



FILE COPY

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

Company No. 8553976

The Registrar of Companies for England and Wales, hereby certifies that

BOTANICAL SOCIETY OF BRITAIN AND IRELAND

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **3rd June 2013**



N08553976U



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

097884 / 40
IN01

Application to register a company



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☐ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership
this, please use form LL IN01

SATURDAY



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25/05/2013

#303

COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

Botanical Society of Britain and Ireland

For official use

8553976

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6**Registered office address ②**

Please give the registered office address of your company

Building name/number 57

Street Walton Road

Post town Shirehampton

County/Region Bristol

Postcode B S 1 1 9 T A

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5.

Title*	Dr
Full forename(s)	Clive Martin
Surname	Lovatt
Former name(s) ②	

① **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ①**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

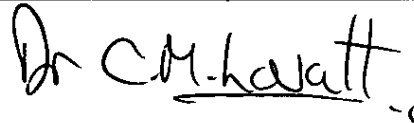
① **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3**Signature ①**

I consent to act as secretary of the proposed company named in Section A1

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1;"> <div style="font-size: small;">Signature</div>  </div> <div style="margin-left: 10px;">X</div> </div>
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① **Signature**
The person named above consents to act as secretary of the proposed company

IN01

Application to register a company

Corporate secretary**C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ⑤I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	Mr
Full forename(s)	Ian Robert
Surname	Bonner
Former name(s) ②	
Country/State of residence ③	Wales
Nationality	British
Date of birth	d 1 d 6 m 1 m 2 y 1 y 9 y 4 y 2
Business occupation (if any) ④	Retired

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	Cae Trefor
Street	
Post town	Tyn y Gongl
County/Region	Anglesey
Postcode	L L 7 4 8 S D
Country	Wales

⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	
Title*	Dr	
Full forename(s)	Arthur Ian	
Surname	Denholm	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Date of birth	<div>d1</div> <div>d2</div> <div>m1</div> <div>m0</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y3</div>	
Business occupation (if any) ④	Research Scientist	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	4	
Street	High Firs Crescent	
Post town	Harpenden	
County/Region	Hertfordshire	
Postcode	<div>A</div> <div>L</div> <div>5</div> <div></div> <div>1</div> <div>N</div> <div>A</div> <div></div>	
Country	England	

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X</div> <div style="text-align: center; font-family: cursive; font-size: 1.5em;">J. Denholm</div> <div>X</div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5.

Title*	Miss		
Full forename(s)	Lynne		
Surname	Farrell		
Former name(s) ^②			
Country/State of residence ^③	England		
Nationality	British		
Date of birth	d 2 d 9	m 0 m 7	y 1 y 9 y 4 y 7
Business occupation (if any) ^④	Retired		

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2

Director's service address ^①

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

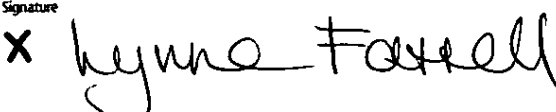
Building name/number	41		
Street	High Street		
Post town	Hemingford Grey		
County/Region	Cambridgeshire		
Postcode	P	E	2 8 9 B J
Country	England		

- ① Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature ^①

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X	
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- ① Signature**
The person named above consents to act as director of the proposed company.

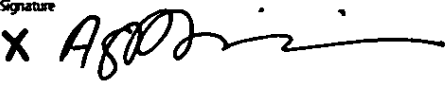
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	Mr		
Full forename(s)	Antony George Patrick		
Surname	Timmins		
Former name(s) ^②			
Country/State of residence ^③	England		
Nationality	British		
Date of birth	<div> <div>d</div> <div>1</div> <div>7</div> <div>m</div> <div>0</div> <div>3</div> <div>y</div> <div>1</div> <div>9</div> <div>5</div> <div>5</div> </div>		
Business occupation (if any) ^④	Tax consultant		

D2	Director's service address ^⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	154A		
Street	Warley Hill		
Post town	Brentwood		
County/Region	Essex		
Postcode	<div> <div>C</div> <div>M</div> <div>1</div> <div>4</div> <div>5</div> <div>H</div> <div>F</div> </div>		
Country	England		

D3	Signature ^⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div> <div>Signature</div> <div>X </div> </div>		

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	David Anthony	
Surname	Pearman	
Former name(s) ^②		
Country/State of residence ^③	England	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>1</div> <div>0</div> <div>8</div> <div>0</div> <div>8</div> <div>y</div> <div>1</div> <div>9</div> <div>4</div> <div>3</div> </div>	
Business occupation (if any) ^④	Botanist	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.


