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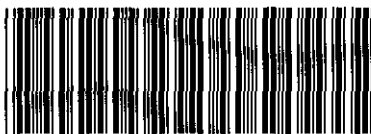
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5183502

The Registrar of Companies for England and Wales hereby certifies that
**THE ENVIRONMENTAL ASSOCIATION FOR UNIVERSITIES AND
COLLEGES**

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 19th July 2004



N05183502B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Company Name in full

The Environmental Association for Universities and Colleges

I, Patrick Dawe-Lane

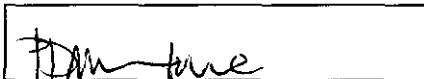
of 2 Temple Back East, Temple Quay, Bristol, BS1 6EG

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~†~~Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at

Lyons Dawden Solicitors, Bristol, U.K.

Day Month Year

on

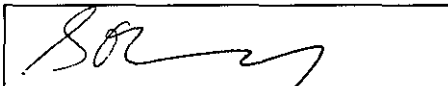
15 07 2004

① Please print name.

before me^①

SARAH LOUISE O'LEARY.

Signed



Date

15/7/2004

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Patrick Dawe-Lane

Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol

BS1 6EG

Tel

DX number DX 7818 DX exchange Bristol

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



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COMPANIES HOUSE

0436
16/07/04

10/03

x  15.07.04

Lyons Davidson Solicitors
51 Victoria Street
Bristol
BS1 6AD

Tel: 0117 9046000
Fax: 0117 9046006

CHFP041

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

--

Company Name in full

The Environmental Association for Universities and Colleges

Patrick Dawe-Lane

of 2 Temple Back East, Temple Quay, Bristol, BS1 6EG

a [Solicitor engaged in the formation of the above [XXXXX
XXXXXX XXXXX XXXXXXXX of the company XXXX state that neither
under section 10(1) of the Companies Act 1985 do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Signature

Declared at

Lyons Davidson Solicitors Bristol, V.Lk

Day Month Year

on

1	5	0	7	2	0	0	4
---	---	---	---	---	---	---	---

● Please print name.

before me

SARAH LOUISE O'LEARY

Signed

Bo

Date _____

15/7/2004

A Commissioner for Oaths ☒ Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House should contact if there is any query.

Patrick Dawe-Lane

Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol

BS1 6EG

Tel

DX numberDX 7818 **DX exchange** Bristol



A19
COMPANIES HOUSE

0435
16/07/04

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
 for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland **DX 235 Edinburgh**

x *DM* 15.07.04

Lyons Davidson Solicitors
51 Victoria Street
Bristol
BS1 6AD

Tel: 0117 9046000
Fax: 0117 9046006

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

The Environmental Association for Universities and Colleges

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Oakfield House

Oakfield Grove, Clifton

Post town Bristol

County / Region

Postcode BS8 2BN

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

X

Agent's Name

Osborne Clarke (ref: CA)

Address

2 Temple Back East

Temple Quay

Post town Bristol

County / Region

Postcode BS1 6EG

Number of continuation sheets attached

10

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Osborne Clarke (ref:)

Osborne Clarke, 2 Temple Back East, Temple Quay, Bristol

BS1 6EG

Tel 0117 917 []

DX number 7818

DX exchange



A19
COMPANIES HOUSE

0437
16/07/04

Form revised April 2002

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

THE ENVIRONMENTAL ASSOCIATION FOR UNIVERSITIES AND COLLEGES

NAME *Style / Title

MISS

*Honours etc

MSc

* Voluntary details

Forename(s)

JOANNA LOUISE

Surname

SIMPSON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

TOP FLOOR FLAT

100 REDLAND ROAD

Post town

BRISTOL

County / Region

Postcode

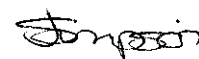
BS6 6QU

Country

U.K.

I consent to act as secretary of the company named on page 1

Consent signature



Date

3/5/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MISS

*Honours etc

MSc

Forename(s)

JOANNA LOUISE

Surname

SIMPSON

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

TOP FLOOR FLAT

100 REDLAND ROAD

Post town

BRISTOL

County / Region

Postcode

BS6 6QU

Country

U.K.

