

Company Number: 03216892

**THE COMPANIES ACT
COMPANY LIMITED BY GUARANTEE
OF**

UK OVERSEAS TERRITORIES CONSERVATION FORUM ("the Company")

Charity Number: 1058483

At an Extraordinary General Meeting of the Company duly convened on 9 October 2008, the following resolutions were duly passed as special resolutions

Special resolutions

- 1 That the Company's Memorandum and Articles of Association be deleted in its entirety and replaced with the attached version
- 2 That subject to the Company having received prior written consent of the Charity Commission to this change, clause 3 1 of the Company's Memorandum (whether or not replaced pursuant to resolution 1 above) be deleted and replaced by the following words
- "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 overseas territories and crown dependencies 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,"

In the event that the Charity Commission's written consent to this change has not been received by the Company by the date of this General Meeting, if this resolution is passed this amendment shall take effect from the date on which the written consent is received by the Company. In the event that the Company receives notice from the Charity Commission that it does not consent to this amendment, this amendment will not take effect.

- 3 That, subject to the Company having received the prior written consent of the Charity Commission to this change, clause 5 of the Company's Memorandum (whether or not replaced pursuant to resolution 1 above) be deleted and replaced with the following words
- "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,
-) to any Director who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other



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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) Reasonable and proper remuneration of a Director for services actually rendered or goods supplied to the Company (save for services rendered in his capacity as a Director) PROVIDED THAT -
- (i) the number of Directors so remunerated in any accounting period shall not exceed a minority of the Board of Directors,
 - (ii) that no resolution to approve such remuneration to a Director shall be effective unless it is passed at a meeting of the Board of Directors,
 - (iii) such Director shall not vote on any resolutions relating to his or her engagement by the Company,
- (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) to the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 4(u) above,
- (i) any payment to a Director under the indemnity provisions in the Articles of Association

PROVIDED THAT no Member of the Company or Director shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give remuneration or a benefit to that Member of the Company or Director other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Directors ”

In the event that the Charity Commission's written consent to this change has not been received by the Company by the date of this General Meeting, if this resolution is passed this amendment shall take effect from the date on which the written consent is received by the Company In the event that the Company receives notice from the Charity Commission that it does not consent to this amendment, this amendment will not take effect

4 That, subject to the Company having received the prior written consent of the Charity Commission to this change, clause 8 of the Company's Memorandum (whether or not replaced pursuant to resolution 1 above) be deleted and replaced with the following words

"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, 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 "

In the event that the Charity Commission's written consent to this change has not been received by the Company by the date of this General Meeting, if this resolution is passed this amendment shall take effect from the date on which the written consent is received by the Company In the event that the Company receives notice from the Charity Commission that it does not consent to this amendment, this amendment will not take effect

Signed  .

Date 14/10/08 . . .

(Chairman/Director/Company Secretary)

THE COMPANIES ACTS 1985 TO 2006

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, 11 February 2003 and 9 October 2008)

- 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 overseas territories and crown dependencies 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 The Company has the following powers which may be used only to promote the Objects -
 - (a) to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort,
 - (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land,
 - (c) to employ and pay any employees, officers, servants and professional or other advisers,
 - (d) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading,
 - (e) to give or receive guarantees or indemnities,

- (f) to promote or undertake study or research and disseminate the results of such research,
- (g) to produce, print and publish anything in any media,
- (h) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- (i) to promote and advertise the Company's activities,
- (j) to invest any money in any investments, securities or properties, and to accumulate and set aside funds for special purposes or as reserves,
- (k) to undertake any charitable trust,
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants,
- (m) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means,
- (n) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purpose of the Company in furtherance of the Company's Objects,
- (o) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations,
- (p) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements,
- (q) to open and operate bank accounts and other banking facilities,
- (r) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Directors,
- (s) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association,
- (t) to insure any risks arising from the Company's activities,
- (u) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission,
- (v) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an

asset which is capable of producing income and may also increase in capital value),

Provided always that -

- (i) the Managers are properly authorised to carry on investment business,
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Company,
- (iii) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Company,
- (iv) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof,
- (w) the Company reviews the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation,
- (x) to permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such,
- (y) to do anything else within the law which helps promote the Objects

- 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) Reasonable and proper remuneration of a Director for services actually rendered or goods supplied to the Company (save for services rendered in his capacity as a Director) PROVIDED THAT -
 - (i) the number of Directors so remunerated in any accounting period shall not exceed a minority of the Board of Directors,
 - (ii) that no resolution to approve such remuneration to a Director shall be effective unless it is passed at a meeting of the Board of Directors,
 - (iii) such Director shall not vote on any resolutions relating to his or her engagement by the Company,
- (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) to the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 4(u) above,
- (i) any payment to a Director under the indemnity provisions in the Articles of Association

PROVIDED THAT no Member of the Company or Director shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give remuneration or a benefit to that Member of the Company or Director other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Directors

- 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, 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