④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^①	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Algiers,	
Street	Feock,	
Post town	Truro	
County/Region	Cornwall	
Postcode	<div> <div>T</div> <div>R</div> <div>3</div> <div>6</div> <div>R</div> <div>A</div> </div>	
Country	England	

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ^①	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div>X </div> </div>	

① Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.	
Title*	Dr	
Full forename(s)	Sarah	
Surname	Whild	
Former name(s) ②	Hughes	
Country/State of residence ③	England	
Nationality	British	
Date of birth	d 2 d 6 m 0 m 1 y 1 y 9 y 6 y 1	
Business occupation (if any) ④	Senior Lecturer	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

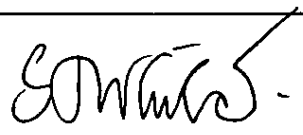
④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ①	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	9	
Street	Albert Street	
Post town	Shrewsbury	
County/Region	Shropshire	
Postcode	S Y 1 2 H T	
Country	England	

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ①	
	I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X  X	

① Signature
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1

Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

E3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ②

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5

Signature ⑤

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ③

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

① Including both the nominal value and any
share premium② Number of shares issued multiplied by
nominal value of each share

③ Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	IAN ROBERT
Surname ①	BONNER
Address ②	Cae Trefor, Tyn y Gongl
	Anglesey
Postcode	L L 7 4 8 S D
Amount guaranteed ③	£1 00

Subscriber's details

Forename(s) ①	ARTHUR IAN
Surname ①	DENHOLM
Address ②	4 High Firs Crescent
	Harpden, Hertfordshire
Postcode	A L 5 1 N A
Amount guaranteed ③	£1 00

Subscriber's details

Forename(s) ①	LYNNE
Surname ①	FARELL
Address ②	41 High Street, Hemingford Grey
	Cambridgeshire
Postcode	P E 2 8 9 B J
Amount guaranteed ③	£1 00

IN01

Application to register a company

Subscriber's details

Forename(s) ① ANTONY GEORGE PATRICK

Surname ① TIMMINS

Address ② 154A Warley Hill, Brentwood,
Essex

Postcode C M 1 4 5 H F

Amount guaranteed ③ £1 00

Subscriber's details

Forename(s) ① DAVID ANTONY

Surname ① PEARMAN

Address ② Algiers, Feock
Truro, Cornwall

Postcode T R 3 6 R A

Amount guaranteed ③ £1 00

Subscriber's details

Forename(s) ① SARAH

Surname ① WHILD

Address ② 9 Albert Street
Shrewsbury

Postcode S Y 1 2 H T

Amount guaranteed ③ £1 00

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

→ No Go to **Section H1** (Statement of compliance delivered by the subscribers).

→ Yes Go to **Section H2** (Statement of compliance delivered by an agent)

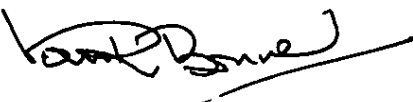

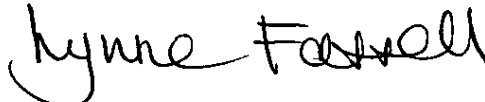


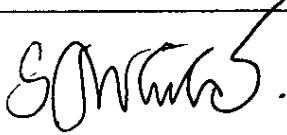
H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X X
Subscriber's signature	Signature X X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
Country											
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with											
Agent's signature	Signature X X										

IN01

Application to register a company

**Presenter information**

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

Contact name **Catnona Wheeler**

Company name **Andrew & Co LLP**

Solicitors

Address **St Swithin's Court 1**

1 Flavian Road

Nettleham Road

Post town **Lincoln**

County/Region

Postcode **L N 2 4 G R**

Country **England**

DX **743960 Lincoln 18**

Telephone **(01636) 673743**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6).
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form.
 Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland:
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG
 DX 481 N.R. Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk


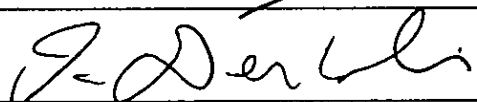
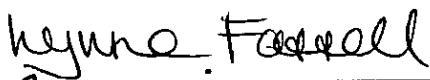
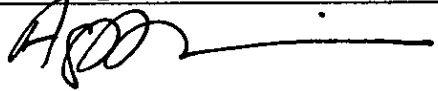


Companies Acts 1985 to 2006
Company limited by guarantee

MEMORANDUM OF ASSOCIATION

of

BOTANICAL SOCIETY OF BRITAIN AND IRELAND

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	Authentication by each subscriber
Ian Robert Bonner	
Ian Denholm	
Lynne Farrell	
Antony George Patrick Timmins	
David Anthony Pearman	
Sarah Whild	

Date 23rd May 2013

Companies Acts 1985 to 2006
Company limited by guarantee

1978
1979

1980 1981 1982

1983 1984 1985

1986 1987 1988 1989 1990 1991 1992 1993 1994 1995

1996 1997 1998 1999 2000 2001 2002 2003 2004 2005

2006 2007 2008 2009 2010 2011 2012 2013 2014 2015

2016

2017 2018 2019 2020 2021 2022 2023 2024 2025 2026

2027 2028 2029 2030 2031 2032 2033 2034 2035 2036

2037 2038 2039 2040 2041 2042 2043 2044 2045 2046

2047 2048 2049 2050 2051 2052 2053 2054 2055 2056

ARTICLES OF ASSOCIATION OF BOTANICAL SOCIETY OF BRITAIN AND IRELAND

1 Objects

1 1 The Objects of the Charity are

- 1 1 1 To promote the study of, and interest in, the British and Irish vascular plant and charophyte flora
- 1 1 2 To support, encourage, carry out and participate in research into the taxonomy, ecology, biogeography and conservation of the British and Irish flora and to co-operate with Continental and other botanists in matters of mutual interest and concern
- 1 2 This provision may be amended by **special resolution** but only with the prior written consent of the **Commission**

2 Powers

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

- 2 1 to provide advice or information,
- 2 2 to undertake research,
- 2 3 to co-operate with other bodies,
- 2 4 to support, administer or set up other charities,
- 2 5 to accept gifts and to raise funds,
- 2 6 to borrow money,
- 2 7 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**),
- 2 8 to acquire or hire property of any kind,
- 2 9 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the **Charities Act**),
- 2 10 to set aside funds for special purposes or as reserves against future expenditure,
- 2 11 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification),
- 2 12 to delegate the management of investments to a financial expert, but only on terms that
 - 2 12 1 the investment policy is set down in writing for the financial expert by the **Trustees**,
 - 2 12 2 timely reports of all transactions are provided to the **Trustees**,
 - 2 12 3 the performance of the investments is reviewed regularly with the **Trustees**,
 - 2 12 4 the **Trustees** are entitled to cancel the delegation arrangement at any time,
 - 2 12 5 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 2 12 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the **Trustees** on receipt, and
 - 2 12 7 the financial expert must not do anything outside the powers of the Charity,
- 2 13 to arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the direction of the **Trustees** or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required,
- 2 14 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required,

- 2 15 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 2 16 subject to Article 6 3, to employ paid or unpaid agents, staff, contractors or advisors,
- 2 17 to enter into contracts to provide services to or on behalf of other bodies,
- 2 18 to establish or acquire subsidiary companies,
- 2 19 to do anything else within the law which promotes or helps to promote the Objects

