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## THE COMPANIES ACTS 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

# Articles of Association of Surrey Wildlife Trust

### Interpretation.

1. In these Articles and the Memorandum of Association:

“the Act” means the operative provisions of the Companies Act 2006 and the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“address” means a postal address or, for the purposes of electronic communication, any number or address registered with the Charity for the purpose of such communication;

“the Articles” means these Articles of Association of the Charity;

“the Charity” means Surrey Wildlife Trust;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commission for England and Wales

“the Council” means the group of elected Trustees;

“electronic communication” has the meaning ascribed to it in the Electronic Communications Act 2000;

“the Memorandum” means the Memorandum of Association of the Charity;

“the Office” means the registered office of the Charity;

“ordinary resolution” means a resolution passed at a general meeting of the Charity;

“the Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the Trustees” means directors of the charitable company for the purposes of the Companies Act 2006 and trustees of the charity for the purposes of the Charities Act 2006;

“the United Kingdom” means Great Britain and Northern Ireland;

and words importing one gender only shall include all genders, and the singular includes the plural and vice

versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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.

### **Members.**

2.

2 (1) The members of the Charity are those individuals or organisations who are admitted to membership in accordance with the rules made pursuant to Article 55.

2 (2)

- a) Membership is open to individuals or organisations who apply to the Charity in the form required by the Trustees and are approved by the Trustees.
- b) The Trustees may only refuse membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- c) The Trustees must inform the individual or organisation in writing of the reasons for the refusal of membership within 21 days of the decision.
- d) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representation must be notified to the applicant in writing but shall be final.

2 (3) Membership is not transferable to another individual or organisation.

2 (4) The Trustees must keep a register of names and addresses of the members.

### **Classes of membership.**

3.

3 (1) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of memberships.

3 (2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership, except as described in Article 3 (3).

3 (3) The rights attached to a class of membership may only be varied if:

- a) 75% of the members of the class consent in writing to the variation; or
- b) a special resolution is passed at an extraordinary general meeting of the members of that class agreeing to the variation.

- 3 (4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

#### **Termination of membership.**

4. Membership is terminated if:

- 4 (1) the member dies or, if it is an organisation, ceases to exist or enters administration;
- 4 (2) the member resigns by written notice to the Charity unless, after the resignation there would be fewer than two members;
- 4 (3) the sum due from the member to the Charity is not paid in full within three months of it falling due;
- 4 (4) the member is removed from membership by a resolution of the Trustees that it is in the best interest of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- a) the member has been given 21 days' notice in writing of the Council meeting at which the resolution will be proposed and the reasons why it is to be proposed;
  - b) 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.

#### **General meetings.**

5.

- 5 (1) The Charity must hold an annual general meeting each year and not more than 15 months may elapse between successive annual general meetings.
- 5 (2) All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Trustees may call an extraordinary general meeting at any time and must call a general meeting if they receive a request that is in accordance with the Act from any member of the Charity.

#### **Notice of general meetings.**

7.

- 7 (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- a) 21 clear days' for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
  - b) 14 clear days' notice for all other extraordinary general meetings.
- 7 (2) A general meeting may be called by shorter notice if it is so agreed:

- a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - b) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote, who together hold not less than 95 per cent of the total voting rights.
- 7 (3) 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.
- 7 (4) The notice must be given to all the members, to the Trustees and to the auditors.
8. 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 accidental omission by the Charity.

**Proceedings at general meetings.**

9.

- 9 (1) No business shall be transacted at any meeting unless a quorum is present.
- 9 (2) A quorum at a general meeting is 35 members entitled to vote upon the business to be transacted.
- 9 (3) The authorised representative of a member organisation shall be counted in the quorum.

10.

10 (1) If:

- a) a quorum is not present within half an hour from the time appointed for the meeting; or
- b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees may determine.

- 10 (2) The Trustees must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 10 (3) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present at that time shall constitute a quorum for that meeting.

11.

- 11 (1) General meetings shall be chaired by the person who has been appointed by the Trustees to chair the meeting.
- 11 (2) If there is no such person or if he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Council of Trustees shall chair the meeting.
- 11 (3) If there is only one Trustee present and willing to act, he or she will chair the meeting.
- 11 (4) If no Trustee is present and willing to chair the meeting within 15 minutes of the time appointed for the

meeting, the members present and entitled to vote must choose one of their number to chair the meeting.

12.

12 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

12 (2) 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.

12 (3) 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.

12 (4) If a meeting is adjourned by resolution of the members for more than 7 days, at least 7 clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting.

13.

13 (1) Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by:

a) the person chairing the meeting; or

b) at least two members having the right to vote at the meeting; or

c) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

13 (2)

a) The declaration by the person who is chairing the meeting of the result of a vote is conclusive unless a poll is demanded.

b) 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.

13 (3)

a) 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.

b) If the demand for a poll is withdrawn the demand shall not invalidate the result of the show of hands declared before the demand was made.

