



RM 02/04/2015 #145  
COMPANIES HOUSE

Companies Acts 1985 and 1989

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Company limited by guarantee (company Number 680007)

## ARTICLES OF ASSOCIATION OF BERKSHIRE, BUCKINGHAMSHIRE AND OXFORDSHIRE WILDLIFE TRUST

### 1 Membership

- 1 1 The Charity must maintain a register of **members**
- 1 2 **Membership** of the Charity is open to any individual or organisation interested in promoting the **Objects** who
  - (1) applies to the Charity in the form required by the **Trustees**,
  - (2) is approved by the Trustees, and
  - (3) signs the register of members or consents **in writing** to become a member either personally or (in the case of an organisation) through an **authorised representative**
- 1 3 The Trustees may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1 4 Membership is terminated if the member concerned
  - (1) gives **written** notice of resignation to the Charity,
  - (2) dies or (in the case of an organisation) ceases to exist,
  - (3) is more than six **months** in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due), or
  - (4) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within **14 clear days** after receiving notice
- 1 5 Membership of the Charity is not transferable

### 2 General Meetings

- 2 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the **Secretary** at least 48 hours before the meeting. General meetings are called on at least 28 clear days' written notice specifying the business to be discussed
- 2 2 There is a quorum at a general meeting if the number of members or authorised representatives present is at least 20. If a quorum is not present within 30 minutes of the time notified for a general meeting the Trustees shall give notice of a new meeting to all entitled to attend and

vote The process shall continue until a general meeting is held at which a quorum is present

2 3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member invited by the Trustees presides at a general meeting

2 4 Except where otherwise provided by the **Articles** or the **Companies Act**, every issue is decided by a majority of the votes cast

2 5 Every member present in person or through an authorised representative or by proxy has one vote on each issue

2 6 The Charity must hold an **AGM** in every year

2 7 At an AGM the members

- (1) receive the accounts of the Charity for the previous **financial year**,
- (2) receive the Trustees' report on the Charity's activities since the previous AGM,
- (3) accept the retirement of those Trustees who wish to retire or who are retiring by rotation,
- (4) elect Trustees to fill the vacancies arising,
- (5) appoint auditors for the Charity,
- (6) may confer on any individual (with his or her consent) for a period of up to three years the honorary title of President or Vice-President of the Charity, and
- (7) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees

2 8 A general meeting may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least ten per cent of members entitled to vote at a general meeting

### 3 The Trustees

3 1 The Trustees as **charity trustees** have control of the Charity and its property and funds

3 2 a) The Trustees when complete shall consist of

- i) the Honorary Secretary who shall act as Company Secretary (and who shall be appointed in accordance with Article 3 2(b)),
- ii) the Honorary Treasurer (who shall be appointed in accordance with Article 3 2(b) and,
- iii) no fewer than six nor more than thirteen individuals,

i e 15 Trustees in total, all of whom must be individual members of the Charity

- b) At the first meeting after the AGM, the Trustees shall appoint from among their number a Chairman of the Charity, a Vice-Chairman of the Charity, and (if there is a vacancy or vacancies) an Honorary Secretary and an Honorary Treasurer. The appointment of the Chairman and the Vice-Chairman shall in each case be for the year. The appointment of the Honorary Secretary and the Honorary Treasurer shall be for the year or for such longer period as the Trustees shall decide but limited to the current period for which that person holds office as a Trustee in accordance with Article 3.5. None of these appointments may be filled by a co-opted Trustee.
  - c) If at any time during his or her appointment any Honorary Officer ceases for any reason to act in the capacity to which he or she has been appointed pursuant to Article 3.2 b) the Trustees shall at their next meeting appoint a replacement from among their number and that person shall serve in that capacity for the remainder of the year in the case of the Chairman or the Vice-Chairman and for the remainder of the year or such longer period as the Trustees shall decide in the case of the Honorary Treasurer and the Honorary Secretary (but in the latter case limited to the current period for which that person holds office as Trustee in accordance with Article 3.5). None of these appointments may be filled by a co-opted Trustee.
- 3.3 Every Trustee before election or re-election must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 3.4 A retiring Trustee who remains qualified may be re-elected.
- 3.5 A Trustee's term of office automatically terminates when he or she has held office for three years or if he or she
- (1) is disqualified under the Charities Act from acting as a charity trustee,
  - (2) is incapable, whether mentally or physically, of managing his or her own affairs,
  - (3) is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign,
  - (4) ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM),
  - (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office),
  - (6) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views,

- 3 6 The Trustees may at any time co-opt any individual who is qualified to be elected as a Trustee to fill a vacancy in their number, but a co-opted Trustee holds office only until the next AGM
- 3 7 A technical defect in the appointment of a co-opted Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **4 Trustees' proceedings**

- 4 1 The Trustees must hold at least three meetings each year
- 4 2 A quorum at a meeting of the Trustees is five Trustees of whom at least one must be an Honorary Officer
- 4 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4 5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 4 6 Except for the chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue
- 4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **5 Trustees' powers**

