

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum & Articles of Association

of

WWF-UK

Company No: 04016725



Bates Wells Braithwaite

10 Queen Street Place, London EC4R 1BE
www.bwbllp.com

Ref: 207835/0004/LDS/SP/HM

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names and Addresses of Subscribers

Pamela Margaret Castle
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Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

The Companies Acts 1985 to 2006

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The Companies Acts 1985 to 2006

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Articles of Association of WWF-UK

Company No: 04016725

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The Charity's objects (the "Objects") are

- 2.1 the promotion of conservation of the natural environment and the sustainable use of natural resources and ecological processes, to include without limitation, fauna and flora, water, soils and other natural resources; and
- 2.2 the promotion of education in nature conservation, the natural environment and the sustainable use of natural resources; and
- 2.3 the promotion and support of scientific and educational studies, research and projects and publication of scientific and educational works.

In each case for the benefit of the public.

3. Powers

3.1 To further its Objects the Charity may:

- 3.1.1 provide and assist in the provision of money, materials or other help;
- 3.1.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.1.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.1.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.5 provide or procure the provision of counselling and guidance;

- 3.1.6 provide or procure the provision of advice;
- 3.1.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.1.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.9 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.10 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.1.11 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.12 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.13 invest the Charity's money not immediately required for its Objects in or upon any investments, securities, or property;
- 3.1.14 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.15 lend money and give credit to, take security for such loans or credit, and guarantee or give security for the performance of contracts by any person or company;
- 3.1.16 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.17 accept (or disclaim) gifts of money and any other property;
- 3.1.18 raise funds by way of subscription, donation or otherwise;
- 3.1.19 trade in the course of furthering the Objects and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.20 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.21 subject to Article 4 (limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 3.1.22 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.23 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Objects);
- 3.1.24 undertake and execute charitable trusts;
- 3.1.25 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 3.1.26 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.27 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them, in particular the international WWF network;
- 3.1.28 to make donations to other organisations with objects, or operating for purposes, similar to the Objects, in particular the international WWF network;
- 3.1.29 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.1.30 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 3.1.31 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Charity); and
- 3.1.32 do all such other lawful things as may further the Charity's Objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
 - 4.1.1 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- 4.1.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;
- 4.1.3 of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
- 4.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of the company;
- 4.1.5 of reasonable and proper rent for premises demised or let by any member of the Company or a Trustee.
- 4.1.6 to any Trustee of reasonable out-of-pocket expenses.
- 4.1.7 to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as Trustees of the Charity.
- 4.2 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 4.3 Except to the extent permitted by Article 4.1, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

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- 4.4 If the Charity is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustees Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

- 5.1 The liability of the members is limited.
- 5.2 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 one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs,

charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

6. Indemnity

Subject to the provisions of the Companies Acts every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

8. Chair

The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine and may at any time remove him or her from that office.

9. Treasurer

The Trustees may appoint one of their number to be the Treasurer of the Charity for such term of office as they determine and may at any time remove him or her from that office.

10. Trustees may delegate

10.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

10.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

10.3 Any delegation by the Trustees may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

- 10.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 10.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 10.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 11. Committees
 - 11.1 In the case of delegation to committees:
 - 11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 11.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
 - 11.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a chair for that purpose;
 - 11.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
 - 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.
- 12. Delegation of day to day management powers
 - 12.1 In the case of delegation of the day to day management of the Charity to any person, including a chief executive or other manager or managers:
 - 12.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;
 - 12.1.2 the Trustees shall provide such person with a description of his or her role and the extent of his or her authority; and
 - 12.1.3 such person must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

- 13. Delegation of investment management
 - 13.1 The Trustees may delegate the management of investments to a Financial Expert(s) provided that:
 - 13.1.1 the investment policy is set down in Writing for the Financial Expert(s) by the Trustees;
 - 13.1.2 timely reports of all transactions are provided to the Trustees;
 - 13.1.3 the performance of the investments is reviewed regularly with the Trustees;
 - 13.1.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 13.1.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 13.1.6 all payments due to the Financial Expert(s) are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 13.1.7 the Financial Expert(s) must not do anything outside the powers of the Trustees.
- 14. Power to change name of Charity
 - 14.1 The Trustees may change the name of the Charity at any time by a unanimous decision of:
 - 14.1.1 the Trustees present and voting at a meeting; or
 - 14.1.2 all the Trustees taken following the procedure in Article 21.