3 The Trustees

- 3 1 The Trustees as **charity trustees** have control of the Charity and its property and funds
- 3 2 The subscribers to the Memorandum (being the first **Members**) are also the first Trustees Subsequent Trustees are elected by the **Members** or co-opted by the Trustees
- 3 3 The Trustees when complete consist of at least seven and not more than twelve persons who being individuals are over the age of 18, all of whom must support the Objects
- 3 4 A Trustee may not act as a Trustee unless he/she
 - 3 4 1 is a Member, and
 - 3 4 2 has signed a written declaration of willingness to act as a charity trustee of the Charity
- 3 5 One third (or the number nearest one third) of the Trustees must retire at each **AGM**, those longest in office (where applicable, since re-election) retiring first and the choice between any of equal service being made by drawing lots at the last meeting of the Trustees in any year
- 3 6 A retiring Trustee shall be eligible for re-election up to a maximum period of nine years' continuous service (adding or subtracting up to no more than three months if necessary to allow for retirement at the next AGM) All retiring Council members who are not re-elected or who have served a continuous period of nine years shall be ineligible for re-election for three years
- 3 7 A Trustee's term of office as such automatically terminates if he/she
 - 3 7 1 is disqualified under the Charities Act from acting as a charity trustee,
 - 3 7 2 is incapable, whether mentally or physically, of managing his/her own affairs,
 - 3 7 3 is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign, or
 - 3 7 4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office), or
 - 3 7 5 is removed by the Members at a general meeting under the Companies Act
- 3 8 The Trustees may at any time co-opt any individual who is eligible under Article 3 3 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3 3) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3 9 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
- 4 **Trustees' proceedings**
- 4 1 The Trustees must hold at least four meetings each year
- 4 2 A quorum at a meeting of the Trustees is at least five or one half of the Trustees (if greater)
- 4 3 A meeting of the Trustees 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 but at least one meeting in each year must be held in person

- 4 4 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4 5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution **In writing** agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting For this purpose the resolution may be contained in more than one document
- 4 6 Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote
- 4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5 **Trustees' powers**

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees

- 5 1 To appoint (and remove) any person (who may be a Trustee) to act as **Secretary** in accordance with the **Companies Act**
- 5 2 To appoint a Chairman, a Treasurer, a General Secretary and other honorary officers from among their number
- 5 3 To delegate any of their functions to committees consisting of two or more individuals appointed by them At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees
- 5 4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings
- 5 5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees
- 5 6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any)
- 5 7 To establish procedures to assist the resolution of disputes or differences within the Charity
- 5 8 To exercise in their capacity as Trustees any powers of the Charity which are not reserved to the Members

6 **Benefits and Conflicts**

- 6 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but

- 6 1 1 Members who are not Trustees or **Connected Persons** may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied, and,

Subject to compliance with Article 6 4

- 6 1 2 Members (being Trustees) and **Connected Persons** may be paid interest at a reasonable rate on money lent to the Charity, and
- 6 1 3 Members (being Trustees) and **Connected Persons** may be paid a reasonable rent or hiring fee for property let or hired to the Charity

- 6 2 A Trustee must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the Charity except

- 6 2 1 as mentioned in Articles 6 1 or 6 3,
- 6 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
- 6 2 3 the benefit of **Indemnity Insurance** as permitted by the Charities Act,

- 6 2 4 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
 - 6 2 5 in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members)
- 6 3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 6 2 5, but any Trustee or Connected Person may enter into a contract with the Charity, as permitted by the Charities Act, to supply services or services and associated goods in return for a payment or other material benefit but only if
 - 6 3 1 the services or services and associated goods are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract,
 - 6 3 2 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 Article 6 4, and
 - 6 3 3 fewer than half of the Trustees are subject to such a contract in any financial year
- 6 4 Subject to Clause 6 5, any Trustee who becomes a **Conflicted Trustee** in relation to any matter must
 - 6 4 1 declare the nature and extent of his or her interest before discussion begins on the matter,
 - 6 4 2 withdraw from the meeting for that item after providing any information requested by the Trustees,
 - 6 4 3 not be counted in the quorum for that part of the meeting, and
 - 6 4 4 be absent during the vote and have no vote on the matter
- 6 5 When any Trustee is a **Conflicted Trustee**, the Trustees who are not **Conflicted Trustees**, if they form a quorum without counting the **Conflicted Trustee** and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the **Conflicted Trustee** authorise the **Conflicted Trustee**, notwithstanding any conflict of interest or duty which has arisen or may arise for the **Conflicted Trustee**, to
 - 6 5 1 continue to participate in discussions leading to the making of a decision and/or to vote, or
 - 6 5 2 disclose to a third party information confidential to the Charity, or
 - 6 5 3 take any other action not otherwise authorised which does not involve the receipt by the **Conflicted Trustee** or a Connected Person of any payment or material benefit from the Charity or
 - 6 5 4 refrain from taking any step required to remove the conflict
- 6 6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission
- 7 **Records and Accounts**
- 7 1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including
 - 7 1 1 annual returns,
 - 7 1 2 annual reports, and
 - 7 1 3 annual statements of account

