection and enhancement of:
 - (i) wildlife and its habitats;
 - (ii) areas of natural beauty or heritage;
 - (iii) areas of zoological, botanical, mycological or other biological scientific interest;
 - (iv) areas with geological, geographical, geomorphological, archaeological or amenity value in particular, but not exclusively, in ways that further biodiversity.
 - 4.2 To advance education in:
 - (i) the principles and practice of biodiversity and geodiversity conservation;
 - (ii) the principles and practice of sustainable development. The Trust defines sustainable development as 'Development that meets the needs of the present without compromising the ability of future generations to meet their own needs.'
 - 4.3 To promote research in all branches of study which advance the Objects specified previously and to publish the useful results of that research.

5. The Trust has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular the Trust has power:
 - 5.1 To establish, purchase, form, own and maintain sanctuaries, nature reserves or other areas for the conservation of biodiversity, public enjoyment, or for any other objects of the Trust.
 - 5.2 To provide advice and assistance to persons, authorities or organisations concerning the management of wildlife and wild places or in respect of any other of the Trust's objects.
 - 5.3 To promote, facilitate and manage the collection and utilisation of biological records and other data relating to the natural world.
 - 5.4 To engage in and promote all forms of education and interpretation associated with any other objects of the Trust.
 - 5.5 To promote good planning practice in furtherance of the conservation of biodiversity or for any other objects of the Trust.
 - 5.6 To purchase or otherwise acquire and take over all or any part which the Trust may lawfully acquire or take over, of the property, assets, liabilities and engagements of anyone or more companies, societies, associations, or bodies having objects altogether, or in part, similar to those of the Trust, and to amalgamate with any such companies or bodies.
 - 5.7 To publish information on matters appertaining to the objects of the Trust.
 - 5.8 To promote and encourage the objects of the Trust by means of tours, rambles, excursions, special events, and the like, and to own, operate and provide coach and other motor hire services and generally to facilitate travelling and to provide all kinds of through and circular tickets, reserved places, enquiry bureaux, conveyances, and the like.
 - 5.9 To promote research in all branches of study which advance the Objects specified previously, and to make grants of or donations for such purposes.
 - 5.10 To establish, form, and maintain exhibitions, museums (more particularly natural history museums), libraries and collections of relics, designs, drawings, models, and objects which are of educational or general interest.
 - 5.11 To undertake the direction or supervision of matters whether of a legal nature or otherwise, directly or indirectly affecting the objects of the Trust.
 - 5.12 To establish, undertake the supervision of, administer and contribute to any charitable fund from which may be made donations or advances to deserving persons in necessitous circumstances, who may have been engaged in or connected with pursuits or occupations within the purview of the objects of the Trust, and to contribute to or otherwise assist any charitable institution or undertaking.
 - 5.13 To establish and maintain hostels, and to provide and sell refreshments of all kinds, fancy articles, printed matter and the like to persons visiting or frequenting the premises of the Trust.

- 5.14 To manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature, as may be deemed suitable or desirable for promoting the objects of the Trust.
- 5.15 To exchange, sell, or otherwise turn to account, any portions of any lands or buildings held by the Trust, and any lands or buildings held by the Trust, and not of ornithological, botanical, zoological, geological, or scientific interest, and to acquire or receive in exchange, other lands or buildings suitable for the purpose of the Trust, provided that the exercise of such powers of exchange and sale does not conflict in any way with the primary objects of the Trust.
- 5.16 To accept subscriptions and donations and apply the same either generally for the purpose of the Trust or for any specific purpose connected with its objects or calculated to promote the same.
- 5.17 To act in concert, to enter into any covenants, or make any arrangements with any corporation, government organisation, county council, district council, parish council improvement commissioners or other local authority, now or hereafter constituted, or with any residents or property owners in the neighbourhood of property of the Trust with reference to any of the objects of the Trust.
- 5.18 To adopt such means of making known the work and aims of the Trust and take such steps by personal or written appeals and public meetings to procure contributions to the funds of the Trust as may be deemed expedient.
- 5.19 To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.
- 5.20 For all or any of the objects of the Trust to employ secretaries, clerks, wardens, and assistants, together with lecturers, guides and professional assistance of all kinds, and to remunerate any person for services rendered.
- 5.21 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Trust.
- 5.22 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust as may be thought expedient with a view to the promotion of its objects.
- 5.23 To undertake and execute any trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.
- 5.24 To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- 5.25 To:
- a) deposit or invest funds;
 - b) employ a professional fund manager; and
 - c) arrange for the investments or other property of the Trust to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