DECISION-MAKING BY TRUSTEES

- 15. Trustees to take decisions collectively
 - 15.1 Subject to Article 14 any decision of the Trustees must be either:
 - 15.1.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 20); or
 - 15.1.2 a decision of the Trustees taken following the procedure in Article 21.
- 16. Calling a Trustees' **meeting**
 - 16.1 A Trustee may (and the Secretary, if any, must at the request of a Trustee) call a Trustees' meeting.
 - 16.2 A Trustees' meeting must be called by at least five Clear Days' notice unless either:
 - 16.2.1 all the Trustees agree; or
 - 16.2.2 urgent circumstances require shorter notice.
 - 16.3 Notice of Trustees' meetings must be given to each Trustee.

- 16.4 Every notice calling a Trustees' meeting must specify:
- 16.4.1 the place, day and time of the meeting;
 - 16.4.2 the general nature of the business to be considered at such meeting; and
 - 16.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 16.5 Notice of Trustees' meetings need not be in Writing.
- 16.6 Article 48 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.
- 16.7 A Trustee present at a Trustees' meeting shall be deemed to have received notice of the meeting.
17. **Participation in Trustees' meetings**
- 17.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 17.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 17.1.2 they can each communicate to the other Trustees participating any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 17.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 17.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
18. **Quorum for Trustees' meetings**
- 18.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, (but it must never be less than two) and unless otherwise fixed it is the Chair or Treasurer plus three other Trustees.
- 18.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees.
19. **Chairing of Trustees' meetings**
- The Chair, if any, or in his or her absence another Trustee nominated by the Trustees participating shall preside as chair of each Trustees' meeting.

20. Casting vote
- 20.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes (for example where he or she has a conflict of interest).
21. Decisions without a meeting
- 21.1 The Trustees may, in the circumstances outlined in this Article, make a decision without holding a Trustees' meeting.
- 21.2 If:
- 21.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
- 21.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
- 21.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 21.2.4 a majority of at least three quarters of all the Trustees vote in favour of a particular decision on that matter;
- a decision of the Trustees shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.
- 21.3 Trustees participating in the taking of a decision otherwise than at a Trustees' meeting in accordance with this Article:
- 21.3.1 may be in different places, and may participate at different times; and
- 21.3.2 may communicate with each other by any means.
- 21.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 18.
- 21.5 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
- 21.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
- 21.5.2 the nomination of a person to whom all Trustee's votes must be communicated;
- 21.5.3 if a majority of three quarters of all the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the

decision shall be the date of the communication from the nominated person confirming formal approval; and

- 21.5.4 the nominated person must prepare a minute of the decision in accordance with Article 52.1.2.

22. Conflicts of interest

Declaration of interests

- 22.1 Unless Article 22.2 applies, a Trustee must declare in the form prescribed by the Trustees from time to time the nature and extent of:

- 22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and

- 22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.

- 22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

- 22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

- 22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

- (a) any benefit received in his, her or its capacity as a beneficiary of the Charity and which is available generally to the beneficiaries of the Charity;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.31;
- (c) payment under the indemnity set out at Article 6; and
- (d) reimbursement of expenses in accordance with Article 4.1.6 or 4.2; or

- 22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 22.5.

22.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:

22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

22.5.2 not be counted in the quorum for that part of the process; and

22.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

22.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

22.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

23. Register of Trustees' **interests**

The Trustees must cause a register of Trustees' interests to be kept.

24. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

25. Trustees' discretion to make further rules

Subject to the Articles, the Trustees may make any rule which they think fit about how they take decisions, about the procedure at Trustees' meetings, and about how such rules are to be recorded or communicated to Trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

26. Number of Trustees

The number of Trustees shall be not less than four and (unless otherwise determined by ordinary resolution) shall not be more than fifteen.

27. Appointment of Trustees and retirement of Trustees by rotation

27.1 Those persons notified to the Registrar of Companies as the first directors of the Charity shall be the first Trustees.

Appointment and term of office of Trustees

27.2 Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 28, may be appointed to be a Trustee by a decision of the Trustees.

27.3 Subject to Articles 27.4, 27.5 and 27.6, each Trustee shall serve an initial term until the Board meeting following the 3rd anniversary of the date of first appointment. Subject to Articles 27.4, 27.5 and 27.6, retiring Trustees who have served for an initial term of three years in accordance with this article may be reappointed for one additional consecutive term of three years, ending on the Board meeting following the 6th anniversary of the date of first appointment. Thereafter, a Trustee may be reappointed for subsequent consecutive terms of one year, each ending on the Board meeting following the one-year anniversary of his or her reappointment.

