

COMPANY NUMBER: 04711904

CHARITY NUMBER: 1100845

THE COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

THE HOWLETTS WILD ANIMAL TRUST

1. INTERPRETATION

1.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

‘The Act’ means the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Charity

‘these Articles’ means these articles of association

‘business day’ means the period of 24 hours from midnight following the relevant event during which period banks are open to the public for normal business

‘the Charity’ means the company governed by these Articles

‘charity trustee’ has the meaning prescribed by section 177 of the Charities Act 2011

‘the Commission’ means the Charity Commissioners for England and Wales

‘Director’ means a director of the Charity and ‘Directors’ means all of the directors

‘material benefit’ means a benefit which may not be financial but has a monetary value

‘member’ and ‘membership’ refer to membership of the Charity

‘month’ means calendar month

‘the Objects’ means the Objects of the Charity as defined in Article 3

‘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 rights

‘Secretary’ means the Secretary of the Charity

‘Signed’ shall include such forms of authentication that are permitted by law

‘Special Resolution’ means a resolution agreed by a 75% majority of members present and voting at a general meeting, or, in the case of a written resolution, by members how together hold 75% of the voting rights

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, in such manner or on such a scale that some or all of the profits are subject to corporation tax

‘written’ or ‘in writing’ means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

‘year’ means calendar year

1.2 Expressions defined in the Act have the same meaning.

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

1.4 A reference to either a 'clause' or 'Article' is to a provision of these Articles.

2. REGISTERED OFFICE

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

3. OBJECTS

The objects for which the Charity is established ("the Objects") are:

3.1 the advancement and promotion (whether in England or elsewhere in the world) for the public benefit of education and useful knowledge in relation to the science of zoology the preservation and exhibition of living animals and in particular (without prejudice to the generality of the foregoing)

3.1.1 the preservation and exhibition of wild animals in danger of extinction;

3.1.2 the conservation of wildlife habitats; and

3.1.3 the maintenance and expansion of breeding groups

3.2 such other purposes which are charitable in accordance with the law of England and Wales as the Directors shall from time to time determine to include, but without limiting the general scope of this clause, opening gardens to the general public for the purposes of recreation.

4. POWERS

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

4.1 to admit persons to any premises or property owned or controlled by the Charity with or without charge and on such other terms as the Charity may determine;

4.2 to hold, organise, publicise, attend or otherwise promote conferences, educational or training courses, seminars, lectures or classes of any kind either alone or with others;

4.3 to promote or carry out research;

4.4 to provide advice;

4.5 to publish or distribute information;

4.6 to co-operate with other bodies;

4.7 to support, administer or set up other charities;

4.8 to raise funds (but not by means of taxable trading);

4.9 to borrow money and to charge the whole or any part of the property belonging to the Charity as security, provided that if the Charity wishes to mortgage land, the Charity and its Directors comply with sections 124 to 126 of the Charities Act 2011;

- 4.10 to acquire or hire property of any kind;
- 4.11 to make grants or loans of money and to give guarantees;
- 4.12 to set aside funds for special purposes or as reserves against future expenditure;
- 4.13 to make social investments in accordance with Part 14 A of the Charities Act 2011;
- 4.14 to invest in any investments, securities or properties;
- 4.15 to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy;
- 4.16 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 (the 'Managers') the management of investments (being assets capable of producing income which may also increase in capital value), provided that:-
 - 4.16.1 the delegated powers shall be exercisable only within clear policy guidelines set by the Directors;
 - 4.16.2 the Managers are under an obligation to report promptly to the Directors the performance of investments managed by them;
 - 4.16.3 the Directors are entitled at any time to review, alter or terminate the delegation arrangement;
 - 4.16.4 the Directors review the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation; and
 - 4.16.5 the Managers must not do anything outside the powers of the Charity;
- 4.17 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.18 to act as trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the Objects and which may be lawfully undertaken by the Charity;
- 4.19 to establish and support or aid the establishment of any company, institution, society, club, association or other body and subscribe or guarantee money or make grants for purposes calculated to further directly or indirectly the Objects;
- 4.20 to apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, necessary or desirable for the furtherance or realisation of any of the Objects of the Charity and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the company;

- 4.21 to federate or amalgamate with, affiliate or become affiliated to any charitable body having Objects similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of Article 5 below and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Charity may lawfully acquire or undertake;
- 4.22 to insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.23 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.24 subject to Article 5, to employ paid or unpaid agents, staff or advisers;
- 4.25 to enter into contracts to provide services to or on behalf of other bodies or for any other lawful purpose;
- 4.26 to establish subsidiary companies to assist or act as agents for the Charity;
- 4.27 to pay the costs of forming the Charity;
- 4.28 to do anything else within the law which promotes or helps to promote the Objects.

And throughout this Article 4 the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and unless inconsistent with the content words importing the plural include the singular and vice versa provided that:

- (i) In case the Charity shall take or hold any property which may be subject to any trusts the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) In case the Charity shall take or hold any funds provided by or through the medium of a Crown or Government Body the Charity shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant conditions and financial memoranda.

5. BENEFITS TO MEMBERS AND DIRECTORS

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5.1.1 members may be paid interest at a reasonable rate on money lent to the Charity
 - 5.1.2 members may be paid a reasonable rent or hiring fee for property let or hired to the Charity.

- 5.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- 5.2.1 as mentioned in clauses 4.22, 5.1.1, 5.1.2 or 5.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5.2.3 payment to any company in which a Director has no more than a 1 per cent shareholding
 - 5.2.4 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 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 clause 5.4
 - 5.3.3 no more than one half of the Directors are subject to such a contract in any financial year
- 5.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee of the Directors, the Director concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 not be counted in the quorum for that part of the meeting
 - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited.

