

No. 3216892

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED
MEMORANDUM

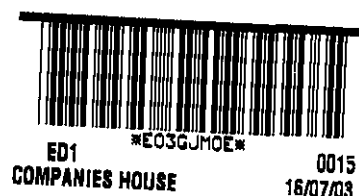
and

ARTICLES OF ASSOCIATION

- of -

UK OVERSEAS TERRITORIES CONSERVATION FORUM
(formerly Charis (55) Limited and UK Dependent Territories Conservation Forum)

Incorporated the 26th day of June 1996



FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

UK OVERSEAS TERRITORIES CONSERVATION FORUM
(as amended by Special Resolutions passed 23 July 1996,
30 September 1998 and 11 February 2003)

1. The name of the Company ("the Company") is **"UK OVERSEAS TERRITORIES CONSERVATION FORUM"**.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - 3.1 the advancement of the education of the public by increasing their knowledge and understanding and practice of the conservation of plants, animals and other wildlife, their natural habitats and the need for such conservation particularly in the dependent territories of the United Kingdom including promoting and undertaking research in the principles and practice of wildlife conservation and publishing the useful results of such research;
 - 3.2 the advancement of education generally and such other purposes for the benefit of the community as shall be exclusively charitable.
4. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:
 - (a) to print and publish any newspapers, periodicals, books, articles or leaflets;
 - (b) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
 - (c) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law;
 - (d) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
 - (e) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
 - (f) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Company;

- (g) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid;
- (h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (i) to invest in its own name or in the name of nominees moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (j) to delegate upon such terms and with such remuneration as the Company shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (i) Provided Always that:
 - (i) the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;
 - (ii) the Company shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Company and the Company shall use its best endeavours to ensure that those guidelines are observed;
 - (iii) the Managers shall be under a duty to report promptly to the Company any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every three months,
 - (iv) the Company shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
 - (v) the Company shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such review within the said period of 12 months shall not invalidate the delegation;
- (k) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Company provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- (l) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- (m) to undertake and execute charitable trusts;
- (n) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being directors whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company;

- (o) subject to the provisions of Clause 5 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (p) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (q) to pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company;
- (r) to make and alter such rules and regulations as may be requisite for the efficient management development and administration of the Company;
- (s) to do all such other lawful things as will further the attainment of the objects of the Company or any of them;

Provided that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated;
 - (iv) Section 310(3) of the Companies Act 1985 is excluded in relation to the provisions hereof.
5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum 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 members of the Company and no Director shall without the prior written permission of the Charity Commission be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer, servant or consultant of the Company (not being a Director of the Company) for any services rendered to the Company and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Company;
- (b) to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other Directors to act in that capacity on behalf of the Company provided that:
 - (i) he shall be absent from all meetings at which the employment and remuneration of such a firm or company are discussed during the relative discussion;
 - (ii) he shall not vote on any resolution relating to the employment or remuneration of such firm or company;
 - (iii) the other Directors are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Company;
- (c) to any Director for work done by him as part of any specific project that the Company is paid to undertake, when instructed by the other Directors to do that work on behalf of the Company, provided that:
 - (i) the Director has specialist skills or knowledge relating to the project;
 - (ii) the other Directors are satisfied that the project could not otherwise be undertaken by the Company;
 - (iii) any Director who could benefit under this sub-clause shall withdraw from all meetings at which his remuneration is discussed, and shall not vote on any resolution relating to his remuneration;
 - (iv) no Director shall be paid more than the net amount received by the Company directly in respect of the work done by him;
 - (v) no Director shall be paid more than £10,000 under this sub-clause in any one financial year;
 - (vi) any payment made under this sub-clause shall be subject to a formal written agreement, on which professional advice has been taken where appropriate, between the Director and the Company;
 - (vii) fewer than half of the Directors shall benefit under this sub-clause during any one financial year; and
 - (viii) any payment made under this sub-clause shall be declared in the Company's annual report and accounts.
- (d) of interest on money lent by a Member of the Company or its Directors at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3% whichever is the greater;
- (e) to any Director of reasonable and proper out-of-pocket expenses;

- (f) to a company of which a Member of the Company or a Director may be a member holding not more than one hundredth part of the capital of such company;
 - (g) of reasonable and proper rent for premises demised or let by any Member of the Company or by any Director;
 - (h) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Company provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.
6. The liability of the Members is limited.
7. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases 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 (one pound).
8. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by Members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Directors for some other charitable purpose or purposes.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JAMES THORNE
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

ROBERT EDWARD FOSTER
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

DATED this 5th day of June 1996.

