

The Companies Act of 2006

Thundridge Community Orchard Trust Limited
Company Number 11044495

Special Resolution passed at the Annual General Meeting of the company held on 27 October 2018: that the objects of the company be amended by the deletion of Clause 1 of the Objects in its entirety and the substitution of the following Clause 1:

Objects

1. The charity has been established as a legacy from the late Jean Marie Florence Hobbs in accordance with her wishes to give the area known as "The Orchard" (see attached Appendix 1 -Map of the Orchard) to the residents of Thundridge Civil Parish, Hertfordshire to promote for the public benefit the conservation, protection and improvement of the physical and natural environment of the centre of Thundridge village as a green haven for wild flora and fauna by a) involving the public in maintaining the environment to promote biological and ecological diversity and b) carrying out research to record all species of flora and fauna in the orchard and publishing the results.

Signature: 

Mr Neil Bell

Chairman, Thundridge Community Orchard Trust Limited

Date: 27 October 2018

WEDNESDAY



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14/11/2018
COMPANIES HOUSE

**Articles of Association of
Thundridge Community Orchard Trust Limited**

also known as 'Jean's Orchard'

Company Number: 11044495

Meaning of terms used within the Articles of Association

<i>Term</i>	<i>Meaning</i>
Address	A postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity
The articles	The charity's articles of association
The charity	The company intended to be regulated by the articles - Thundridge Community Orchard Trust Limited (also known as 'Jean's Orchard')
Clear days	<p>This phrase is used in relation to the period of a notice & means a period excluding:</p> <ul style="list-style-type: none"> the day when the notice is given or deemed to be given; and the day for which it is given or on which it is to take effect.
The Commission	The Charity Commission for England and Wales
Companies Acts	The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity
Connected person	<ul style="list-style-type: none"> a. a child, parent, grandchild, grandparent, brother or sister of the director b. the spouse or civil partner of the director or of any person falling within (a) above c. a person carrying on business in partnership with the director or with any person falling within (a) or (b) above d. an institution which is controlled by the director or any connected person falling within sub-clause (a), (b), or (c) above; or by two or more persons falling within 4(d), when taken together e. a body corporate in which the director or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or two or more persons falling within sub-clause (e(i)) who, when taken together, have a substantial interest. <p>Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.</p>
Direct Descendants	The term "direct descendant of Jean M. F. Hobbs" refers to blood descendants and by marriage, including step children from any second marriage.
The directors	The directors of the charity - they are also charity trustees as defined by section 177 of the Charities Act 2011
Document	Unless otherwise specified, any document sent or supplied in electronic form
Electronic form	Has the meaning given in section 1168 of the Companies Act 2006
An Individual	Whilst Directors may decide to affiliate with other organisations, directors may only be elected as individuals, serving in a personal capacity as a representative of another organisation or body.

The memorandum'	The charity's memorandum of association
Officers	Includes the directors and the secretary (if any)
The Orchard	This refers to the parcel of land bequeathed to the Trust to be used solely for the purposes stated in the Articles.
Secretary	Any person appointed to perform the duties of the secretary of the charity
The United Kingdom	Great Britain and Northern Ireland

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Objects

1. The charity has been established as a legacy from the late Jean Marie Florence Hobbs in accordance with her wishes to give the area known as "The Orchard" (See attached Appendix 1 – Map of the Orchard) to the residents of Thundridge Civil Parish, Hertfordshire to promote for the public benefit the conservation, protection and improvement of the physical and natural environment of the centre of Thundridge village as a green haven for wild flora and fauna by (a) involving the public in maintaining the environment to promote biological and ecological diversity and (b) carrying out research to record all species of flora and fauna in the Orchard and publishing the results.

Powers

2. The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has the following powers:
 - a. to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
 - d. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - g. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - i. to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 19 and provided it complies with the conditions in that article;
 - j. to:
 - i. deposit or invest funds;

- ii. employ a professional fund-manager; and
- iii. arrange for the investments or other property of the charity to be held in the name of a nominee;
- iv. in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- k. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- l. to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

The directors of the charity

3. The charity will have a Board of Trustees, who are also Directors of the Charity. The directors have control of the charity and its property and funds.
4. Directors are elected by the Members at the AGM for terms of up to three years. A director whose term of office has expired or otherwise been terminated in accordance with Article 13 f. may, if eligible, be re-elected.
5. The minimum number of directors shall be three and a maximum of seven.
6. To be eligible to serve as a director of the charity individuals must meet one of the following criteria:
 - a. at the time of serving as a director reside within Thundridge Civil Parish, Hertfordshire County
 - b. is a direct descendant of Jean M F Hobbs
 - c. has been a past resident of Thundridge Civil Parish, Hertfordshire County and is able to show continued, active involvement in the community of Thundridge since moving away from the parish
 - d. is able to demonstrate an interest in the village of Thundridge, the charitable objects of the orchard and has specific knowledge and skills to offer the Board of Trustees.
7. An individual may only act as a director of the charity if s/he:
 - a. Is a member of the charity
 - b. is over the age of 18
 - c. has signed a written declaration confirming: his / her willingness to act as a trustee of the Charity and his / her support of the Objects.
8. No one may be appointed a director if he or she is disqualified under the Charities Act from acting as a charity trustee.
9. The Board of Directors may at any time co-opt any individual who is eligible as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.