9 1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law Other alterations to this Memorandum may only be made by special resolution or written resolution For a special resolution to be valid, 14 Clear Days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it Such a special resolution may be passed on shorter notice if 90% of the total number of Members having the right to vote, agree to such short notice

9 2 Alterations may only be made to

- (i) the Objects, or
- (ii) to any clause in this Memorandum or Articles which directs the application of property on dissolution, or
- (iii) to any clause in this Memorandum or Articles which gives Directors or Members any benefit

with the Charity Commission's prior written consent where this is required by law

9 3 The Charity Commission and Companies House must be informed of alterations and all future copies of the Memorandum issued must contain the alterations

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

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

UK OVERSEAS TERRITORIES CONSERVATION FORUM
(as amended by Special Resolutions passed 23 July 1996, 30 September 1998, 9 July 2003 and
9 October 2008)

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

<u>WORDS</u>	<u>MEANINGS</u>
the Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time
these Articles	these Articles of Association, and the regulations of the Company from time to time in force
the Board	the Board of Directors of the Company, the members of which are charity trustees
the Chairman	the chairman of the Company
the Company	the above named Company
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates
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 Secretary	the secretary of the Company
taxable trading	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
in writing	written, printed or lithographed, or partly one and partly another, and other ways of showing and reproducing words in a visible form including by fax or e-mail (to the extent legally possible)

- 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 Company shall be obliged to keep and enter up the register of members to the extent required by law
- 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 stops being a Member of the Company if
- (a) the Member resigns from Membership by giving notice in writing to the Company, or
 - (b) Membership is ended under Articles 7 1 and 7 2, or
 - (c) the Member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that Member's Membership, or
 - (d) the Member fails to respond in writing within 60 days of being sent a notice in writing requesting confirmation that they wish to remain a Member and the Board resolves to end Membership The notice must

contain a warning that Membership may be ended, or

- (e) the Member dies or the organisation ceases to function or is wound up

- 7 1 The Board may suspend the rights of any Member by giving the Member notice in writing of the suspension. During suspension the Member continues to be a Member of the Company for the purposes of the Act but does not have the right to vote on Members' resolutions
- 7 2 Within 28 days of receiving that notice the Member can appeal in writing to the Company against the suspension. If no appeal is received within the time limit, the Member automatically stops being a Member. If an appeal is received within the time limit, the suspension must be considered by the Board or a committee appointed by the Board. The Member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension
- 8 Each Member which is an organisation has the right to appoint a representative or representatives. At any time by giving notice in writing to the Company, that Member can cancel the appointment of its representative or representatives and appoint a replacement or replacements. The Member must confirm the name or names of its representative or representatives at the Company's request. The representative or representatives have the right to attend and to vote at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's or representatives' authority. Where a Member which is an organisation authorises more than one representative, any one of them is entitled to exercise the right to vote on behalf of the organisation. Where a Member which is an organisation authorises more than one representative and more than one of them purport to exercise the right to vote, if they purport to exercise the right to vote in the same way, the right to vote is treated as exercised in that way. If they do not purport to exercise the right to vote in the same way, the right to vote is treated as not exercised
- 9 All Members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions

GENERAL MEETINGS

- 10 The Company may, but need not, hold an annual general meeting in addition to any other general meeting in every calendar year. An annual general meeting must be specified as such in the notices calling it
- 11 All general meetings, other than annual general meetings, shall be called general meetings
- 12 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than ten per cent of the Members of the Company request it in writing, subject to the provisions of the Act
- 13 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in writing. These notices must specify the place, date, time and the exact details or general nature of any Special Business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the Members of their right to appoint a proxy. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with Article 50
- 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 a 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 present in person or by proxy or at any time at which the Company is a registered charity, three Members present in person or by proxy (or one tenth of the membership whichever shall be the greater) 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 not less than five Members or 10% 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 1 Members may appoint a proxy who need not be a Member of the Company The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Company
- 23 2 The Board may by a resolution approved by 75% of the current Membership of the Board authorise the use of a postal or electronic ballot for the election of Directors In the event that the Board so elects to hold an electronic ballot, it must inform the Members that they have the right to choose whether to cast their votes electronically or by post
- 24 1 A person holding a proxy may vote on any resolution
- 24 2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in any usual or common form or in such other form as the Directors may approve If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day) A proxy can be appointed to continue to act until such time as the Member revokes the appointment
- 24 3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day)
- 25 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Members may pass a valid resolution without a meeting being held But for the resolution to be valid
- (a) it must be in Writing,
 - (b) in the case of a special resolution it must be Signed by at least 75 per cent of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,
 - (c) in the case of an ordinary resolution it must be Signed by a majority of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,

- (d) it may consist of two or more documents in identical form Signed by Members,
- (e) the passing of the resolution must comply with any other requirements of the law from time to time