- 7 2 The Trustees must also keep records of
- 7 2 1 all proceedings at meetings of the Trustees,
 - 7 2 2 all resolutions in writing,
 - 7 2 3 all reports of committees, and
 - 7 2 4 all professional advice obtained
- 7 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so approve
- 7 4 A copy of the Charity's **constitution** and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs
- 8 **Membership**
- 8 1 The Charity must maintain a register of Members
 - 8 2 The subscribers to the Memorandum are the first Members
 - 8 3 **Membership** is open to any person interested in furthering the Objects and approved by the Trustees
 - 8 4 The form and the procedure for applying for Membership is to be prescribed by the Trustees
 - 8 5 Membership is not transferable
- 9 **General Meetings**
- 9 1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting)
 - 9 2 General meetings are called on at least 14 and not more than 28 **clear days'** written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution
 - 9 3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least thirty
 - 9 4 The chairman at a general meeting shall be the Chairman of the Trustees or in default any Trustee present and elected by the Members present in person or by proxy in his/her personal capacity as a Member and not as proxy for another Member
 - 9 5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by **ordinary resolution**
 - 9 6 Every Member present in person or by proxy has one vote on each issue
 - 9 7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document
 - 9 8 Except at first, the Charity must hold an **AGM** in every year. The first AGM must be held within 18 months after the Charity's incorporation
 - 9 9 Members must annually at the AGM
 - 9 9 1 receive the accounts of the Charity for the previous **financial year**,
 - 9 9 2 receive a written report on the Charity's activities,
 - 9 9 3 be informed of the retirement of those Trustees who wish to retire or who are retiring by rotation,
 - 9 9 4 elect Trustees to fill the vacancies arising,
 - 9 9 5 appoint independent examiners or auditors for the Charity,
 - 9 10 Members may also from time to time
 - 9 10 1 confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Charity, and

- 9 10 2 discuss and determine any issues of policy or deal with any other business put before them by the Trustees
- 9 11 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees (being Members), or at least 5% of the Membership
- 9 12 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution
- 10 The Council**
- 10 1 There shall be a Council of the Charity which shall advise the Trustees of the Charity
- 10 2 The Council of the Charity shall consist of
- (a) ten elected Members or such other number as shall be resolved by the Members in General Meeting,
 - (b) a President who shall be elected in that capacity at Annual General Meeting and whose term shall be two or three years and a President-elect also elected in that capacity at Annual General Meeting one year or more in advance of election as President,
 - (c) Any person co-opted in accordance with the provisions contained in Article 10 6
- 10 3 No business shall be transacted at a meeting of the Council unless a quorum of not less than five of the elected Council members is present. If present, the President shall take the chair or otherwise any Council member nominated by the President, or if none is nominated, meeting the approval of a majority of the Council members present. Any or all Trustees who are not members of Council are entitled to attend meetings of Council and Council may request the attendance of any Trustee or Member. For the avoidance of doubt, a Trustee may also be a Council member provided that such persons shall not exceed two in number
- 10 4 Elections of Members to serve on the Council shall take place annually and the term of office shall commence and terminate at the Annual General Meeting
- 10 4 1 One third (or the number nearest one third) of the Members elected to serve on the Council must retire at each AGM, those longest in office (where applicable, since re-election) retiring first and the choice between any of equal service being made by drawing lots at the last meeting of Council in any year
- 10 4 2 Nominations for vacancies thus arising shall be made in writing on an appropriate form signed by the candidate and countersigned by two nominating Members and must be received by the General Secretary on or before 31st January in any year. A list of Members nominated shall be issued to each eligible Member who shall be entitled to vote in person or by written proxy at the following Annual General Meeting
- 10 4 3 A retiring Council member shall be eligible for re-election up to a maximum period of nine years' continuous service (adding or subtracting up to no more than three months if necessary to allow for retirement at the next AGM). All retiring Council members who are not re-elected or who have served a continuous period of nine years shall be ineligible for re-election for three years but may be co-opted subject to the provisions contained in Article 10 6 of these Articles
- 10 5 In the event of any casual vacancy arising on the Council by reason of death or retirement of an elected member reported to the Honorary Secretary in any year the Council may at its next meeting elect to fill such at its discretion. Notwithstanding the normal term any person elected to a casual vacancy shall serve only until the next Annual General Meeting and then be eligible for re-election under the terms of Article 10 4

