

**ARTICLES OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
THE WARWICKSHIRE WILDLIFE TRUST LIMITED.**

1. Definitions and interpretation

In these Articles:

- 1.1 'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts;
- 1.2 '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;
- 1.3 'the Trust' means the above named Trust;
- 1.4 'the Council' means the management committee of the Trust;
- 1.5 'the Office' means the registered office of the Trust;
- 1.6 'the seal' means the common seal of the Trust;
- 1.7 'Secretary' means any person appointed to perform the duties of the secretary of the Trust;
- 1.8 'President' means any person appointed to perform the duties of the president of the Trust;
- 1.9 'Treasurer' means any person appointed to perform the duties of the treasurer of the Trust;
- 1.10 'the United Kingdom' means Great Britain and Northern Ireland;
- 1.11 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.12 unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Trust;
- 1.13 words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations;
- 1.14 the singular shall include the plural and vice versa.

2. Objects

The Trust is established for the objects expressed in the Memorandum of Association.

3. Members

- 3.1 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Trust;
- 3.2 Every person admitted to membership of the Trust shall either sign a written consent to become a member or sign the register of members;
- 3.3 The Council or the Trust in general meeting may pursuant to the powers contained in Article 24 create and subsequently amend and alter categories of membership and prescribe for such categories whatever terms and conditions (including the amount of annual subscriptions) are thought fit;

- 3.4 An application for membership may be approved or rejected by the Council. The Council shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made. The membership of any member who shall have neglected and failed to pay his annual subscription for six months (or such other period as may be prescribed by the Council or the Trust in general meeting pursuant to the powers contained in Article 24) after it shall have become due shall be terminated and for the purposes of this Article all subscription shall be deemed to become due on each anniversary of the first subscription which is payable on a member being admitted to membership of the Trust;
- 3.4 Unless the members of the Council or the Trust in general meeting shall make other provision pursuant to the powers contained in Article 24 the Council members may in their absolute discretion permit any member of the Trust to retire provided that after such retirement the number of members is not less than three;
- 3.6 All members shall be eligible to serve on the Council;
- 3.7 The Council may invite any person to become an honorary member of the Trust on such terms as it thinks fit.
4. General meetings
- 4.1 The Trust shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;
- 4.2 The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Council to form a quorum, any member of the Council or any two members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
5. Notice of general meetings
- 5.1 An Annual General Meeting or a meeting called for the passing of a special resolution (other than adjourned meetings) shall be called by at least twenty one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the Articles of the Trust, entitled to receive such notices from the Trust provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
- 5.1.1. in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- 5.1.2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at

that meeting of all the members;

- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
6. Proceedings at general meetings
- 6.1 All business transacted at an Extraordinary General Meeting shall be deemed to be special as shall all business transacted at an Annual General Meeting except for the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors;
- 6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; twelve members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be adjourned for at least thirty days to such time and place as the Council may determine;
- 6.3 The chair of every general meeting of the Trust shall be the President, or if there is no such President, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to chair the meeting;
- 6.4 If at any meeting no Council member is willing to act as chair or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting;
- 6.5 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 6.6.1 by the chair; or
 - 6.6.2 by at least three members present and having the right to vote at the meeting; or
 - 6.6.3 by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- 6.7 Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by particular majority, or lost and an entry to that effect in the minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- 6.8 The demand for a poll may be withdrawn before the poll is taken, but only with the consent

of the chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made;

- 6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote;
- 6.10 No poll may be demanded on the election of a chair, or on a question of adjournment. poll demanded on any other question shall be taken at such time and in such manner as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;
- 6.11 Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it has been passed at a general meeting of the Trust duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

7. Votes of members

- 7.1 Subject to Article 6.9 every member shall have one vote together with any other votes which may be prescribed by the Council or by the Trust in general meeting pursuant to the powers contained in Article 24;
- 7.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Trust has been paid;
- 7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

8. Organisations acting by representatives at meetings

Any organisation which is a member of the Trust may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Trust.