DIRECTORS

- 26 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
- 27. 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 or the first anniversary of his election whichever is earlier and shall then be eligible for re-election No person shall be eligible for election unless his nomination has been made either by a majority of the Directors or by two Members and has been received by the Secretary at least fourteen clear days before the date of the election In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member, there shall be a vote by all Members
- 28 In addition and without prejudice to the provisions of section 168 of the Companies Act 2006, 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

- 29 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 but only if at least three Directors will remain in office when the resignation takes place,
 - (d) if he becomes prohibited from holding office by reason of any court order made under the Act or by virtue of Section 72 of the Charity Act 1993,
 - (e) if he is removed from office by a resolution duly passed pursuant to section 168 of the Companies Act 2006,
 - (f) is removed from office by a resolution of at least 75% of the other Directors at a meeting of the Directors at which at least half of the serving Directors are present
- 30 Any Director who shall without sufficient reason absent himself from three consecutive meetings of the Directors may be asked by a majority of the other Directors to resign, and the remaining Directors shall be entitled to appoint another Director in his place pursuant to Article 27

CONFLICT OF INTEREST

- 31.1 Where the duty of a Director under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if
- (a) the matter in relation to which that duty exists has been proposed to the Directors at a meeting of the Directors and has been authorised by them,
 - (b) any requirement as to the quorum of such meeting is met without counting the Director in question, or any other interested Director, and
 - (c) the matter was agreed to without any such Director voting, or would have been agreed to if the vote of any such Director had not been counted
- 31.2 The Directors shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Director shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has

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 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants
- 35.2 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 Two Directors, and the Secretary at the request of two Directors, shall at any time summon a

meeting of the Directors by notice served upon the Directors. A Director who is absent from Great Britain and Northern Ireland 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 Board may delegate the administration of any of its powers to committees consisting of one or more Directors and any such committee or Director must conform to any rules that the Board imposes on it. 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, a Secretary may 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

ASSOCIATES

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

ACCOUNTS

- 49 1 Accounts shall be prepared in accordance with the Act
- 49 2 The books of account must be kept at the Office or at other places decided by the Board The books of account must always be open to inspection by Directors
- 49 3 The Directors must decide whether, how far, when, where and under what rules the books of account may be inspected by Members who are not Directors A Member who is not a Director may only inspect a book of account or document of the Company if the right is given by law or authorised by the Directors or a general meeting
- 49 4 To the extent required by law, the Board must, for each accounting reference period, put before the Members such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the Members
- 49 5 The Board must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed
- 49 6 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement

NOTICES

- 50 1 The Company may give notice to any Member either
 - (i) personally, or
 - (ii) by delivering it or sending it by ordinary post to the member's registered address, or
 - (iii) if the Member has provided the Company with a fax number, by sending it by fax to that Member This is subject to the Member having consented to receipt of notice in this way, where this is a legal requirement, or
 - (iv) if the Member has provided the Company with an e-mail address, by sending it by e-mail to that address This is subject to the Member having consented to receipt of notice

in this way, where this is a legal requirement, or

- (v) in accordance with the provisions for notice on a website set out below

If the Member lacks a registered address within Great Britain and Northern Ireland, notice may be sent to any address within Great Britain and Northern Ireland which he or she has given the Company for that purpose or in accordance with (iii), (iv) or (v) above but otherwise no Member not within Great Britain and Northern Ireland shall be entitled to receive any notice from the Company

- 50 2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Company receives no indication that it has not been received
- 50 3 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent
- 50 4 The Company may assume that any fax number or e-mail address given to it by a Member remains valid unless the Member informs the Company that it is not
- 50 5 Where a Member has informed the Company in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Company by means of a website, notice will be validly given if the Company sends that Member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question

INDEMNITY

- 51 1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Director may otherwise be entitled the Company may indemnify every Director out of the assets of the Company against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Director save that no Director may be entitled to be indemnified
 - (a) for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes),
 - (b) for any fine imposed in criminal proceedings,
 - (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
 - (d) for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final,
 - (e) for any liability which he has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him, and
 - (f) for any liability which he has incurred in connection with any application under the Act

in which the court refuses to grant him relief and such refusal has become final

51 2 To the extent permitted by law from time to time, the Company may provide funds to every Director to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director, provided that he will be obliged to repay such amounts no later than

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final,
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final, or
- (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final

ALTERATION OF THE ARTICLES

52 1 The Company may alter these Articles only by a special resolution or by a written resolution. A special resolution must be passed at a meeting of Members of which 14 Clear Days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 90% of Members having the right to vote agree to such short notice.

52 2 No alteration may be made to an Article which directs or restricts the way money or property of the Charity may be used, or which directs the application of property on dissolution, or which authorises any benefit for Directors or Members without the Charity Commission's prior written approval where that is required by law.

52 3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations.

REGULATIONS

53 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

DISSOLUTION

54 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

No 3216892

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

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

Russell-Cooke LLP
2 Putney Hill
Putney
London SW15 6AB
Tel 0208 789 9111
Fax 0208 394 6535
DX 59456 Putney
www.russell-cooke.co.uk