Day Month Year

Date of birth

20/12/1977

Nationality

BRITISH

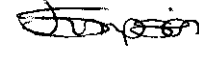
Business occupation

ASSISTANT ENERGY AND ENVIRONMENTAL MANAGER

Other directorships

I consent to act as director of the company named on page 1

Consent signature



Date

3/5/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR		*Honours etc	BSc
* Voluntary details	Forename(s)	ANDREW			
	Surname	NOLAN			
	Previous forename(s)				
	Previous surname(s)				
** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address **	61 NAIRN STREET			
		CROOKES			
	Post town	SHEFFIELD			
	County / Region	SOUTH YORKSHIRE	Postcode	S10 1UN	
	Country	UK			
	Date of birth	Day	Month	Year	Nationality
		23	10	1973	BRITISH
	Business occupation	ENVIRONMENTAL MANAGER			
	Other directorships	E-VOLVENET LTD			
		RETRO RUGBY LTD			
I consent to act as director of the company named on page 1					
	Consent signature	A Noze		Date	19/04/04

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	Tim Lane for Osborne Clarke	Date	14.07.04
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Please list directors in alphabetical order

MRS	*Honours etc
-----	--------------

* Voluntary details

JOANINA MARY

fourth

--

1 CHOPPARDS LANE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

1. CHOFFAKIS LAKE

HOLMFURTH

HD9 2RW

GREAT BRITAIN.

Day Month Year

Day Month Year Nationality

28	05	1961	British
----	----	------	---------

Nationality BELGIAN

Procurement CO-ORDINATOR

I consent to act as director of the company named on page 1

Qutub	Date	23.05.04
-------	------	----------

Date 23.05.04

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Please list directors in alphabetical order

MISS

*Honours etc

* Voluntary details

Forename(s)

JOY ANTONIA

Surname

WOODS

Previous forename(s)

Previous surname(s)

Address #

↑↑ Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

11

1 ALGERNON STREET, MONTON,
ECCLES.

Post town

ECCLES

County / Region

SALFORD

Postcode

M30 9QA

Country

OK

Day Month Year

Date of birth

1	7	0	3	1	9	7	7
---	---	---	---	---	---	---	---

Nationality	BRITISH
-------------	---------

Business occupation

LECTURER

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Woodin

Date 10/5/04

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date _____

Please list directors in alphabetical order

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	ADAM		
	Surname	VAN WINSUM		
	Previous forename(s)			
	Previous surname(s)			
	Address ^{††}	187 WEST TERRACE, MAIN STREET		
		BURLEY IN WHARFEDALE		
	Post town	ILKLEY		
	County / Region	WEST YORKS	Postcode	LS29 7JG
	Country	U.K.		
	Date of birth	Day	Month	Year
		1	2	0
		6	1	9
		7	5	
	Nationality	BRITISH		
	Business occupation	UNIVERSITY - RESEARCH ASSISTANT		
	Other directorships			
	I consent to act as director of the company named on page 1			
	Consent signature	[Signature]		Date
				10-05-2004

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

[illegible]

Please list directors in alphabetical order

Ms.

SHERI-LEIGH

MILES

--

--

1 CHURCH VIEW

ELLOUGHTON

BROUGH

EAST YORKSHIRE

HUIS IHS

U.K

Date of birth

0	8	0	1	1	9	7	5
---	---	---	---	---	---	---	---

Nationality | BRITISH

SUSTAINABLE DEVELOPMENT OFFICER

--

I consent to act as director of the company named on page 1

Shiloh

Date 25.04.04

Signed

Signed

Signed

Signed

Signed

Signed

Signed

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	INGA			
	Surname	BURTON			
	Previous forename(s)	WAO			
	Previous surname(s)	MONCRIEFF			
Address ^{††}		55 ST SERFS WALK			
<input type="checkbox"/>	Post town	ALVA			
	County / Region	CLACKMANNANSHIRE	Postcode	FK12 5DP	
	Country	SCOTLAND			
		Day	Month	Year	
Date of birth		08	06	1976	Nationality BRITISH
Business occupation	ENVIRONMENT MANAGER				
Other directorships	N/A				
I consent to act as director of the company named on page 1					
Consent signature	A Burton			Date	30/6/04

