



Articles of Association of Ancient Tree Forum

Charity 1071012 and Company Number 03578609

**Adopted 1998, updated 2012, 2014, 2015, 2017
and 20 October 2020**

The Companies Act 2006: Company Limited by Guarantee and not having a Share Capital

Articles of Association of Ancient Tree Forum

1 Name

- 1.1** The Company's name is: Ancient Tree Forum (and in this document it is called "the Charity").

2 Interpretation

- 2.1** In these Articles:

"Articles" means the Charity's articles of association;

"the Act" means the Companies Act 2006.

"the Charity" means the company to which these Articles apply;

"the Commission" means the Charity Commission for England and Wales;

In this document, the Charity trustees shall be known as "the Board of Directors" or "the Directors". (The Board of Directors are charity trustees as defined by Section 177 of the Charities Act 2011);

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the Charity;

"electronic form" has the same meaning as given in section 1168 of the Act;

"employee" means anyone holding a current contract of employment with the Charity;

"in writing" shall be taken to include references to writing, printing, photocopying and other methods of reproducing words in a visible form, including electronic transmission where appropriate;

"clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect;

"connected person" means:

- 1) a child, parent, grandchild, grandparent, brother or sister of the Director;
- 2) the spouse or civil partner of the Director or of any person falling within paragraph (1) above;
- 3) a person carrying on business in partnership with the Director or with any person falling within paragraph (1) or (2) above;
- 4) an institution which is controlled:
 - i) by the Director or any connected person falling within paragraph (1), (2), or (3) above; or
 - ii) by two or more persons falling within sub-paragraph (i), when taken together;
- 5) a body corporate in which:
 - i) the Director or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
 - ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act as in force on the date when these Articles become binding on the Charity.

3 Liability of Members

3.1 The liability of members is limited.

3.2 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within twelve months after he or she ceases to be a member, for:

- (1) payment of the Charity's debts and liabilities contracted before he or she ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

4 Objects

4.1 The Charity's objects ("the Objects") are specifically restricted to the following:

- To promote the protection and preservation of ancient and other veteran trees, and their associated wildlife, for the benefit of the public
- To promote study and research in the biology, ecology and conservation of ancient and other veteran trees and their associated wildlife and to develop the best techniques for their conservation
- To publish and disseminate information on ancient and other veteran trees and their associated wildlife, and on techniques for their management and conservation
- To foster understanding and appreciation of the biological, cultural, historic and aesthetic value of ancient and other veteran trees

5 Powers

5.1 In furtherance of the Objects, but not otherwise, the Charity may exercise the following powers:

- (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
- (2) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (3) to invest the Charity's funds subsequent to taking advice from a qualified financial advisor and in accord with the regulations and guidelines laid down by the Trustee Act 2000 (or any statutory re-enactment or modification of that Act);
- (4) to acquire, lease, maintain, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property and other assets. In exercising this power the Charity must comply with appropriate sections of the Charity Act.
- (5) to employ such staff, who shall not be Directors of the Charity, as are necessary for the proper pursuit of the Objects and, if applicable, to make all reasonable

- and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- (6) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (7) to acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (8) to co-operate with other charities, voluntary bodies, statutory authorities and industries operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (9) to borrow money and to charge all or any part of the assets of the Charity with repayment of the money so borrowed. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
 - (10) to pay out of the funds of the Charity the costs, charges and expenses of, and incidental to, the formation and registration of the Charity both as a company and as a charity;
 - (11) to provide indemnity insurance for the Directors of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - (12) to do all such other lawful things as are necessary for the achievement of the Objects.

6 Amendments

- 6.1** No additions, alterations or amendments shall be made to these Articles except by special resolution duly passed in accordance with the Act and Articles 20 and 21.
- 6.2** No amendment may be made which would have the effect of making the Charity cease to be a charity in law and no additions, alterations or amendments shall be made to Articles 4 or 7 without the prior written consent of the Commission.

7 Application of Income and Property

- 7.1** The income and property of the Charity shall be applied solely towards the promotion of the Objects: *provided that this does not prevent:*
- 1) any payments to any Director (or connected person) for business undertaken whilst acting outside his or her role as a Director with regard to the provision of goods and services to the Charity when instructed by the Charity to act in such a capacity on its behalf, provided that:
 - a Director shall withdraw from any meeting at which his or her appointment or remuneration (or that of any connected person) is under discussion and shall not vote on the proposal or be counted in determining whether that part of the meeting is quorate;
 - the other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director and in reaching that decision must balance the advantages of employing a Director against the disadvantages of so doing;
 - 2) any payment made in relation to Article 5 section 1. (11) of this document;

- 3) a Director from being reimbursed for any reasonable and properly incurred out of pocket expenses;
- 4) a Director from receiving an indemnity from the Charity in the circumstances described in Article 26.
- 5) the payment of interest on money lent by any Director (or connected person) at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of the Charity's bankers;
- 6) the payment of fees, remuneration or other benefit in money or money's worth to a company of which a Director (or connected person) may also be a member holding not more than 1/100th part of the issued capital of that company;
- 7) the payment of reasonable and proper rent for premises demised or let by any Director (or connected person); and
- 8) any payment previously and expressly approved in writing by the Commission.