13 (4)

a) A poll must be taken as the person who is chairing the meeting directs. He or she may appoint scrutineers (who need not be members) and may fix a time and place for declaring the results of the poll.

b) The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

13 (5)

- a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- b) A poll demanded on any other question must be taken immediately or at such time and place as the person who is chairing the meeting directs.
- c) The poll must be taken within 30 days after it has been demanded.
- d) If the poll is not taken immediately at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. If there is an equality of votes, whether on show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

15. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised nominee) who would have been entitled to vote upon it had it been proposed at a general meeting, who together constitute not less than 51% of the total members entitled to vote, shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### **Votes of members.**

16.

16 (1) Subject to Articles 3 and 14 and Article 16 (2), every member, whether an individual, a group or an organisation, shall have one vote.

16 (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

17. Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18.

18 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

18 (2) The nominee may be also a voting member of the Charity, and as such may have a separate vote.

18 (3) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by

the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

- 18 (4) Any notice given to the Charity will be conclusive evidence that the nominee 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 nominee has been properly appointed by the organisation.

### **Trustees.**

19.

- 19 (1) A Trustee must be a natural person and aged 18 years or older.

- 19 (2) No one may be appointed a Trustee if he or she would be disqualified under the provisions of Article 32.

- 19 (3) A Trustee who is not a member of the Charity when appointed, whether by the Charity in a general meeting or by the Council, shall be, or shall become within a reasonable time, a member of the Charity.

20. The number of Trustees shall be not less than 3, nor (unless otherwise determined by ordinary resolution) more than 15.

21. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at Council meetings.

### **Powers of Trustees.**

22.

- 22 (1) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.

- 22 (2) No alteration of the Memorandum, or these Articles, or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

- 22 (3) Any Council meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Retirement of Trustees.

23. Each Trustee appointed in accordance with Article 30 (1) will retire at the next annual general meeting and will be eligible for re-election.

24. Each Trustee shall be elected at an annual general meeting. At each annual general meeting following the adoption of these Articles, one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third must retire from office. If there is only one Trustee he or she must retire.

25.

- 25 (1) The Trustees to retire by rotation shall be those who have been longest in office. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 25 (2) If a Trustee is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 26.
- 26 (1) Following the adoption of these Articles, a Trustee retiring by rotation, if willing to act, is eligible to be elected for a second and subsequently a third term of three years, after which a period of one year must lapse before that person shall be eligible for re-election.
- 26 (2) A Trustee may request to retire for a period of one year or more before he or she has served a full three terms.
- 26 (3) At the end of a period of retirement of one year or more, a former Trustee is eligible for re-election, and if re-elected, commences a further period of up to three terms, subject to Article 26 (1).

### **Appointment of Trustees.**

27. The Charity may by ordinary resolution at a general meeting appoint a person who is willing to act to be a Trustee.
28. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
- 28 (1) he or she is recommended by the Trustees; or
- 28 (2) not less than 14 nor more than 35 clear days before the date appointed for the meeting, the Charity is given a notice that:
- a) is signed by at least two members entitled to vote at the meeting;
  - b) states the members' intention to propose the appointment of a person as a Trustee;
  - c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
  - d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
29. All members who are entitled to receive notice of a general meeting must be given not less than 7 nor more than 28 clear days' notice of any resolution to appoint a Trustee other than a Trustee who is to retire by rotation.
- 30.
- 30 (1) The Trustees may by a minuted resolution of the Council
- a) appoint a person who is willing to act to be a Trustee; and
  - b) determine the rotation in which any additional Trustees are to retire.



- 30 (2) A Trustee appointed by a resolution of the Council must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation at the meeting.
31. The appointment of a Trustee, whether by an ordinary resolution of the Charity in a general meeting or by a resolution of Council, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

#### **Disqualification and removal of Trustees.**

32. A Trustee shall cease to hold office if he or she:
- 32 (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee; or
- 32 (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any other statutory re-enactment or modification of that provision); or
- 32 (3) ceases to be a member of the Charity; or
- 32 (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- 32 (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 32 (6) is absent without the permission of the Trustees from all their meetings held within a period of 6 consecutive months and the Trustees resolve that his or her office be vacated.

#### **Trustees' remuneration.**

33. Trustees may not be paid any remuneration unless it is authorised by Clause 5 of the Memorandum.

#### **Trustees' appointments.**

- 34.
- 34 (1) The Trustees may appoint one of their number to be the Chair of the Council and may at any time revoke such appointment.
- 34 (2) Any such appointment may be made upon such terms as the Trustees determine.
- 34 (3) If no-one has been appointed to chair Council meetings or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair the meeting.
- 34 (4) The person appointed to chair Council meetings shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

35.

35 (1) The Trustees may appoint up to two Vice-Chairmen and may at any time revoke such appointment.

35 (2) Any such appointment may be made upon such terms as the Trustees determine.