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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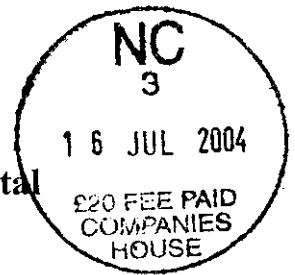
69048

Companies Acts 1985 & 1989

Company limited by guarantee and not having a share capital

Memorandum of Association of

The Environmental Association for Universities and Colleges



1. Name

The name of the Company is The Environmental Association for Universities and Colleges.

2. Registered office

The registered office of the Company is to be in England and Wales.

3. Objects

3.1 The Objects of the Company are:

- (a) to promote sustainable development for the benefit of the public by the preservation, conservation and protection of the environment and the prudent use of natural resources, particularly by and in relation to Universities and Colleges;
- (b) to advance the education of the public, and in particular those attending or working in Universities and Colleges, in all aspects of sustainable development and the preservation, conservation and protection of the environment; and
- (c) to promote research into all aspects of sustainable development and the preservation, conservation and protection of the environment, particularly in relation to Universities and Colleges, provided that the useful results of such research are disseminated to the public.

3.2 In this clause 3:

- (a) "sustainable development" means development that meets the needs of the present without comprising the ability of future generations to meet their own needs; and
- (b) "Universities and Colleges" means universities, colleges and any other institution of higher or further education.

4. Powers

The Company has the following powers, which may be exercised only in promoting the Objects:



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COMPANIES HOUSE

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- 4.1 To promote or carry out research.
- 4.2 To provide advice.
- 4.3 To publish or distribute information in any form.
- 4.4 To co-operate with other bodies.
- 4.5 To support, administer or set up other charities.
- 4.6 To raise funds.
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 4.8 To acquire or hire property of any kind.
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 4.10 To make grants or loans of money and to give guarantees.
- 4.11 To set aside funds for special purposes or as reserves against future expenditure.
- 4.12 To deposit or invest funds in any manner (but to invest only after taking such advice as the Trustees consider is reasonably necessary from such person as is reasonably believed by the Trustees to be qualified to give it by his ability in and practical experience of financial and other relevant matters).
- 4.13 To delegate the management of investments to any person provided that:
 - (a) the investment policy is set out in writing by the Trustees;
 - (b) the performance of the investments is reviewed regularly with the Trustees;
 - (c) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (d) all payments due to the delegate are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt by the delegate; and
 - (e) the delegate must not do anything outside the powers of the Trustees.
- 4.14 To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having

an established place of business in England and Wales) under the control of the Trustees or of any person to whom the management of investments is delegated and to pay any reasonable fee required.

- 4.15 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.
- 4.16 To insure the Trustees against the costs of a successful defence to criminal proceedings brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.18 To enter into contracts to provide services to or on behalf of other bodies.
- 4.19 To establish or acquire subsidiary companies.
- 4.20 To pay the costs of forming the Company.
- 4.21 To open and operate bank accounts and banking facilities.
- 4.22 To solicit and accept donations, endowments, gifts, legacies and bequests of any assets.
- 4.23 To hold exhibitions, seminars, conferences, lectures, tours and courses.
- 4.24 To enter into any licence or sponsorship agreement.
- 4.25 To accept a transfer of the assets of the EAUC and give an indemnity in respect of the liabilities incurred in respect of it.
- 4.26 To do anything else within the law which promotes or helps to promote the Objects.