8 Membership

- 8.1** The first members of the Charity shall be the subscribers to the memorandum.
- 8.2** The Board of Directors shall be the members of the Charity.
- 8.3** The Board of Directors may approve different classes of membership and admit people and organisations as members of the Charity that:
 - Apply to the Charity in the form required by the Directors
 - Are approved by the Directors.
- 8.4** Membership may only be refused if acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - The Directors will inform the applicant in writing with the reason for refusal within 21 days of the decision
 - The Directors may consider any written representations from the applicant and the Directors decision following any written representations must be notified to the applicant in writing and is final.

9 Cessation of Membership

- 9.1** The rights and privileges of membership shall not be transferable to anyone else and all such rights and privileges shall cease upon the member relinquishing their membership.
- 9.2** Termination of membership by the Members by Directors or Directors ref Article 19.2 and in the following circumstances
 - The member dies or if it is an organisation, ceases to exist
 - The member resigns by written notice to the Charity, unless after resignation, there would be less than two members
 - any sum due from the member to the Charity is not paid in full within six months of it falling due
 - the member is removed from the membership by a resolution of the directors that it is in the best interest of the charity that his or her membership is terminated. A resolution to remove a member may only be passed if:
 - The member has been given 21 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why

- The member or their representative (who need not be a member of the Charity) has been allowed to make representations to the meeting
- The decision of the Directors is final.

10 Register of Members

- 10.1** The Charity shall keep a register of members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member.
- 10.2** Every member shall either sign a written consent to become a member or sign the register on becoming a member.
- 10.3** A member shall notify the Charity in writing within 7 days if they change their name or address.

11 Board of Directors (including retirement)

- 11.1** The Charity shall at all times have at least 3 Directors who are also the members of the Charity.
- 11.2** Under no circumstances shall any of the following serve as Directors:
- (1) employees of the Charity;
 - (2) persons aged less than 18 years;
 - (3) persons who are undischarged bankrupts or who are otherwise disqualified by law from serving as company directors;
 - (4) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
- 11.3** No person shall be entitled to act as a Director whether on a first or on any subsequent entry into office until he or she has expressly acknowledged, in whatever way the Directors decide, a declaration of acceptance and of willingness to act as Trustee of the Charity.
- 11.4** At each Annual General Meeting (AGM) one-third of the directors or, if their number is not three or a multiple of three, the number nearest of one-third, must retire from office.
- 11.5** The Directors who retire by rotation shall be those who have been longest in office since their last appointment. Directors that retire will be eligible to stand for re-election.
- 11.6** Trustees are appointed for a maximum of nine years, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a Trustee has served for more than nine years, they must stand down at the next AGM. They will be eligible for re- election after a period of one year.
- 11.7** The board shall always work to include at least a third of its number who are specialists in ancient or veteran trees, or other related subjects.
- 11.8** The Directors may co-opt a Director who must resign from the Board and stand for election at the first AGM following their co-option.

12 Disqualification and Removal of Directors

- 12.1** The office of a Director shall be immediately vacated if he or she:

- (1) resigns his or her office in writing to the Charity (but only if at least 3 Directors remain in office when the resignation takes effect);
- (2) is absent without good reason from three consecutive Directors meetings and the remaining Directors decide that he or she shall vacate office by reason of such absence;
- (3) is removed from office by a majority vote of the Directors participating in a Board of Directors' meeting who consider that is in the best interests of the Charity: provided that such a decision and the reasons for it are properly recorded;
- (4) is removed from office by ordinary resolution of the Charity in general meeting in accordance with Article 19.2 and the Act;
- (5) becomes bankrupt or is in breach of any county court administration order; or
- (6) is otherwise disqualified by law from serving as a director of a company or as a charity trustee.

13 Powers of the Board of Directors

13.1 The Board of Directors shall exercise all the powers of the Charity other than those which may only be exercised by the Charity in a general meeting and/or by written resolution, restrictions imposed by the Act or the Articles.

13.1 In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under the Articles, the Directors shall have the following powers, namely:

- i. to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
- ii. to enter into contracts on behalf of the Charity.

13.2 The Directors may act regardless of any vacancy in their body but, if and so long as their number is less than 3, the remaining Directors may act for the purposes of increasing the number of Directors, or of summoning a general meeting of the Charity, but for no other purpose.