35 (3) The person or persons appointed as Vice-Chairmen shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

36.

36 (1) The Trustees may appoint one of their number to be the Treasurer and may at any time revoke such appointment.

36 (2) Any such appointment may be made upon such terms as the Trustees determine.

36 (3) The person appointed as Treasurer shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

37.

37 (1) The Trustees may appoint a Secretary of the Charity, subject to the provisions of the Act, and may at any time revoke such appointment.

37 (2) Any such appointment may be made at such remuneration (if not a Trustee) and upon such terms as the Trustees determine.

37 (3) The person appointed as Secretary shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

#### **Honorary Officers.**

38.

38 (1) The Charity may by ordinary resolution at an annual general meeting:

- a) appoint a person who is willing to act to be an Honorary President of the Charity; and
- b) appoint one or more persons who are willing to act to be Honorary Vice-Presidents of the Charity.

38 (2) No person shall be appointed or reappointed as an Honorary Officer of the Charity at any general meeting unless he or she is recommended by the Trustees in recognition of his or her services to the Objects of the Charity.

38 (3) Any such appointment may be made upon such terms as the Trustees determine.

38 (4) Honorary Officers may not be paid any remuneration unless it is authorised by Clause 5 of the Memorandum.

38 (5) The person or persons appointed as Honorary Officers shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.

### **Honorary members.**

39.

39 (1) The Trustees may appoint honorary members of the Charity.

39 (2) Any such appointment may be made upon such terms as the Trustees determine.

### **Proceedings of Council meetings.**

40.

40 (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles.

40 (2) Any Trustee may call a Council meeting.

40 (3) The Secretary must call a meeting of Council if requested to do so by a Trustee.

40 (4) Questions arising at a meeting shall be decided by a majority of votes.

40 (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

41.

41 (1) No decision may be made by a Council meeting unless a quorum is present at the time the decision is purported to be made.

41 (2) The quorum shall be the number nearest to one third of the total number of Trustees, or two, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.

41 (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

42. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

43.

43 (1) A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Council or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

43 (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

### **Delegation.**

44.

- 44 (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- 44 (2) The Trustees may impose conditions when delegating including the conditions that:
- a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 44 (3) The Trustees may revoke or alter a delegation.
- 44 (4) All acts and proceedings of any committee must be fully and promptly reported to the Trustees.
45. A Trustee must absent himself or herself from any discussions of the Trustees 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).
- 46.
- 46 (1) Subject to paragraph 46 (2), all acts done by a meeting of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- a) who was disqualified from holding office;
  - b) who had previously retired or who had been obliged by the constitution to vacate office;
  - c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- If without:
- d) the vote of that Trustee; and
  - e) that Trustee being counted in the quorum;
- the decision has been made by a majority of the Trustees at a quorate meeting.
- 46 (2) Paragraph 46 (1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for paragraph 46 (1), the resolution would have been void, or if the Trustee has not complied with article 45.

#### **Minutes.**

47. The Trustees shall keep minutes of all:

- 47 (1) appointments of officers made by Trustees;

47 (2) proceedings at meetings of the Charity; and

47 (3) proceedings at Council meetings of the Charity and committees of the Trustees including:

- a) the names of the Trustees present at the meeting;
- b) the decisions made at the meeting; and
- c) where appropriate, the reason for the decisions.

#### **Accounts.**

48.

48 (1) The Trustees must prepare and audit for each financial year accounts as required by sections 394, 395, 396, and 475 of the Act. 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.

48 (2) The Trustees must keep accounting records as required by sections 386 and 388 of the Act.

Annual Report, Annual Return and Register of Charities.

49.

49 (1) The Trustees must comply with the requirements of the Charities Acts 1993 and 2006 (or any statutory re-enactment or modification of those Acts) with regard to:

- a) the preparation of an annual report and its transmission to the Commission;
- b) the transmission to the Commission of the statement of account of the Charity;
- c) the preparation of an annual return and its transmission to the Commission.

49 (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

#### **Notices.**

50. Any notice to be given to or by any person pursuant to the Articles:

- a) must be in writing; or
- b) must be given using electronic communications.

51.

51 (1) 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 using electronic communications to the member's address.

51 (2) A member who does not register an address with the Charity or who registers a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

52. 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.

53.

53 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

53 (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

53 (3) A 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 communication, 48 hours after it was sent.

#### **Indemnity.**

54. The Charity shall indemnify every Trustee, Honorary Officer, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the Charity.

#### **Rules.**

55.

55 (1) The Trustees 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.

55 (2) The bye laws may regulate the following matters but are not restricted to them:

- a) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated 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 at any particular time or times or for any particular purpose or purposes;
  - d) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
  - e) generally, all such matters as are commonly the subject matter of company rules.
- 55 (3) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws.
- 55 (4) The Trustees must adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity.
- 55 (5) Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

ENDS