10. The first directors shall be those persons notified to Companies House as the first directors of the charity.
11. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
12. A director will have a three year term of office after which s/he can serve for another three years if agreed by the members.
13. An individual can reapply to serve another term as a director provided that there has been a three year gap between the terms of office.
14. A director shall cease to hold office if he or she:
 - a. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director
 - b. is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions)
 - c. ceases to be a member of the charity
 - d. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months
 - e. resigns as a director by notice to the charity (but only if at least three directors will remain in office when the notice of resignation is to take effect), or
 - f. is absent without the permission of the directors from all their meetings held within a period of one year and the directors resolve that his or her office be vacated.

Powers of directors

15. The Directors have the following powers in the administration of the charity:
 - a. to appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act
 - b. to appoint (and remove) a Chair, a Treasurer and other honorary officers from among their number, for such terms of office as the Trustees decide
 - c. to delegate any of their functions to committees / groups consisting of two or more individuals appointed by them but the terms of any delegation must be recorded in the minute book. The directors may impose conditions when delegating, including: the powers to be exercised exclusively by the committee / group, the budget which the committee / group must work within, and reporting arrangements. The directors may revoke or alter a delegation.

- d. to make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings
 - e. to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees
 - f. to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity
 - g. to establish procedures to assist the resolution of disputes or differences within the Charity
 - h. to exercise any powers of the Charity which are not reserved to the Members.
16. The directors may from time to time make such reasonable and proper rules or *bye laws* as they may deem necessary or expedient for the proper conduct and management of the charity. The bye laws may regulate the following matters but are not restricted to them:
- a. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members
 - b. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers
 - c. the setting aside of the whole or any part or parts of the charity's premises or land at any particular time or times or for any particular purpose or purposes
 - d. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles
 - e. generally, all such matters as are commonly the subject matter of company rules.
17. The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
18. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
19. The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Benefits and conflicts

20. The income and property of the charity shall be applied solely towards the promotion of the Objects. They do not belong to the Members. However:
- a. A director or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.

- b. A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
 - c. Subject to sub-clause 19b. of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
 - d. A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - e. A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - f. A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
21. A director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
- a. as mentioned in Article 21
 - b. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - c. the benefit of indemnity insurance as permitted by the Charities Act, subject to sub-clause 20d.
 - d. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - e. in exceptional cases, other payments or benefits (but only with the written consents of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).
22. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
23. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- a. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person
- b. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
- c. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

Proceedings of directors

- 24. The directors must hold at least three meetings each year.
- 25. No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. A quorum at a meeting of the Trustees is at least three of the Trustees in office. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 26. A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 27. Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 28. The Chair or (if the Chair is unable or unwilling to do so) some other director chosen by the directors present presides at each meeting.
- 29. 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 directors entitled to receive notice of a meeting (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.
- 30. Every director has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.
- 31. A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.
- 32. The directors must keep minutes of all:
 - a. appointments of officers made by the directors

- b. proceedings at meetings of the charity
- c. meetings of the directors and committees of directors including:
 - i. the names of the directors present at the meeting
 - ii. the decisions made at the meetings, and
 - iii. where appropriate the reasons for the decisions.

Accounts

- 33. The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice (SORPs).
- 34. The directors must keep accounting records as required by the Companies Act.
- 35. Annual Report and Return and Register of Charities - The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - a. transmission of a copy of the statements of account to the Commission
 - b. preparation of an Annual Report and the transmission of a copy of it to the Commission
 - c. preparation of an Annual Return and its transmission to the Commission.
- 36. The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Members

- 37. The subscribers to the memorandum are the first members of the charity.
- 38. Membership is open to individuals who:
 - a. reside within Thundridge Civil Parish, Hertfordshire County
 - b. are a direct descendant of Jean M F Hobbs
 - c. have been a past resident of Thundridge Civil Parish, Hertfordshire County and is able to show continued, active involvement in the community of Thundridge since moving away from the parish.
- 39. Membership is open to organisations which:
 - a. are based in, or have a clear connection to, Thundridge Civil Parish, Hertfordshire County
 - b. have aims consistent with the objects of the charity
 - c. agree to use the orchard solely for the purposes for which the charity has been established.
- 40. Individuals and organisations who wish to become a member of the charity must:

- a. apply to the charity in the form required by the directors
 - b. pay the membership fee set by the directors, and
 - c. be approved by the directors.
41. The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application. If membership is refused, the directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
42. Membership is not transferable.
43. The directors must keep a register of names and addresses of the members.
44. The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. The directors may not directly or indirectly alter the rights or obligations attached to a class of membership without holding a general meeting of the members at which three-quarters of the members of that class consent in writing to the variation or a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
45. Membership is terminated if:
- a. the member dies or, if it is an organisation, ceases to exist
 - b. the member resigns by written notice to the charity unless, after the resignation, there would be less than two members
 - c. any sum due from the member to the charity is not paid in full within six months of it falling due
 - d. the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed
 - ii. *the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.*
46. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- a. payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member

- b. payment of the costs, charges and expenses of winding up, and
- c. adjustment of the rights of the contributories among themselves.