13.3 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

14 Proceedings of the Board of Directors (Declarations of Interests, conflicts of interests and loyalties)

14.1 The Directors may meet together for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. A meeting may also be held by such suitable electronic means agreed by the Board of Directors in which each participant may communicate with all the other participants.

- 14.2** A meeting shall be summoned on the request of a Director by giving reasonable notice to all the Directors. It shall not be necessary to give notice of a meeting to any Director for the time being absent from the United Kingdom.
- 14.3** Any meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors. The quorum necessary for the transaction of the business of the Board of Directors shall be 3 or such larger number as the Board of Directors may from time to time decide. "Present" includes participating in a meeting conducted by electronic means where each participant may communicate with all the other participants.
- 14.4** The Board of Directors may, from their number and from time to time, elect such officers as they see fit, including a Chairperson to preside at every meeting of the Directors who may at any time remove him or her from office.
- 14.5** If the Chairperson is not present ten minutes after the time appointed for the commencement of the meeting, then the Directors present shall choose one of their number to be chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 14.6** Questions arising at any meetings shall be decided by a majority of votes.
- 14.7** The Directors may establish an **Executive Group** of the Directors with delegated powers to undertake such tasks as agreed by Directors between meetings and shall report to the Directors at each meeting on the progress of any task being undertaken. The Directors retain ultimate responsibility for all decision making.
- 14.8** **Conflict of interest:** A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 14.9** **Conflict of Interest and Loyalty:** If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in the Charity's Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- (1) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (2) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
 - (3) the unconflicted Directors consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
- 14.10** All acts done by a meeting of the Directors, or of a committee of the Directors, shall be valid even if it is afterwards discovered that a participating Director:
- (1) was disqualified from holding office;

- (2) had previously retired or had been obliged by the Articles to vacate office;
- (3) was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

provided that:

- (1) without counting the vote of that Director; and
 - (2) without that Director being counted in the quorum;
- the decision has still been made by a majority of the Directors taking part in a quorate meeting.

14.11 A resolution in writing, signed by all the Directors for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Directors, and may consist of several documents in the same form, each signed by one or more Directors.

15 Sub-Committees

15.1 The Directors may delegate any of their powers to sub-committees consisting of such members of their body or the general public as they think fit.

15.2 Any sub-committee so formed shall conform to any regulations imposed on it by the Directors. The Directors may revoke or vary any delegated authority at any time.

16 Annual General Meeting and General Meetings

16.1 The Directors may designate any of their meetings as the Annual General Meeting (AGM) or as a general meeting of the members of the Charity so long as such a meeting is clearly indicated to be a general meeting and not a Directors' meeting (it cannot be both) and the required period of notice is specified as stated in Article 19.

16.2 The AGM and notice will include the following items:

- Members present and proxy notices received - Quorum
- Minutes of the previous meeting
- Matters arising
- Accounts and annual report
- Appointment of accountant/auditor
- Appointment of Directors
- Any resolution
- AOB

16.3 The purpose of such a general meeting is to discharge any business which must by law be discharged by a resolution of the members of the Charity as specified in Article 19.

16.4 Participation in general meetings and Annual General Meetings, by electronic means:

- a) A general meeting and an Annual General Meeting, may be held by suitable electronic means, agreed by the Charity trustees, in which each participant may communicate with all the other participants.
- b) Any charity member participating at a general meeting or an Annual General Meeting, by suitable electronic means agreed by the Charity trustees in which a

participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

- c) Meetings held by electronic means must comply with rules for general meetings, or Annual General Meetings, including chairing and the taking of minutes.

17 Proceedings at General Meetings

- 17.1** No business shall be transacted at a general meeting unless a quorum is present in person or by proxy. Unless and until otherwise decided by the members (at a general meeting or by written resolution), a quorum shall be 5 members.
- 17.2** If half an hour after the time appointed for the meeting a quorum is not present, it shall stand adjourned until such time and place as the Directors may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.
- 17.2** If the Directors have appointed a chairperson to chair their meetings, then he or she shall chair general meetings if present and willing to do so. If the Directors have not appointed a chairman or if the chairman is unwilling to chair the meeting or is not present within 10 minutes of the time at which the meeting was due to start, then the members present in person or by proxy and entitled to vote shall choose one of their number to be chairman of that meeting.
- 17.3** The chairperson of the meeting may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18 Voting at General Meetings

- 18.1** Decisions at general meetings shall be made by passing resolutions:
 - (1) decisions involving an alteration to the Articles of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a special resolution. A special resolution is one passed by a majority of not less than seventy-five per cent of votes cast; and
 - (2) all other decisions shall be made by ordinary resolution requiring a simple majority vote of the votes that are cast.
- 18.2** Each member shall have one vote on any question to be decided at a general meeting. A member who cannot attend a general meeting may appoint any other person to act as proxy for him or her, and shall provide written authorisation for the appointed person so to act, stating whether the proxy is:
 - (1) to vote this way or that on any particular resolution; or
 - (2) permitted to vote in accordance with her or his own judgment.
- 18.3** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the

show of hands, demanded by the chairman of the meeting or by at least 2 members present in person or by proxy.