5. Benefits to members and trustees

- 5.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members of the Company; but
 - (a) members who are not Trustees may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied;
 - (b) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Company;

- (c) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Company;
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:
 - (a) as mentioned in clauses 4.16, 5.1.(b), 5.1.(c) or 5.3;
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Company;
 - (c) an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
 - (d) payment to any company in which a Trustee has no more than a 1 per cent shareholding;
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance);
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit but only if:
 - (a) the goods or services are actually required by the Company;
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4;
 - (c) no more than one half of the Trustees are subject to such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - (a) declare an interest at or before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not to be counted in the quorum for that part of the meeting;
 - (d) withdraw during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the prior written consent of the Commission.

6. Limited liability

The liability of the members is limited.

7. Guarantee

Every member promises, if the Company is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a member.

8. Dissolution

8.1 If the Company is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied by the Trustees in the following ways:

- (a) by transfer to one or more other bodies established for exclusively charitable purposes which the Trustees in their absolute discretion consider are within, the same as or similar to the Objects; and (subject thereto)
- (b) directly for the Objects or charitable purposes within or similar to the Objects; and (subject thereto)
- (c) in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9. Interpretation

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

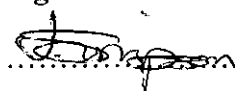
9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association.

Name & address of subscriber

Joanna Simpson
1-9 Old Park Hill
Bristol
BS2 8BB

Signature of subscriber

.....

Dated 14 JULY 2004

Witness to the above signature

Signature of witness: 

Name: K GALLAGHER

Address: 1-9 OLD PARK HILL
BRISTOL
BS2 8BB

Occupation: ASST. ENERGY + ENVIRONMENTAL MANAGER

Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital

Articles of Association of

The Environmental Association for Universities and Colleges

1. Membership

- 1.1 The number of members with which the Company proposes to be registered is unlimited.
- 1.2 The Company must maintain a register of members.
- 1.3 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with these Articles shall be the members of the Company provided that:
 - (a) the full members of the EAUC as at the date of its dissolution will be the first full members of the Company;
 - (b) the associate members of the EAUC as at the date of its dissolution will be the first associate members of the Company; and
 - (c) the affiliate members of the EAUC as at the date of its dissolution will be the first affiliate members of the Company.
- 1.4 The Trustees may establish different classes of informal membership and prescribe and from time to time alter their respective rights and obligations provided that the classes of membership as at the date of incorporation of the Company are:
 - (a) full membership will be open to any University or College. Each Full Member will be a member of the Company under the Act and entitled to attend and vote at general meetings of the Company and to such other rights as the Trustees may from time to time determine;
 - (b) associate membership (which is an informal membership) will be open to any person (including any individual but excluding any University or College). Associate members will not be entitled to attend or vote at general meetings of the Company but subject to that will have such rights as the Trustees may from time to time determine; and

- (c) affiliate membership (which is an informal membership) will be open to any person (but not including any individual). Affiliate members will not be entitled to attend or vote at general meetings of the Company and will pay no subscriptions in respect of their membership but subject to that will have such rights as the Trustees may from time to time determine.

1.5 Any applicant for membership must:

- (a) apply to the Company in the form (if any) required by the Trustees;
- (b) (except in the case of an applicant for full membership) be approved by the Trustees; and
- (c) (in the case of an applicant for full membership) sign the register of members or (in the case of an applicant for any class of membership) consent in writing to become a member either personally or (in the case of an organisation) through an authorised representative.

1.6 The subscriptions payable by members (other than affiliate members), which may differ in respect of different classes of membership, will be determined by resolution of the members at each AGM provided that, prior to the first such AGM, the subscriptions will be determined by the Trustees.

1.7 Membership is terminated if the member concerned

- (a) gives written notice of resignation to the Company; or
- (b) dies or (in the case of an organisation) ceases to exist or;
- (c) is 3 months in arrears in paying any subscription but in any such case the members may be reinstated by the Trustees on payment of the amount due; or
- (d) makes an arrangement or composition with his creditors or being a company goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up.

1.8 Membership of the Company is not transferable.

2. General meetings

2.1 Full members are entitled to attend general meetings by an authorised representative. In these Articles, attendance by an authorised

representative will be deemed to be personal attendance by the full member by whom he or she is appointed. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.