- 5.26 To establish and support or aid in the establishment and support of any charitable institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
- 5.27 To provide indemnity insurance for the directors in accordance with and subject to the conditions in section 189 Charities Act 2011.
- 5.28 To do all other things as are incidental or conducive to the attainment of the above objects or any of them.
- 5.29 Provided that the Trust shall not support with its funds any object, or endeavour to impose nor procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Trust would make it a Trade Union.
- 6. The income and property of the Trust, whensoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in these Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.
- 7. The liability of the members is limited.
- 8. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Trust contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 9. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their member to an extent at least as great as is imposed on the Trust under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

Members

- 10. Such persons as are admitted to membership in accordance with the Articles shall be members of the Trust. No person shall be admitted a member of the Trust unless they are approved by the directors. Every person who wishes to become a member shall deliver to the Trust an application for membership in such form as the Board requires.
- 11. Employees of the Trust shall be eligible to become members of the Trust but such persons shall not be eligible for election as Members of the Board and shall not be entitled to vote at General Meetings of the Trust.

12. Any person may signify in writing to the Trust their desire to become an ordinary or life member. Upon approval of their membership by the Board the Trust shall enter their name in the books or equivalent electronic records of the Trust as an ordinary or life member as the case may be, and such person shall become a member accordingly.
13. If the Board consider that any person has rendered exceptional service to the cause of nature conservation they may elect such person as an Honorary Life Member. They shall thereupon become entitled for life (or until their earlier retirement) to all the rights and privileges of membership, but no membership subscription shall be payable by that person.
14. The Board may from time to time in its absolute discretion create such categories of membership as it deems appropriate and admit members to such categories of membership on such terms as it shall see fit. The subscription to be paid by ordinary members by life members (other than Honorary Life Members) and by other categories of members shall be such as shall be determined from time to time by the Board.
15. The Board may from time to time determine the date or dates upon which any existing or new ordinary members subscription shall become due, however no member shall be required in that respect in any accounting year of the Trust to pay more than the then current annual subscription. The Board may also from time to time if they think fit determine that any new ordinary member's first subscription shall be effective for a stated membership of not less than 12 or more than 15 months.
16. A member may at any time withdraw from the Trust by giving at least 7 Clear Days, notice to the Trust. Membership shall not be transferable and shall cease on death.
17. The directors may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in their own defence by the directors or a committee of the directors. If a member who has covenanted to pay their life membership subscription by instalments shall fail to pay any such instalment for 6 months after it has become due or for what the Board shall consider to be any other just cause, the Board may, by resolution, determine that the member's name shall be removed from the books of the Trust and in such cases membership shall be terminated. The Board may at its discretion reduce or remit any subscription or instalment due from any member.
18. Any corporation which becomes a member may appoint a person to act on its behalf and may remove any person so appointed and appoint another in their place and such person may exercise and enjoy on behalf of such corporation all the rights and privileges incidental to its membership so long as such membership continues and their appointment has not been terminated and the person so nominated shall be described as its Nominee.
19. No unincorporated society or body may as such become a member but if such society or body shall desire to obtain the advantages of membership it shall appoint a person to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Any such unincorporated society or body may by writing remove any person so appointed and appoint another in their place. Every person so appointed may exercise and enjoy on behalf of such unincorporated society or body all the rights and privileges incidental to its membership so long as such membership continues and their appointment is not terminated and the person so nominated shall be described as its Nominee.

20. A certificate under the hand of the Secretary or other proper officer of any corporation or other incorporated or unincorporated society or body referred to in this article as to appointment or termination of appointment thereunder shall be sufficient evidence thereof to the Trust.

General Meetings

21. The Trust shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. The Annual General Meeting in each year shall be held at such time and place as the directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
22. The directors may call General Meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an Extraordinary General Meeting. If there are not within the United Kingdom sufficient directors to call a General Meeting any director or any member of the Trust may call a General Meeting.

Notice of General Meetings

23. An Annual General Meeting shall be called by at least 21 Clear Days' notice. All Extraordinary General Meetings shall be called by at least 14 Clear Days' notice but 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 thereat; and
 - b) in the case of any other meeting by a majority in number of the members being 90 per cent of the total.

The notice shall specify the time and place of the meeting and the general nature of the business and the wording of any Special Resolution to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors.

24. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

25. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
26. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
27. 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.
28. No business shall be transacted at any meeting unless a quorum is present. Twenty-five persons entitled to vote upon the business to be transacted each being a member or a Nominee shall be a quorum.

29. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned for ten days. The Board shall give notice of the adjourned meeting to the members.
30. The Chair of the Trust or in the absence of the Chair some other director nominated by the directors shall preside as chair of the meeting but if the Chair nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act the directors present shall elect one of their number to act as chair and if there is only one director present and willing to act they shall be chair.
31. If no director is willing to act as chair or if no director is present within 15 minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chair.
32. The person acting as chair of the meeting may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. All meetings which are adjourned shall be adjourned for at least 10 days. At least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice save as in Article 29.
33. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:
 - a) by the Chair as chair of the meeting; or
 - b) by at least two members present at the meeting and having the right to vote.
34. Unless a poll is duly demanded a declaration by the person acting as chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
35. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the person acting as chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
36. A poll shall be taken as the person acting as chair of the meeting directs and they may appoint scrutineers (who need not be members) and fix a time and place 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.
37. In the case of an equality of votes whether on a show of hands or on a poll the person acting as chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

38. A poll demanded on the election of a person acting as chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
39. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice in the original form shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

40. On a show of hands every member present shall have one vote. On a poll every member present shall have one vote.
41. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by their receiver curator bonis, attorney under a lasting power of attorney or other person authorised in that behalf appointed by the court. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office 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 default the right to vote shall not be exercisable.
42. No objection shall be raised to the qualification of any voter except 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 objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

Number of Directors

43. Unless otherwise determined by ordinary resolution at a General Meeting the number of directors shall be subject to a maximum of fifteen and a minimum of seven.
44. No other person shall be appointed or, as appropriate, remain as a director:
 - a) who has not signed the appropriate form of consent; and
 - b) who if not a member or a Nominee, does not become a member within four months of appointment or charity trustee under the Act or the Charities Act;
 - c) who is not eligible for appointment as a director.
45. No person shall become a director except an individual appointed by the General Meeting or an individual appointed by the Board to fill a casual vacancy. The Board shall at all times have power to fill a casual vacancy among the directors to serve until the director whose place they would have filled would have retired.
46. The Board shall consist of:
 - a) the Chair;
 - b) the Honorary Treasurer; and
 - c) up to 13 other directors.

Powers of Directors

47. Subject to the provisions of the Act, the Charities Act and the Articles and to any directions given by Special Resolution the business of the Trust shall be managed by the directors who may exercise all the powers of the Trust (including powers in relation to the appointment of staff) and who shall act as Trustees of the Charity which forms the undertaking of the Trust. No alteration of the Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
48. The directors may by power of attorney or otherwise appoint any person to be the agent of the Trust for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of their powers.

Delegation of Directors' powers

49. The directors may delegate any of their powers to any one or more directors. They may also delegate to the Chief Executive or any other senior manager holding executive office such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions (including the withdrawal of authority at any time) the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying. The directors shall ensure that individuals to whom any of their powers are delegated submit written reports to the Board as necessary, such reports to be kept with the minutes of the Board meetings.

Appointment and retirement of directors

50. At the Annual General Meeting one third of the directors or, if their number is not a multiple of three, the number nearest to three must retire from office. The retirement shall be deemed to take effect at the end of the meeting.
51. The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors become or were appointed on the same day those to retire shall (unless they agree among themselves) be determined by lot.
52. No person other than a director retiring shall be appointed or re-appointed a director at any Annual General Meeting unless:
 - a) they are recommended by the directors; or
 - b) not less than 14 nor more than 35 Clear Days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the Trust of the intention to propose that person for appointment or re-appointment stating the particulars which would if they were so appointed or re-appointed be required to be included in the Trust's register of directors together with notice executed by that person of their willingness to be appointed or reappointed.

53. Not less than 7 Clear Days before the date appointed for holding an Annual General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director presently holding office who retires by virtue of the provisions of these Articles) who is recommended by the directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Trust of the intention to propose them at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would if they were so appointed or re-appointed be required to be included in the Trust's register of directors.
54. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following the Annual General Meeting. If not re-appointed at such Annual General Meeting they shall vacate their office at the conclusion thereof.
55. Subject as aforesaid a director who retires at the Annual General Meeting may if willing to act be re-appointed. If they are not re-appointed they shall retain office until the meeting appoints someone in their place or if it does not do so until the end of the meeting.

Disqualification and removal of directors

56. The office of a director shall be vacated if:
 - a) they cease to be a director by virtue of any provision of the Act or become prohibited by law from being a director;
 - b) they are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - c) they become bankrupt or make any arrangement or composition with their creditors generally; or
 - d) in the written opinion, given to the Trust, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than 3 months; or
 - e) they resign their office by notice to the Trust; or
 - f) they are for more than 6 consecutive months absent without permission of the directors from meetings of directors held during that period and the directors resolve that their office be vacated; or
 - g) they are removed from the office of director by the Members in accordance with the procedure in the Act; or
 - h) they cease to be qualified under Article 44.