General meetings

- 47. The charity must hold its first *annual general meeting* within eighteen months after the date of its incorporation.
- 48. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 49. The directors may call a general meeting at any time.
- 50. The *minimum periods of notice* required to hold a general meeting of the charity are:
 - a. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - b. fourteen clear days for all other general meetings.
- 51. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 52. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- 53. The notice must be given to all the members and to the directors and auditors.
- 54. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.
- 55. No business shall be transacted at any general meeting unless a *quorum* is present. A quorum is:
 - a. 10 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
 - b. one tenth of the total membership at the time whichever is the greater.
 - c. The authorised representative of a member organisation shall be counted in the quorum.
- 56. If, a quorum is not present within half an hour from the time appointed for the meeting or, during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine.
- 57. The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

58. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
59. *Chairing* - General meetings shall be chaired by the person who has been appointed to chair meetings of the directors. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting. If there is only one director present and willing to act, he or she shall chair the meeting. If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
60. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
61. *Voting* - Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded: by the person chairing the meeting, or by at least two members present in person or by proxy and having the right to vote at the meeting, or by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
62. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
63. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
64. *Polling* - A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
65. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
66. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the

poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

67. *Content of proxy notices* - Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
- a. states the name and address of the member appointing the proxy
 - b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed
 - c. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - d. is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
68. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Unless a proxy notice indicates otherwise, it must be treated as:
- a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - b. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
69. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person. An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
70. *Written resolutions* - A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- a. a copy of the proposed resolution has been sent to every eligible member
 - b. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
 - c. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

71. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.
72. *Votes of members* - Every member, whether an individual or an organisation, shall have one vote.
73. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
74. Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.
75. *Disputes* - If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Means of communication to be used

76. Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
77. Any notice to be given to or by any person pursuant to the articles must be in writing or given in electronic form.
78. The charity may give any notice to a member either:
- a. personally, or
 - b. by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - c. by leaving it at the address of the member, or
 - d. by giving it in electronic form to the member's address, or
 - e. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on

the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

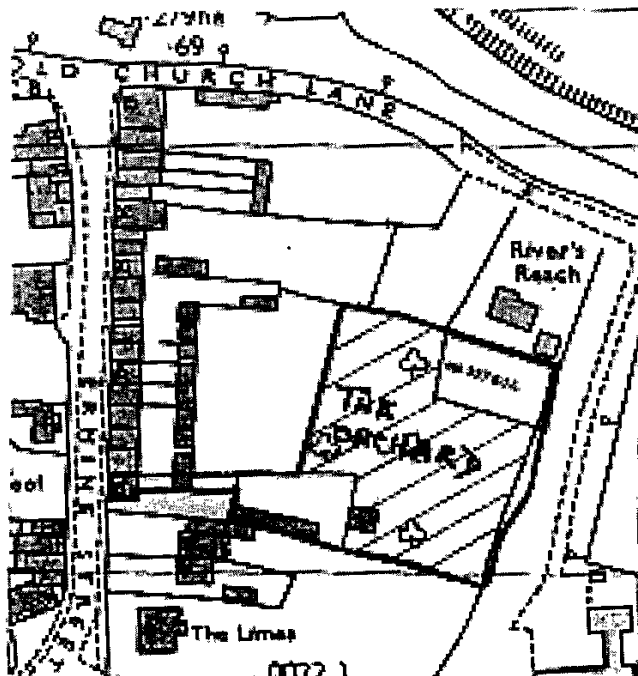
79. A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
80. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
81. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
82. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
83. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - a. 48 hours after the envelope containing it was posted, or
 - b. in the case of an electronic form of communication, 48 hours after it was sent.

Dissolution

84. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - a. directly for the Objects, or
 - b. by transfer to any charity or charities for purposes similar to the Objects, or
 - c. to any charity or charities for use for particular purposes that fall within the Objects.
85. Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - a. directly for the Objects; or
 - b. by transfer to any charity or charities for purposes similar to the Objects; or
 - c. to any charity or charities for use for particular purposes that fall within the Objects.
86. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 82(1) is passed by the members or

the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

Appendix 1 – Map showing the area of the Orchard



The hatched area on the map above is the area of the Orchard.