WITNESS to the above signatures:

Rachel J Lewis

66 Lincoln's Inn Fields
LONDON WC2A 3LH

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UK OVERSEAS TERRITORIES CONSERVATION FORUM
(as amended by Special Resolutions passed 23 July 1996, 30 September 1998 and 9 July 2003)

GENERAL

- 1.1 In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column:

WORDS

MEANINGS

the Act	the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enacted from time to time
these Articles	these Articles of Association, and the regulations of the Company from time to time in force
the Chairman	the chairman of the Company
the Company	the above named Company
the Directors	the directors for the time being of the Company
Member	a member of the Company
Membership	membership in accordance with these Articles
Month	calendar month
the Office	the registered office of the Company
the Seal	the Common Seal of the Company
the Secretary	the secretary of the Company
the United Kingdom	Great Britain and Northern Ireland

in writing

written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

- 1.2 Words importing the singular number only shall include the plural number, and vice versa.
- 1.3 Words importing the masculine gender only shall include the feminine gender.
- 1.4 Words importing persons shall include corporations.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purposes of registration the number of Members is declared to be unlimited.
4. The provisions of section 352 of the Act shall be observed by the Company and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
5. The subscribers to the Memorandum of Association of the Company and such corporations or unincorporated associations as are admitted to Membership shall be Members. No corporation or unincorporated association shall be admitted a Member unless it is approved by the Directors. Every corporation or unincorporated association which wishes to become a Member shall deliver to the Company an application for Membership in such form as the Directors require executed by it.
6. A Member may at any time withdraw from the Company by giving at least seven clear days notice to the Company. Membership shall not be transferable.
7. Every corporation and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 375 of the Act.
- 8.1 It shall be the duty of the Directors, if at any time they shall be of the opinion that the interests of the Company so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Directors present and voting, which majority shall include one half of the total number of the Directors for the time being.
- 8.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting it to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Directors. The Directors and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the Meeting be entitled to present a statement in its defence either verbally or in writing, and it shall not be required to withdraw from Membership unless

half of the Directors present and voting shall, after receiving the statement in its defence, vote for its expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, it shall thereupon cease to be a Member and its name shall be erased from the Register of Members.

GENERAL MEETINGS

9. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that so long as the Company holds its first annual general meeting within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
10. The annual general meeting shall be held for the following purposes:
 - (a) to receive from the Directors a full statement of account, pursuant to Article 53;
 - (b) to receive from the Directors a report of the activities of the Company since the previous annual general meeting;
 - (c) to allow the present Directors to stand down from office;
 - (d) to elect Directors pursuant to Article 26;
 - (e) to appoint the Company's auditors; and
 - (f) to transact such other business as may be brought before it.
11. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
12. The Secretary shall, on an order of the Directors or at the written request of not less than one tenth of the Members, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman who shall authorise the holding of an extraordinary general meeting within 28 days of the receipt of such order or request.
13. There shall be given at least 21 days' notice in writing of every annual general meeting and of every extraordinary general meeting called for the passing of a special resolution and 14 days' notice in writing of every other extraordinary general meeting (exclusive in every case both of the day on which such notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Company's auditors, the election of Directors in the place of those retiring, and the appointment of the auditors and the

fixing of their remuneration shall be deemed special business.

16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two Members or at any time at which the Company is a registered charity, three Members (or one tenth of the membership whichever shall be the greater) present in person shall be a quorum.
17. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
18. The Chairman shall preside as chairman at every general meeting, but if the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Members present shall choose some other Director to preside or if no Director be present, or if all the Directors present decline to take the chair, the Members shall choose some Member who is present to preside.
19. The chairman of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 20.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Members present in person or by proxy and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chairman of the meeting or by at least a third of the Members present in person or by proxy, a declaration by the chairman 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 20.2 Subject to the provisions of Article 20.3, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20.3 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 21.1 The chairman of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 21.2 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 a poll has been demanded.

VOTES OF MEMBERS

22. Every Member shall be entitled to attend general meetings and cast one vote.
23. Every Member may appoint a proxy to vote in their place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting, that they have a proxy vote.
24. Subject to the provisions of sections 381A-C and 382A of the Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall have effect accordingly.

DIRECTORS

25. The number of Directors shall be not less than two or, at any time at which the Company is a registered charity three and unless and until varied by ordinary resolution of the Company in general meeting shall not be subject to any maximum.
26. The Directors shall have power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, except that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election. No person other than a resigning Director shall be eligible for election unless his nomination made by one Member and seconded by one other Member has been received by the Secretary at least seven clear days before the meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.
27. The Company shall at the annual general meeting fill up the vacated office of each retiring Director to the extent necessary to ensure that there is the minimum permitted number of Directors by electing a person thereto, unless at the annual general meeting at which any Directors retire it shall be determined to reduce the number of Directors.
28. If, at any meeting at which the results of an election of Directors ought to be announced, the places of the retiring Directors, or some of them, are not filled up, the retiring Directors or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Directors.
29. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF DIRECTORS

- 30.1 The office of a Director shall be vacated:
 - (a) if he becomes bankrupt or makes any arrangement or composition with his creditors

generally;

- (b) if he becomes of unsound mind;
- (c) if by notice in writing to the Directors he resigns his office;
- (d) if he becomes prohibited from holding office by reason of any court order made under the Act;
- (e) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

30.2 Section 293 of the Act shall not apply.

- 31. Unless the Directors resolve otherwise any Director who shall, without sufficient reason, absent himself from three consecutive meetings of Directors, will be understood to have resigned his position as Director, and the remaining Directors shall be entitled to appoint another Director in his place pursuant to Article 26.