Quorum

- 2.2 There is a quorum at a general meeting if the number of full members personally present through their authorised representatives is at least 20 or one-fifth of the full members entitled to attend and vote at that meeting (whichever is the lesser).
- 2.3 If within 15 minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned to such other day and at such time as the Executive Committee may determine being not less than 7 nor more than 28 days thereafter. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the full members present in person through their authorised representatives shall be a quorum.

Chair

- 2.4 The National Convenor or (if the National Convenor is unable or unwilling to do so) some other member elected by those present presides as chair at a general meeting. The National Convenor may, with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the National Convenor shall determine.

Voting

- 2.5 A resolution put to the vote of a meeting will be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the chair or by at least 5 full members present in person through their authorised representatives or by proxy.
- 2.6 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 2.7 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 2.8 A poll shall be taken as the chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 2.9 A poll demanded on the election of a chair or on a question of adjournment will be taken forthwith. A poll demanded on any other question will be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting will continue as if the demand had never been made.
- 2.10 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 2.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a second or casting vote.
- 2.12 On a show of hands every full member present in person through their authorised representative shall have one vote. On a poll every full member present in person or by proxy shall have one vote.

Proxies

- 2.13 An instrument appointing a proxy will be in writing, executed by or on behalf of the appointer and will be in the following form or in such other form as the Executive Committee may from time to time approve:

The Environmental Association for Universities and Colleges

*We [name] of [address] being a full member of the Company hereby appoint the chair of the meeting */[proxy] of [address] as our proxy to vote in our name and on our behalf at the annual/extraordinary general meeting of the Company to be held on • and at any adjournment thereof.*

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No 1 for/against**

*Resolution No 2 for/against**

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on •

** Notes*

- 1 If it is desired to appoint someone other than the chair as the proxy, delete the reference to the chair and insert the name and address of the proxy.*
- 2 If it is desired to appoint the proxy to vote for or against particular resolutions, please strike out the words "for" or "against" as appropriate.*

2.14 The instrument appointing a proxy and any authority under which it is executed may:

- (a) be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than seven days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than seven days after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than five days before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than seven days after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary;

and any instrument or proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Written resolutions

2.15 A written resolution signed by all those full members entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

AGMs

2.16 The Company must hold an AGM in every year which all full members are entitled to attend through their authorised representatives. The first AGM may be held within 18 months after the Company's incorporation.

2.17 At an AGM the full members:

- (a) receive the accounts of the Company for the previous financial year;
- (b) receive the Trustees' report on the Company's activities since the previous AGM;
- (c) accept the retirement of those Trustees who wish to retire;
- (d) elect persons to be Trustees to fill the vacancies arising;
- (e) appoint auditors for the Company;
- (f) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Company; and
- (g) discuss and determine any issues of policy or deal with any other business put before them.

EGMs

- 2.18 Any general meeting which is not an AGM is an EGM.
- 2.19 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least two full members.

3. The Trustees

- 3.1 The Trustees as charity trustees have control of the Company and its property and funds.
- 3.2 The Executive Committee shall be composed of no fewer than four Trustees and shall comprise a minimum of four and a maximum of nine Elected Trustees and such number of Branch Trustees as are entitled to act in accordance with clause 3.8.

Elected Trustees

- 3.3 The full members will at each AGM appoint up to nine individuals to act as Elected Trustees provided that each such individual:
 - (a) shall be recommended by the Executive Committee; or
 - (b) shall, not less than 7 nor more than 35 clear days before the date approved for the AGM at which his or her appointment is to be considered, be proposed for appointment in writing by one full member and approved for appointment by the Executive Committee; and

(c) shall (in the opinion of the Executive Committee) work (whether under a contract of service or a contract for services) for a University or College; and

(d) consents to act.

3.4 An Elected Trustee need not be a member of the Company but the Executive Committee must ensure that at all times at least two Elected Trustees are designated as representatives of higher education institutions and at least two Elected Trustees are designated as representatives of further education institutions.