- 10 6 The Council shall have the power at any time and from time to time to co-opt no more than five persons and all such co-opted Members shall be entitled to vote at meetings of the Council. In exercising this power, Council shall have regard to the geographical distribution of the membership as compared to the elected Council members. The co-option shall be for a period not exceeding one year, but may be renewed at the Annual General Meeting. A co-opted member shall cease to be eligible for renewal of co-option after nine years' total service.

11 Limited Liability

The liability of Members is limited.

12 Guarantee

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards

- 12 1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member,
12 2 payment of the costs, charges and expenses of winding up, and
12 3 the adjustment of rights of contributors among themselves.

13 Communications

13 1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served

- 13 1 1 by hand,
13 1 2 by post,
13 1 3 by suitable electronic means, or
13 1 4 through publication in the Charity's newsletter, or
13 1 5 through publication on the Charity's website.

13 2 The only address at which a Member is entitled to receive notices sent by post is an address shown in the register of Members.

13 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- 13 3 1 24 hours after being sent by electronic means or posted on the Charity's website or delivered by hand to the relevant address,
13 3 2 three clear days after being sent by first class post to that address,
13 3 3 four clear days after being sent by second class or overseas post to that address,
13 3 4 immediately on being handed to the recipient personally, or, if earlier,
13 3 5 as soon as the recipient acknowledges actual receipt.

13 4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

14 Dissolution

14 1 If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways

- 14 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
14 1 2 directly for the Objects or for charitable purposes which are within or similar to the Objects,
14 1 3 in such other manner consistent with charitable status as the Commission approves in writing in advance.

14 2 Nothing in these articles of association 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.

- 14 3 A final report and statement of account must be sent to the Commission
14 4 This provision may be amended by special resolution but only with the prior written consent of the Commission
15 **Interpretation**
15 1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Chanty
15 2 In the Articles, unless the context indicates another meaning

'AGM' means an annual general meeting of the Chanty;

'the Articles' means the Chanty's Articles of Association and 'Article' refers to a particular Article,

'Chairman' means the chairman of the Trustees,

'the Chanty' means the company governed by the Articles,

'the Charities Act' means the Charities Acts 1992 to 2011,

'chanty trustee' has the meaning prescribed by the Charities Act,

'clear day' does not include the day on which notice is given or the day of the meeting or other event,

'the Commission' means the Chanty Commission for England and Wales or any body which replaces it,

'the Companies Act' means the Companies Acts 1985 to 2006,

'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Chanty, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Chanty,

'Connected Person' means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights,

'constitution' means the Memorandum and the Articles and any special resolutions relating to them,

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them,

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference,

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,

'financial year' means the Chanty's financial year,

'firm' includes a limited liability partnership,

'indemnity insurance' has the meaning prescribed by the Charities Act,

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value,

'Member' and 'Membership' refer to company Membership of the Charity,

'Memorandum' means the Charity's Memorandum of Association,

'month' means calendar month,

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another,

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power Where applicable, 'Members' in this definition means a class of Members,

'the Objects' means the Objects of the Charity as defined in Article 1,

'Resolution in writing' means a written resolution of the Trustees,

'Secretary' means a company secretary,

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power Where applicable, 'Members' in this definition means a class of Members,

'Trustee' means a director of the Charity and 'Trustees' means the directors,

'written' or 'in writing' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper,

'written resolution' refers to an ordinary or a special resolution which is in writing,

'year' means calendar year

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| 15 3 | Expressions not otherwise defined which are defined in the Companies Act have the same meaning |
| 15 4 | References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it |