9. Council

- 9.1 The Council shall consist of not less than ten nor more than eighteen members of the Trust (including the Secretary, Treasurer and any President) or such other number as may from time to time be determined by the Trust in general meeting.
- 9.2 The first Council members shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Council members shall be appointed as provided subsequently in these Articles;
- 9.3 The Council members shall be entitled to be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Council meetings or general meetings of the Trust or in connection with the business of the Trust.

10 Borrowing Power

The Council may exercise all the powers of the Trust to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.

11 Powers and duties of the Council

- 11.1 The business of the Trust shall be managed by the Council who may pay all expenses incurred in the formation of the Trust, and may exercise all such powers of the Trust as are not required to be exercised by the Trust in general meeting. Any such requirements may be imposed either by the Act or by these Articles or by any regulation made by the Trust in general meeting; but no such regulation shall invalidate any prior act of the Council which would have been valid if that regulation had not been made;
- 11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine provided that all cheques shall be signed by not less than two authorised signatories;
- 11.3 The Council shall appoint and employ all officers and servants as they consider necessary and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries;
- 11.4 The Council may appoint any persons as Vice Presidents or Patrons of the Trust on whatever terms it thinks fit;
- 11.5 The Council may invite representatives of outside organisations to attend its meetings as non-voting observers;
- 11.6 The Council shall cause minutes to be made:
 - 11.6.1 of all appointments of officers made by the Council;
 - 11.6.2 of the names of the Council members present at each Council meeting;
 - 11.6.3 of all resolutions and proceedings at all meetings of the Trust, and of the Council and of committees of the Council and any minutes of a meeting, if purporting to be signed by the chair of such meeting or the chair of the next such meeting, shall be sufficient evidence without any further proof of the facts stated in them.

12 Disqualification of Council members

- 12.1 The office of Council member shall be vacated if the member;
 - 12.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 12.1.2 ceases to be a Council member by virtue of any provision in the Act or disqualified from acting as a Council member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - 12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - 12.1.4 resigns his office by written notice to the Trust; or
 - 12.1.5 is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest as required by Section 317 of the Act; or
 - 12.1.6 is absent without the permission of the Council members from all their

- meetings held with a period of twelve months and the Council members resolve that his office be vacated; or
- 12.1.7 ceases for any cause to be a member of the Trust;
- 12.2 A Council member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.
- 13 Election of Council members
- 13.1 At every Annual General Meeting one third of the Council members subject to retirement by rotation (which shall exclude any President, Secretary or Treasurer) shall retire from office and if the number of Council members shall not be three or a multiple of three the number nearest to one third shall retire from office;
- 13.2 Subject to the provisions of the Act the members of the Council to retire by rotation shall be those who have been longest in office since their last election but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 13.3 A retiring Council member shall be eligible for re-election;
- 13.4 The Trust at the meeting at which a Council member retires in the above manner may fill the vacated office by electing a person to it, and in default the retiring Council member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost;
- 13.5 No person other than a Council member retiring at the meeting shall, unless recommended by the Council, be eligible for election to the Council at any general meeting unless, not less than three nor more than twenty one days before the date set for the meeting, there shall have been left at the registered office of the Trust notice in writing signed by two members qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected;
- 13.6 Subject to Article 9.1 the Trust may from time to time by ordinary resolution increase or reduce the number of Council members;
- 13.7 The Council shall have power at any time to appoint any person to be a Council member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Council members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Council member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election;
- 13.8 The Council shall from time to time invite such members of the Trust as it thinks fit to be Secretary of the Trust and to be Treasurer of the Trust. The Secretary and the Treasurer shall retire from office at the first meeting of the Council to be held after each Annual General Meeting but shall be eligible for reappointment by the Council at such meeting. Any vacancy in the office of Secretary or Treasurer during the course of a year shall be filled by the Council;
- 13.9 The Trust may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Council member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member. The Trust may by ordinary resolution appoint another person in place of a Council member removed under this Article but any person so appointed shall be subject to retirement by rotation as if he had been the person in whose place he has been appointed;
- 13.10 No person may be appointed as a Council member:
- 13.10.1 unless he is a member of the Trust;

- 13.10.2 unless he has attained the age of 18 years;
- 13.10.3 in circumstances such that, had he already been a Council member, he would have been disqualified from acting under the provisions of Article 12.