27.4 The Chair shall serve until the Board meeting following the 6th anniversary of his or her appointment as Chair.

27.5 If the Trustees consider that the proportion of Trustees due to retire at any one time is so high as to be harmful to the functioning of the board, they shall determine procedures for the Trustees to stagger their retirements.

Maximum term

27.6 The maximum term which a Trustee (including a Trustee who has served as Chair) may serve in accordance with clause 27.3 shall end on the Board meeting following the 9th anniversary of his or her first appointment. A trustee who has served for the maximum term permitted by this clause 27.6 must take a break from office and may not be reappointed before the anniversary of his or her retirement from office.

27.7 If the retirement of a Trustee under Article 27.3 or 27.4 causes the number of Trustees to fall below that set out in Article 26 then the retiring Trustee shall remain in office until a new appointment is made.

Minimum age

27.8 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

General

27.9 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

28. Disqualification and removal of Trustees

28.1 A Trustee shall cease to hold office if:

- 28.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 28.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 28.1.3 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 28.1.4 notification is received by the Charity from him or her that he or she is resigning from office on not less than three months' notice (except for the Chair where six months' notice is required), and such resignation has taken effect in accordance with its terms (but only if at least four Trustees including the Chair or Treasurer will remain in office when such resignation has taken effect);
- 28.1.5 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 28.1.6 at a meeting of the Trustees at which at least half of the Trustees are present (not counting the Trustee in question), a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees; or
- 28.1.7 he or she ceases to be a member of the Charity.

HONORARY OFFICERS

29. Honorary officers

- 29.1 The Trustees may appoint and remove any individual(s) as patron and/or other honorary officer of the Charity on such terms as they shall think fit.
- 29.2 For the avoidance of doubt, a patron or honorary officer appointed under this Article 29 shall not by virtue only of such appointment be a Trustee or member of the Charity.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30. Trustees as members

- 30.1 The Trustees from time to time shall be the only members of the Charity.
- 30.2 A Trustee shall become a member on becoming a Trustee. All new Trustees are treated as having agreed to become members of the Charity.
- 30.3 The names of the members of the Charity must be entered in the register of members.

31. Termination of membership

31.1 A member shall cease to be a member if he or she ceases to be a Trustee.

31.2 Membership is not transferable and shall cease on death.

32. Associate members

The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

33. General meetings

33.1 The Trustees may (and the Secretary (if any) must at the request of the Trustees) call a general meeting at any time.

34. Length of notice

34.1 All general meetings must be called by either:

34.1.1 at least 14 Clear Days' notice; or

34.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting being a majority who together hold not less than 90% of the total voting rights at that meeting of all the members

35. Contents of notice

35.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

35.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

35.3 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a meeting of the Charity.

36. Service of notice

Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Charity.

37. Attendance and speaking at general meetings
- 37.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 37.2 A person is able to exercise the right to vote at a general meeting when:
- 37.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 37.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 37.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 37.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 37.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
38. Quorum for general meetings
- 38.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 38.2 The quorum shall be the greater of one third in number or four members present in person or by proxy and entitled to vote on the business to be transacted.
- 38.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 38.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
- 38.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
39. Chairing general meetings
- 39.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees present shall preside as chair of every general meeting.
- 39.2 For the avoidance of doubt, a proxy holder who is not a Trustee shall not be entitled to be appointed chair of the meeting.

- 40. Attendance and speaking by non-members
- 40.1 The chair of the meeting may permit other persons who are not members of the Charity (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.
- 41. Adjournment
- 41.1 The chair of the meeting:
 - 41.1.1 may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment; and
 - 41.1.2 must adjourn a general meeting if directed to do so by the meeting.
- 41.2 When adjourning a general meeting, the chair of the meeting must:
 - 41.2.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
 - 41.2.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 41.3 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:
 - 41.3.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - 41.3.2 containing the same information which such notice is required to contain.
- 41.4 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

- 42. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 43. Votes

Votes on a show of hands

 - 43.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
 - 43.1.1 each member present in person; and
 - 43.1.2 (subject to Article 46.6) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

43.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

43.2.1 every member present in person; and

43.2.2 every member present by proxy (subject to Article 46.6).