POWERS OF THE DIRECTORS

- 32. The business of the Company shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- 33. The Directors may act notwithstanding any vacancy in their body.
- 34. If the Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE DIRECTORS

- 35.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each year.
- 35.2 Voting on any issue shall be by show of hands unless any Director present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each Director shall be entitled to one vote. In the case of an equality of votes, however, the chairman shall have a casting vote.
- 36. A Director, and the Secretary at the request of a Director, shall at any time summon a meeting of the Directors by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting unless such notice can be delivered by electronic or other means allowing delivery within one day.

37. The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from office. The Chairman shall preside as chairman at all meetings of the Directors at which he shall be present, but if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the meeting or is not willing to preside the Directors present shall choose one of their number to be chairman of the meeting.
38. A meeting, of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally. The quorum for meetings of the Directors or any committee formed pursuant to the provisions of Article 39 shall be two or such greater number as the Directors may determine provided that if at any time the Company is a registered charity the quorum shall not be less than three.
39. The Directors may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit Provided that where such committee includes persons not being Directors, the number of such persons shall be less than one-half of the total number of the committee members and no resolution of the committee shall be effective unless a majority of the Members of the committee present at the meeting are Directors.
40. Any sub-committee formed pursuant to Article 39 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Directors. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. All acts and proceedings of such sub-committees shall be reported in due course to the Directors.
41. All acts bona fide done by any meeting of the Directors or of any sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
42. The Directors shall cause proper minutes to be made of all appointments of the Directors and of the proceedings of all meetings of the Company and of the Directors and of subcommittees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
43. A resolution in writing signed by all the Directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Directors or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted.

OFFICERS

44. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
45. The Directors may appoint one of their number to be the Treasurer of the Company and may at any time remove him from office.

ASSOCIATE MEMBERS

46. Upon receipt of an application in such form as the Directors require the Directors may appoint such persons as they see fit to Associate Membership of the Company.
47. Associate Members shall not be entered in the register nor shall they be Members of the Company.
48. The Associate Members shall be subject to such rules and regulations as the Directors may from time to time approve.

SEAL

49. The Seal shall only be used 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 and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS

50. The Directors shall cause accounting records of the Company to be kept in accordance with section 221 of the Act and the requirements of the Charities Act 1992 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
51. Accounting records shall be kept at the Office or, subject to section 222 of the Act, at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.
52. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members of the Company not being officers of the Company and no such Member (not being such an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
53. At the annual general meeting in every year the Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the auditors of the Company, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

54. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
55. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

56. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members. A notice may be served alternately by electronic means provided that the Member concerned has previously indicated his willingness to accept such means.
57. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notices served upon it at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom and those who have provided and approved an electronic address elsewhere shall be entitled to receive notices from the Company.
58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

INDEMNITY

59. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the company.

DISSOLUTION

60. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JAMES THORNE
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

ROBERT EDWARD FOSTER
66 Lincoln's Inn Fields
LONDON WC2A 3LH

SOLICITOR

DATED this 5th day of June 1996.

WITNESS to the above signatures:

Rachel J Lewis

66 Lincoln's Inn Fields
LONDON WC2A 3LH

Special Resolution

to amend the Articles of Association of the UK Overseas Territories Conservation Forum (Company no. 3216892; Registered Charity no. 1058483) ("the Company").

1. That clause 20.1 of the Company's Articles of Association be amended as follows:
Insert after "present in person" in the first sentence "or by proxy", so that the clause reads as follows:

20.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, by Members present in person or by proxy and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chairman of the meeting or by at least a third of the Members present in person or by proxy, a declaration by the chairman 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

2. That clause 35.2 of the Company's Articles of Association be amended as follows:
Delete the words "with the exception of the chairman who shall not be entitled to vote", so that the clause reads as follows:

35.2 Voting on any issue shall be by show of hands unless any Director present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and/or voting. Each Director shall be entitled to one vote. In the case of an equality of votes, however, the chairman shall have a casting vote.

3. That clause 36 of the Company's Articles of Association be amended as follows:
Add to the end of the final sentence: "unless such notice can be delivered by electronic or other means allowing delivery within one day", so that the clause reads as follows:

36. A Director, and the Secretary at the request of a Director, shall at any time summon a meeting of the Directors by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting unless such notice can be delivered by electronic or other means allowing delivery within one day.

4. That clause 56 of the Company's Articles of Association be amended as follows:
Add additional sentence at end. "A notice may be served alternately by electronic means provided that the Member concerned has previously indicated his willingness to accept such means." so that the clause reads as follows:

56. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members. A notice may be served alternately by electronic means provided that the Member concerned has previously indicated his willingness to accept such means.

5. That clause 57 of the Company's Articles of Association be amended as follows:
Insert after the final mention of "United Kingdom" the words "and those who have provided and approved an electronic address elsewhere", so that the clause reads as follows:

57. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notices served upon it at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom and those who have provided and approved an electronic address elsewhere shall be entitled to receive notices from the Company.