14 Proceedings of the Council

- 14.1 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. A Council member may, and the Secretary on the request of a Council member shall, at any time summon a Council meeting. It shall not be necessary to give notice of a Council meeting to any member for the time being absent from the United Kingdom;
- 14.2 The quorum necessary for the transaction of the business of the Council may be fixed by the Council and, unless so fixed, shall be three or, if greater, one-third of the membership of the Council;
- 14.3 The Council may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Trust as the necessary quorum of members, the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Trust, but for no other purpose;
- 14.4 The Council shall from time to time elect a chair of its meetings and determine the period for which he is to hold office; but if there is no such chair, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the Council members present may choose one of their number to chair the meeting;
- 14.5 The Council may delegate any of its powers to sub-committees consisting of such members of Council as it thinks fit; any sub-committee so formed shall conform to any regulations (including budgetary limits) that may be imposed on it by the Council and to the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and to the extent that they shall not be superseded by any such regulations made by the Council and shall report all acts and proceedings to the Council fully and promptly;
- 14.6 A sub-committee shall from time to time elect a member of the Trust to chair its meetings; if no such chair is elected or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 14.7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the chair shall have a second or casting vote;
- 14.8 All acts done by any meeting of the Council or of a sub-committee, or by any person acting as a Council member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member;
- 14.9 A resolution in writing, signed by all the Council members entitled to receive notice of a Council meeting or by all members of any sub-committee of the Council, shall be as valid and effectual as if it had been passed at a Council meeting or at a meeting of the relevant sub-committee of the Council duly convened and held, and may consist of several documents in like form each signed by one or more Council members or members of the relevant sub-committee.

15. President

The Council shall from time to time invite such member of the Trust as it thinks fit to be President of the Trust. Any person recommended by the Council may be appointed President by resolution of the Trust in general meeting. The President shall retire from office at each successive Annual General Meeting but shall be eligible for reappointment, upon the recommendation of the Council, at such meeting.

16 Secretary

- 16.1 The Secretary shall be appointed in accordance with Article 13.8. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting;
- 16.2 A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Council member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Council member and as, or in place of, the Secretary.

17 The seal

The Council shall provide for the safe custody of the seal, if any, which shall be used only by the authority of the Council or of a sub-committee authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the Secretary or by a second Council member or by some other person appointed by the Council for the purpose.

18 Accounts

Accounts shall be prepared in accordance with the provisions of Part VII of the Act and any requirements of the Charities Act 1993 (or any statutory re-enactment or modification of that Act).

19 Annual Report

The Council members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

20 Annual return

The Council members shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

21 Notices

- 21.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing;
- 21.2 The Trust may give any notice to a member either personally or by sending it by post to him or to his registered address or leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Trust an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Trust;
- 21.3 Notice of every general meeting shall be given in any manner authorised by these Articles to:
- 21.3.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them;

21.3.2 the auditor for the time being of the Trust; and

21.3.3 each Council member

No other person shall be entitled to receive notice of general meetings;

21.4 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called;

21.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

22 Indemnity

Subject to the provisions of the Act every Council member or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

23 Dissolution

Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Trust shall have effect as if its provisions were repeated in these Articles.

24 Rules or bye-laws

24.1 The Council may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:

24.1.1 the admission and classification of members of the Trust, 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;

24.1.2 the conduct of members of the Trust in relation to one another, and to the Trust's employees;

24.1.3 the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;

24.1.4 the procedure at general meetings and meetings of the Council and sub-committees in so far as such procedure is not regulated by these Articles; and

24.1.5 generally all such matters as are commonly the subject matter of Trust rules;

24.2 The Trust in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Trust all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Trust provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Trust.

Approved by Trust AGM held on 25 September 2008

Mr Roger Cadbury, Chair

Mrs Kay Reeve, Secretary