7. GUARANTEE

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

8. MEMBERSHIP

- 8.1 The members of the Charity shall be the individuals who are the Directors of the Charity at the date of the adoption of these Articles and such other persons as the members may resolve to admit to membership.
- 8.2 The Charity must maintain a register of members.
- 8.3 Membership of the Charity is not transferable.
- 8.4 Membership is terminated if the member concerned gives written notice of resignation to the Charity, dies or (in the case of an organisation) ceases to exist.

9. WRITTEN AGREEMENT TO RESOLUTION

- 9.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, members may pass a written resolution without a meeting being held, provided that:
 - 9.1.1 it is in writing;
 - 9.1.2 a copy of the proposed resolution has been sent to every eligible member;
 - 9.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent. of members entitled to receive notice of and to attend general meetings;
 - 9.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Members entitled to receive notice of and to attend general meetings; and
 - 9.1.5 it is contained in a document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 9.2 A written resolution may consist of two or more documents in identical form Signed by members and is passed when the required majority of eligible members have signified their agreement to it.

10. GENERAL MEETINGS

- 10.1 Subject to the provisions of the Act, the Charity shall dispense with the holding of general meetings. The Charity shall pass resolutions by means of written resolutions.
- 10.2 Except where otherwise provided by these Articles or the Act, a written resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a general meeting.
- 10.3 Where the Act requires or the members request a meeting to be held, the provisions of the model articles contained in the Companies (Model Articles) Regulations (SI 2008/3229), as amended from time to time, relating to the holding of meetings for private companies limited by guarantee shall apply.

11. THE DIRECTORS

- 11.1 The Directors as charity trustees have control of the Charity and its property and funds.

- 11.2 The Directors when complete consist of at least three and not more than nine individuals.
- 11.3 Directors may be appointed by a resolution of the members for such term as the members think fit and may be eligible for reappointment by the members at the end of the relevant term.
- 11.4 Every Director must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Directors.
- 11.5 A Director's term of office automatically terminates if he or she:
- 11.5.1 becomes bankrupt or makes any arrangement or composition with their creditors;
 - 11.5.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place;
 - 11.5.3 is disqualified by law from serving as a charity trustee unless a waiver has been granted;
 - 11.5.4 is considered by the Directors to have become incapable, whether mentally or physically, of managing their own affairs and a majority of the other Directors resolve that they must cease to hold office;
 - 11.5.5 resigns by notice in writing to the Directors (but only if at least three Directors will remain in office when the resignation is to take effect);
 - 11.5.6 is absent without permission from three consecutive meetings of the Directors and it is resolved by a majority of the other Directors to remove the Director;
 - 11.5.7 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Directors' meeting provided:
 - (a) at least half of the serving Directors are present at the meeting; and
 - (b) that prior written notice of meeting and the intention to propose such a resolution has been given to the Director in question; or
 - 11.5.8 dies.
- 11.6 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

12. PROCEEDINGS OF DIRECTORS

- 12.1 A quorum at a meeting of the Directors is two except that: -
- 12.1.1 when there are fewer than three Directors remaining in office the quorum for a meeting of the Directors shall be the number of such Directors so remaining and who shall have power to meet to request the members to appoint further Directors but for no other purpose; and
 - 12.1.2 two Directors shall have power to act to approve any contract with the Charity in accordance with the procedures set out in Articles 5.3 and 5.4.

- 12.2 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.
- 12.3 The Directors may appoint one of their number to be the chairman of the Directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he or she is present. But if there is no Director holding that office or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be the chairman of the meeting.
- 12.4 Subject to Article 12.1 every issue may be determined by a majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 12.5 The chairman of the meeting shall have no second or casting vote. Every Director has one vote on each issue.
- 12.6 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

13. POWERS OF DIRECTORS

- 13.1 The Directors have the following powers in the administration of the Charity:
- 13.1.1 to appoint (and remove) any person (who may be a Director) to act as Secretary to the Charity in accordance with the Act;
 - 13.1.2 to appoint a Treasurer and other honorary officers from among their number;
 - 13.1.3 with the unanimous consent of the Directors to delegate any of their functions to committees consisting of two or more persons appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors);
 - 13.1.4 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;
 - 13.1.5 to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
 - 13.1.6 to make regulations consistent with these Articles and the Act to govern the administration of the Charity and the use of its seal (if any);
 - 13.1.7 to establish procedures to assist the resolution of disputes within the Charity; and
 - 13.1.8 to exercise any powers of the Charity which are not reserved to the members.

14. RECORDS & ACCOUNTS

14.1 The Directors must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

14.1.1 annual reports;

14.1.2 annual returns; and

14.1.3 annual statements of account.

14.2 The Directors must keep proper records of:

14.2.1 all proceedings at general meetings;

14.2.2 all resolutions of the members;

14.2.3 all proceedings at meetings of the Directors;

14.2.4 all reports of committees; and

14.2.5 all professional advice obtained.

14.3 Accounting records relating to the Charity must be made available for inspection by any Director or member at any reasonable time during normal office hours.

15. NOTICES

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

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

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

15.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

15.3.2 two business days after being sent by first class post to that address;

15.3.3 three business days after being sent by second class or overseas post to that address;

15.3.4 on being handed to the member personally or, if earlier, as soon as the member acknowledges actual receipt.

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

16. DISSOLUTION

16.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- 16.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to, the Objects;
 - 16.1.2 directly for the Objects or charitable purposes within or similar to the Objects;
 - 16.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 16.2 A final report and statement of account must be sent to the Commission