3.5 The first Elected Trustees of the Company and their respective terms of office will be:

Name	Term
Joanna Simpson	The period of time ending on the expiry of the fifth AGM of the Company
Andrew Nolan	As above
Martin Wiles	As above
Joanna Fulton	As above
Nicola Corrigan	As above
Adam Van Winsum	As above
Joy Woods	As above
Sheri-Leigh Miles	As above

3.6 Subject to clause 3.5 (and his or her earlier retirement or removal or the vacation of his or her office), each Elected Trustee shall hold office until the expiry of the fifth AGM after the AGM at which he or she is appointed. A retiring Elected Trustee (with the exception of an Elected Trustee appointed pursuant to Article 3.7) will not be eligible for re-appointment until the AGM after the AGM from the expiry of which his office ends.

3.7 The Executive Committee shall have power at any time to appoint any person who is willing to act as Trustee, either to fill a vacancy or as an addition to the existing Executive Committee, but the total number of Trustees shall not exceed any maximum number fixed in accordance with these Articles. Any Trustee so appointed shall hold office only until the AGM next following his appointment and shall then be

eligible for re-election. If not re-appointed at that AGM he shall vacate office at its conclusion.

Branch Trustees

- 3.8 The individual appointed as Branch Convenor of each Branch will (with the consent of the Executive Committee) be a Branch Trustee of the Company while he or she continues to hold office as Branch Convenor.

Vacation of office

- 3.9 A Trustee's term of office automatically terminates if he or she:
- (a) is disqualified under the Charities Act 1993 from acting as a company trustee;
 - (b) is incapable, whether mentally or physically, of managing his or her own affairs;
 - (c) is absent from two consecutive meetings of the Trustees without the consent of the Trustees;
 - (d) is removed as a Trustee pursuant to the Act;
 - (e) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - (f) in the case of a Branch Trustee, ceases to be the Branch Convenor of the Branch by which he was so appointed; or
 - (g) ceases (in the opinion of the Executive Committee) to work for a University or College.
- 3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Executive Committee.

4. Proceedings of the Executive Committee

- 4.1 The Trustees must hold at least two meetings of the Executive Committee each year.
- 4.2 A quorum at a meeting of the Executive Committee is four Trustees or one-third of their number (whichever is the greater).
- 4.3 The Trustees shall appoint one of their number to each of the following posts for such period of time (not exceeding the appointee's term of office as Trustee) and with such responsibilities as they determine:

Post

National Convenor

Treasurer

Conference Director

Marketing Director

- 4.4 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.5 The National Convenor or (if the National Convenor is unable or unwilling to do so) some other Trustee chosen by the Trustees present will preside as chair at each meeting.
- 4.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.7 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Powers of Trustees

- 5.1 The Trustees have the following powers in the administration of the Company:
 - (a) to appoint (and remove) any person (who may also be a Trustee) to act as Secretary to the Company in accordance with the Act;
 - (b) to make standing orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings;
 - (c) to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
 - (d) to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its seal (if any);

- (e) to establish procedures to assist the resolution of disputes within the Company; and
- (f) to exercise any powers of the Company which are not reserved to a general meeting.

Sub-groups

5.2 The Executive Committee may delegate to any sub-group consisting of two or more individuals appointed by them any of their functions (including any powers or discretions) for such time and on such terms and conditions as it thinks fit (including any requirement that a resolution of the sub-group shall not be effective unless a majority of those present when it is passed are Trustees or it is ratified by the Executive Committee) provided that:

- (a) at least one member of every sub-group must be a Trustee;
- (b) all proceedings of sub-groups must be reported promptly to the Trustees; and
- (c) every sub-group must act in accordance with the terms and conditions on which any function is delegated to it but, subject to that, the proceedings of the sub-group will be governed by such of these Articles as regulate the proceedings of the Executive Committee so far as they are capable of applying.