43.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

44. Errors and disputes

44.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

44.2 Any such objection must be referred to the chair of the meeting whose decision is final.

45. Poll votes

45.1 A poll on a resolution may be demanded:

45.1.1 in advance of the general meeting where it is to be put to the vote; or

45.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

45.2 A poll may be demanded by:

45.2.1 the chair of the meeting;

45.2.2 the Trustees;

45.2.3 two or more persons having the right to vote on the resolution;

45.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or

45.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

45.3 A demand for a poll may be withdrawn if:

45.3.1 the poll has not yet been taken; and

45.3.2 the chair of the meeting consents to the withdrawal.

45.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

46. Proxy Notices

Power to appoint

46.1 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Charity. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

46.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

46.2.1 states the name and address of the member appointing the proxy;

46.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

46.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

46.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

46.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

46.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

46.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

46.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

46.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Attendance of member

46.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Revocation

46.7 An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

- 46.8 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

Execution

- 46.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the appointer's behalf.

WRITTEN RESOLUTIONS

47. Written resolutions

General

- 47.1 Subject to this Article 47 a written resolution shall be effective if and when it is agreed by:

- 47.1.1 members representing a simple majority; or

- 47.1.2 (in the case of a special resolution) members representing not less than 75%;
of the total voting rights of eligible members.

- 47.2 On a written resolution each member shall have one vote.

- 47.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

- 47.4 A members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- 47.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.

- 47.6 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

- 47.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

- 47.8 Communications in relation to written resolutions must be sent to the Charity's auditors in accordance with the Companies Acts.

Signifying agreement

- 47.9 A member signifies his or her agreement to a proposed written resolution when the Charity receives from him or her (or from someone acting on his or her behalf) an authenticated Document:

- 47.9.1 identifying the resolution to which it relates; and
- 47.9.2 indicating the member's agreement to the resolution.
- 47.10 For the purposes of Article 47.9:
 - 47.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 47.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Charity; or
 - (b) where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 47.11 If the Charity gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

48. Communications by the Charity

Methods of communication

- 48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Companies Acts to be sent or supplied by the Charity, including without limitation:
 - 48.1.1 in Hard Copy Form;
 - 48.1.2 in Electronic Form; or
 - 48.1.3 by making it available on a website.
- 48.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 48.3 Subject to the Articles, any Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 48.4 A member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 48.5 Where any Document or information is sent or supplied by the Charity to the members:
- 48.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 48.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 48.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 48.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 48.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:
- 48.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so;
- 48.7.2 in all other cases, the Charity shall send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 48.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 48.8 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.
- 48.9 Notices of general meetings need not be sent to a member who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current Address.

49. Communications to the Charity

The provisions of the Companies Acts shall apply to communications to the Charity.

50. Secretary

50.1 A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

50.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

50.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

51. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

52. Minutes

52.1 The Trustees must cause minutes to be made:

52.1.1 of all appointments of officers made by the Trustees;

52.1.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

52.1.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

53. Records and accounts

53.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

53.1.1 annual reports;

- 53.1.2 annual returns; and
- 53.1.3 annual statements of account.

54. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

55. Winding up

- 55.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 4 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
- 55.2 Nothing in this Memorandum shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	the Charity's articles of association;
1.3	“Chair”	the chair of the Charity appointed under Article 8;
1.4	“Charity”	WWF-UK;
1.5	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	“Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.8	“Connected”	in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Trustee; or (b) the spouse or civil partner of any parent, child, brother, sister, grandparent or grandchild of the Trustee; or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which the Trustee is a paid director, member, partner or employee, or shareholder holding more than

1% of the capital;

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|------|---|--|
| 1.9 | “Document” | includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 1.10 | “Electronic Form” and “Electronic Means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 1.11 | “Financial Expert” | an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 1.12 | “Hard Copy” and “Hard Copy Form” | have the meanings respectively given to them in the Companies Act 2006; |
| 1.13 | “Proxy Notice” | has the meaning given in Article 46.2; |
| 1.14 | “Public Holiday” | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered; |
| 1.15 | “Secretary” | the secretary of the Charity (if any) appointed under Article 51; |
| 1.16 | “Treasurer” | the treasurer of the Charity appointed under Article 9; |
| 1.17 | “Trustee” | a director of the Charity, and includes any person occupying the position of director, by whatever name called including the Chair and the Treasurer; and |
| 1.18 | “Writing” | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise. |
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.