Remuneration of Directors

57. No director or Connected Person may:
 - a) buy any goods or services from the Trust on terms preferential to those applicable to members of the public;
 - b) sell goods, services, or any interest in land to the Trust;
 - c) be employed by, or receive any remuneration from, the Trust;
 - d) receive any other financial benefit from the Trust; unless
 - i. the payment is permitted for the provision of services, to the Trust where that is in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act; or
 - ii. the directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

Proceedings of Directors

58. Subject to the provisions of the Articles the directors may regulate their proceedings as they think fit. A director may call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote.
59. The quorum for the transaction of the business of the directors may be fixed by the directors subject to a minimum number of three.
60. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number but if the number of directors is less than the number fixed as the quorum the continuing directors or director may act only for the purpose of filling vacancies or of calling a Meeting of the Members.
61. All acts done by a meeting of directors or of a committee of directors or by a person acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
62. A resolution in writing signed by a majority of the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.

Honorary Officers

63. The Chair, the Honorary Treasurer and any other Honorary Officer shall be appointed and removed by the Board. A Board meeting shall be held as soon as practicable after each Annual General Meeting of the members for the purpose of dealing with the election re-election or appointment or reappointment of the Chair, Honorary Treasurer and any other Honorary Officer as the case may be.
64. If the Board at the meeting at which the Chair, Honorary Treasurer or any other Honorary Officer retires does not fill the vacancy the retiring Honorary Officer shall if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the officer is put to the meeting and lost.
65. Not less than 7 Clear Days before the date appointed for holding a Board meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an officer presently holding office who retires by virtue of the provisions of these Articles) who is recommended by the directors for appointment or reappointment as an officer at the meeting or in respect of whom notice has been duly given to the Trust of the intention to propose them at the meeting for appointment or reappointment as an officer.

Minutes

66. The directors shall cause minutes to be made:
 - a) of all appointments of officers made by the directors; and
 - b) of all proceedings at meetings of the Trust the directors and of committees of directors including the names of those present at each such meeting.

Area Groups/Sections

67. The Board may at its discretion upon the application of members who desire to associate themselves together in an Area Group with a view to representing the special interests and knowledge of members in a particular geographical area authorise the formation of a section to be known as an Area Group and may make and from time to time vary regulations for the conduct of their business and affairs and the circumstances in which and the terms upon which any such Area Group should be wound up and cease.
68. The Board may recognise as a section an unincorporated association whose objects are within the powers of the Trust.

The Seal and Execution of Deeds

69. The Application of the Seal or execution of deeds by the Trust shall only be by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed or sign to execute any deed and unless otherwise so determined it shall be signed by two directors.

Accounts

70. The Board shall cause to be kept proper books of account sufficient to give a true and fair view of the state of affairs of the Trust to explain its transactions in respect of:
 - a) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure took place;
 - b) all sales and purchases of goods made by the Trust; and
 - c) the assets and liabilities of the Trust.
71. The books of account shall be kept at the office or such other place or places as the Board shall think fit.
72. The Trust in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by members of the accounts and books of the Trust and subject to such conditions and regulations the accounts and books of the Trust shall be open to the inspection of members at all reasonable times during business hours.
73. At the Annual General Meeting in each year the Board shall lay before the Trust a statement of financial activities for the financial year last completed before such meeting together with a balance sheet made up at the last day of such financial year. Every such balance sheet shall be accompanied by reports of the Board and the auditors and copies of such account balance sheet and reports and of any other document required by the Board to be annexed or attached to or to accompany the same shall not less than 21 Clear Days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the same manner in which notices are hereinafter directed to be served.

Notices

74. Any notice to be given to or by any person pursuant to the Articles:
 - a) must be in writing; or
 - b) must be given in electronic form.

75. The Trust may give any notice to a member or a director either:
- a) personally; or
 - b) by sending it by post in a prepaid envelope addressed to the member at their registered address; or
 - c) by leaving it at that address; or
 - d) by transmitting the notice electronically to the member at their registered email address; or
 - e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
76. A member who does not register an address with the Trust or who registers a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust.
77. A member present at any meeting of the Trust shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.
78. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.
79. Proof that an electronic form of notice was given shall be conclusive where the Trust can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
80. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- a) 48 hours after the envelope containing it was posted; or
 - b) in the case of an electronic form of communication, 48 hours after it was sent.

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