The Trustees have the following powers in the administration of the Charity

- 5 1 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees
- 5 2 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy
- 5 3 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees
- 5 4 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any)
- 5 5 To establish procedures to assist the resolution of disputes or differences within the Charity

- 5 6 To exercise any powers of the Charity which are not reserved to a general meeting

**6 Records and Accounts**

- 6 1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of

- (1) annual returns,
- (2) annual reports, and
- (3) annual statements of account

- 6 2 The Trustees must keep proper records of

- (1) all proceedings at general meetings,
- (2) all proceedings at meetings of the Trustees,
- (3) all reports of committees, and
- (4) all professional advice obtained

- 6 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

- 6 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs

**7 Notices**

- 7 1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity

- 7 2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members

- 7 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
- (2) two clear days after being sent by first class post to that address,
- (3) three clear days after being sent by second class or overseas post to that address,
- (4) on the date of publication of a newspaper containing the notice,

(5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or, if earlier,

(6) as soon as the member acknowledges actual receipt

7 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## 8 Dissolution

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

## 9 Interpretation

9 1 In the Memorandum and in the Articles, unless the context indicates another meaning

'AGM' means an annual general meeting of the Charity,

'the Articles' means the Charity's articles of association,

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary,

'Chairman' means the chairman of the Trustees,

'the Charity' means the company governed by the Articles,

'the Charities Act' means the Charities Act 1993;

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act,

'clear day' means 24 hours from midnight following the relevant event,

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

'the Companies Act' means the Companies Act 1985,

'Company Secretary' means the company secretary of the Charity,

'connected person' means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital,

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them,

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

'financial year' means the Charity's financial year,

'firm' includes a limited liability partnership,

'Honorary Officer' means the Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Charity,

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,

'informal membership' refers to a supporter who may be called a 'member' but is not a company member of the Charity

'material benefit' means a benefit which may not be financial but has a monetary value,

'member' and 'membership' refer to company membership of the Charity,

'Memorandum' means the Charity's Memorandum of Association,

'month' means calendar month,

'nominee company' means a corporate body registered or having an established place of business in England and Wales,

'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum,

'taxable trading' means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax,

'Trustee' means a director of the Charity and 'Trustees' means the directors

'written' or 'in writing' refers to a legible document on paper including a fax message,

'year' means calendar year

- 9 2 Expressions defined in the Companies Act have the same meaning
- 9 3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

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BERKSHIRE, BUCKINGHAMSHIRE AND OXFORDSHIRE WILDLIFE TRUST**

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- 1 2     **Membership** of the Charity is open to any individual or organisation interested in promoting the **Objects** who
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  - (2)     is approved by the Trustees, and
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- 1 3     The Trustees may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1 4     Membership is terminated if the member concerned
- (1)     gives **written** notice of resignation to the Charity,
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  - (3)     is more than six **months** in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due), or
  - (4)     is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within **14 clear days** after receiving notice
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**2     General Meetings**

- 2 1     Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the **Secretary** at least 48 hours before the meeting. General meetings are called on at least 28 clear days' written notice specifying the business to be discussed
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- 2 7 At an AGM the members
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  - (2) receive the Trustees' report on the Charity's activities since the previous AGM,
  - (3) accept the retirement of those Trustees who wish to retire or who are retiring by rotation,
  - (4) elect Trustees to fill the vacancies arising,
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  - iii) no fewer than six nor more than thirteen individuals,

i e 15 Trustees in total, all of whom must be individual members of the Charity
- b) Nominations for the election or re-election of trustees by the AGM shall be received by the Honorary Secretary on or before 4 weeks

after the publication of the Charity's audited accounts or 6 weeks before the AGM, whichever is earlier, executed by two members qualified to vote at the AGM, stating the particulars which would, if he/she were elected or re-elected, be required to be included in the charity's register of trustees, together with notice executed by that person of his/her willingness and eligibility to be elected or re-elected

- c) If the number of people proposed for the election as Trustees exceeds the number of vacancies, the election may be conducted by ballot prior to the AGM and the ballot shall be announced at the AGM. Votes in the ballot may be cast by post or by electronic means
  - d) At the first meeting after the AGM, the Trustees shall appoint from among their number a Chairman of the Charity, a Vice-Chairman of the Charity, and (if there is a vacancy or vacancies) an Honorary Secretary and an Honorary Treasurer. The appointment of the Chairman and the Vice-Chairman shall in each case be for the year. The appointment of the Honorary Secretary and the Honorary Treasurer shall be for the year or for such longer period as the Trustees shall decide but limited to the current period for which that person holds office as a Trustee in accordance with Article 3.5. None of these appointments may be filled by a co-opted Trustee
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‘Company Secretary’ means the company secretary of the Charity,

'connected person' means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital,

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