Advisory boards

5.3 The Executive Committee may establish advisory boards comprising individuals who, in the opinion of the Executive Committee, have the relevant expertise and experience in dealing with issues affecting the Company provided that:

- (a) any advisory board will have none of the rights or powers exercisable by the Executive Committee or any sub-group other than a power to advise the Executive Committee on any matter referred to it by the Executive Committee;
- (b) the members of the advisory board will have none of the responsibilities of company directors or charity trustees; and
- (c) every advisory board must act in accordance with any terms and conditions imposed by the Executive Committee but, subject to that, the proceedings of the advisory board will be governed by such of these Articles as regulate the proceedings of the Executive Committee so far as they are capable of applying.

6. Branches

- 6.1 The Executive Committee may organise, amalgamate, sub-divide or close such Branches of the Company as they shall from time to time determine.
- 6.2 For the purposes of these Articles, a "Branch" will consist of a body of such members of the Company as the Executive Committee may from time to time allocate to a particular geographical area and which shall be conducted in accordance with such by-laws as the Executive Committee may from time to time make, vary, suspend or revoke but which shall (unless otherwise determined by the Executive Committee) make provision for:
- (a) what meetings of the Branch may be held and when;
 - (b) the period for which accounts for the Branch are to be made up;
 - (c) which officers (who shall be known collectively as the "Branch Committee") should be appointed to manage and administer the Branch and by whom they should be appointed;
 - (d) an obligation on the Branch to account to the Company for all funds received and assets held;
 - (e) the provision of reports on the activities of the Branch to the Company; and
 - (f) the appointment of a Branch Convenor of the Branch who shall serve as chairperson of the Branch Committee and as a Branch Trustee on the Executive Committee of the Company.

7. Records & accounts

- 7.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account
- 7.2 The Trustees must keep proper records of:
- (a) all proceedings at general meetings;
 - (b) all proceedings at meetings of the Trustees;

- (c) all reports of committees; and
- (d) all professional advice obtained.

7.3 Accounting records relating to the Company must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

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

8. Notices

8.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.

8.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address;
- (c) three clear days after being sent by second class or overseas post to that address;
- (d) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier;
- (e) as soon as the member acknowledges actual receipt.

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

9. Dissolution

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

10. Interpretation

In the Memorandum and in these Articles:

- 10.1 "the Act" means the Companies Act 1985
- "AGM" means an annual general meeting of the Company
- "these Articles" means these articles of association
- "authorised representative" means an individual who is authorised in writing by a full member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary
- "Branch" has the meaning it is given in Article 6.2
- "Branch Committee" has the meaning it is given in Article 6.2
- "Branch Convenor" has the meaning given in Article 6.2 (f)
- "Branch Trustee" has the meaning given in Article 8.3
- "charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993
- "clear day" means 24 hours from midnight following the relevant event
- "the Commission" means the Charity Commissioners for England and Wales
- "the Company" means the company governed by these Articles
- "EAUC" means the unincorporated association of institutions of higher and further education known as "The Environmental Association of Universities and Colleges"
- "EGM" means an extraordinary general meeting of the Company
- "Elected Trustee" has the meaning given in Article 3.3
- "Executive Committee" means the board of Trustees of the Company
- "informal member" means a supporter of the Company who may be referred to as a member but is not a member of the Company under the Act
- "material benefit" means a benefit which may not be financial but has a monetary value
- "member" and "membership" refer to membership of the Company
- "Memorandum" means the Company's memorandum of association
- "month" means calendar month

"National Convenor" means the chairperson of the Executive Committee

"the Objects" means the Objects of the Company as defined in clause 3 of the Memorandum

"Secretary" means the secretary of the Company

"Trustee" means a director of the Company and "Trustees" means all of the directors

"University or College" mean any university, college or other institution of higher or further education

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

"year" means calendar year

10.2 Expressions defined in the Act have the same meaning.

10.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Name & address of subscriber

Signature of subscriber

Joanna Simpson
1-9 Old Park Hill
Bristol
BS2 8BB

.....

Dated: 14 JULY 2004

Witness to the above signature

Signature of witness: 

Name: KAREN GALLAGHER

Address: 1-9 OLD PARK HILL
BRISTOL BS2 8BB

Occupation: ASST. ENERGY + ENVIRONMENTAL MGR.