- 18.4** If a written ballot is duly demanded it shall be taken in such a manner as the chairman of the meeting directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a written ballot may be withdrawn.
- 18.5** In the case of an equality of votes whether on a show of hands or on a ballot the chairman of the meeting shall **not** have a second or casting vote.
- 18.6** No written ballot shall be demanded on the election of a chairman for the meeting or on any question of adjournment.

19 Notices and proxy notices

- 19.1** Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90 per cent of those entitled to attend and vote.
- 19.2** Notice of every general meeting shall be given in writing to every member of the Charity and to the auditors and to such other persons who are entitled to receive notice, and may be given:
- (1) in person;
 - (2) by sending it by post addressed to an address provided for that purpose, or by leaving it at that address;
 - (3) by fax or by electronic communication to an address provided for that purpose; or
 - (4) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by the recipient.
- 19.3** In the case of a general meeting which is to consider a special resolution or a resolution to remove a Director or the auditor, such resolution shall be specified in the notices calling that meeting; and in the case of all other general meetings the general nature of the business to be raised shall be specified.
- 19.4** The notice of every general meeting must advise members of their right to appoint a proxy, including a form to complete and return with details of their proxy and of the proxy's right to attend, speak and vote at the meeting.
- 19.5** Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. Notice shall be deemed to have been served 3 days after being sent by post or by electronic means or via a website.
- 19.6** The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

20 Written Resolutions

- 20.1** Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove a Director or auditor before the expiry of their term of office.

- 20.2** A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members shall signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.
- 20.3** The majorities required to pass a written resolution are as follows:
- (1) for an ordinary resolution, approval is required from a simple majority of the members;
 - (2) for a special resolution, approval is required from not less than 75% of the members.
- 20.4** The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- 20.5** A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

21 Minutes

- 21.1** The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
 - (2) proceedings at the AGM and general meetings of the Charity;
 - (3) written resolutions passed by the Charity;
 - (4) meetings of the Directors and Committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate, the reasons for the decisions.
- 21.2** Minutes of meetings shall be kept for a minimum of 10 years.

22 Bank Account

- 22.1** The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Directors in the name of the Charity at such bank as the Directors shall from time to time decide.
- 22.2** All cheques drawn on the account must be signed by at least two Directors; and all electronic transfers or similar must be approved in writing by at least two Directors prior to transfer.

23 Accounts

- 23.1** The Directors must keep adequate accounting records, as required by the Companies Act and Charity Commission detailed in Article 25.
- 23.2** The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 23.3** The Directors must send a copy of the annual accounts and reports for each financial year to:

- (1) every member of the Charity; and
 - (2) every person who is entitled to receive notice of general meetings.
- 23.4** Copies need not be sent to a person for whom the Charity does not have a current address, nor to anyone who is not entitled to receive notices of general meetings of the Charity.
- 23.5** The time allowed for sending out copies of the Charity's annual accounts and reports is as follows:
- (1) the end of the period for filing accounts and reports; or
 - (2) if earlier, the date on which it actually delivers its accounts and reports to the Registrar of Companies.

24 Annual Report and Return and Register of Charities

- 24.1** The Directors must comply with the requirements of the Charities Act with regard to:
- (1) the transmission of the statements of account to the Commission;
 - (2) the preparation of an annual report and its transmission to the Commission;
 - (3) the preparation of an annual return and its transmission to the Commission.
- 24.2** The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

25 Audit

- 25.1** In accordance with the law for the time being in force, the Charity may - if it is eligible to do so – apply the small company audit exemptions. Otherwise, at least once in every year, the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 25.2** Accountants/Auditors shall be appointed and their duties regulated in accordance with the Act and Article 16.

26 Indemnity

- 26.1** The Charity may indemnify any Director, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

27 Rules or Bylaws

- 27.1** The Board of Directors may from time to time make such reasonable and proper additional rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the Charity and which shall be binding on all the Directors: provided that no rule or bylaw shall be inconsistent with, or shall affect anything contained in, these Articles.

28 Dissolution

- 28.1** The members of the Charity may at any time agree that the Charity should be wound up or dissolved at a general meeting called for that purpose or through a resolution at an AGM.

- 28.2** After all its debts and liabilities have been satisfied, the remaining assets, shall not be paid to or distributed among the members of the Charity (except to a member that is itself a charity) but shall be given or transferred to some other charity or charities having objects similar to the Objects, chosen by the members of the Charity at or before the time of dissolution or, failing that, shall be applied for some other charitable purpose.