

The 64 members of Derbyshire Wildlife Trust Ltd, attending the Annual General Meeting held on the 4th October 2011, voted unanimously to pass the following resolutions proposed by the Board of Trustees to amend the Articles of Association

- a) that a new Article of Association is adopted in addition to the existing Articles, numbered 51A, worded

A meeting of the trustees may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all other participants.

- b) a new Article of Association numbered 53 is adopted in substitution for the existing Article numbered 53, worded:

No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. Present includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all other participants.

- c) That a new Article of Association numbered 58 is adopted in substitution for the existing Article numbered 58, worded

A resolution in writing or in electronic form agreed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

- d) and that the Article numbered 1 is amended by the insertion of a provision worded

"electronic form" has the meaning given in section 1168 of the Companies Act 2006.


Stephen Brent
Company Secretary

7th November 2011



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COMPANIES HOUSE

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Registered Charity No 222212

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
of
DERBYSHIRE WILDLIFE TRUST LIMITED**

Adopted

at the Annual General Meeting, 7 October 2006

*Article 30 sub-paragraph (b) amended by special resolution in General Meeting,
30th April 2009*

*Articles 1, 51(a), 53 and 58 amended by special resolution in General Meeting,
4th October 2011*

Interpretation

1 In these articles

- "the Act" means the Companies Act 1985,
- "address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Trust,
- "clear days" in relation to the period of a notice means a 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 Commissioners for England and Wales,
- "the Memorandum" means the Memorandum of Association of the Trust,
- the "objects" means the objects of the Trust as set out in the Memorandum of Association,
- "organisation" means a company, partnership, charity, trust or other group of people with a common purpose,
- "the seal" means the common seal of the Trust,
- "secretary" means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary,
- "the Trust" means the Derbyshire Wildlife Trust Limited, Registered Charity Number 222212, Company Number 715675,
- "Trustees" means the charity trustees of the Trust as defined by Section 97 of the Charities Act 1993 The Trustees are the Directors of the Company as defined by the Companies Act,
- "the United Kingdom" means Great Britain and Northern Ireland,
- and words importing one gender shall include all genders, and the singular includes the plural and vice versa
- "electronic form" has the meaning given in section 1168 of the Companies Act 2006

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 these Articles become binding on the Trust

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

Membership

- 2
 - a) Membership of the Trust is open to people or organisations who support the Objects of the Trust
 - b) The number of members is unlimited
 - c) Membership is obtained on completion of an application in writing or by electronic communication and receipt of the required subscription at the Trust's registered office
- 3 An application for membership may be refused if the trustees, acting reasonably and properly, consider it to be in the best interests of the Trust to refuse the application. The trustees must inform the applicant of the reasons for refusal within twenty-one days of the decision and must consider any representations in writing or by electronic communication the applicant may make about the decision. The trustees' further decision, following any such representations, shall be final and must be notified to the applicant in writing
- 4 Membership is not transferable
- 5 Organisations which are members shall exercise their rights through a representative. The organisational member, by resolution of its governing body or an appropriate person, shall appoint in writing the representative authorised to act on its behalf at any meeting of the Trust and may, in the same manner, remove any representative so appointed and appoint another in his place. The organisation, through its representative, may exercise all the rights it could exercise if it were an individual member of the Trust
- 6 The trustees may establish different classes of membership and prescribe their respective subscription rates and privileges
- 7 The Trust must maintain a register of members which shall contain information on class of membership, current membership subscription rates and related privileges

Termination of Membership

- 8 Membership is terminated if
- a) the member dies or, if it is an organisation, ceases to exist,
 - b) the member resigns by giving notice to the Trust unless, after the resignation, there would be less than three members,
 - c) any sum due from the member to the Trust is not paid in full within three months of it falling due,
 - d) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Trust that his or her 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 trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - ii) the member or, or at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting

General Meetings

- 9 The Trust shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the trustees, and shall specify the meeting as such in the notices calling it. Each Annual General Meeting shall be held not more than fifteen months after the holding of the previous Annual General Meeting.
- 10 At an Annual General Meeting the members shall
- a) receive the minutes of the previous Annual General Meeting,
 - b) receive the accounts of the Trust for the previous financial year,
 - c) receive the trustees' report on the Trust's activities for the previous financial year,
 - d) note the retirement of those trustees who wish to retire or who are retiring by rotation,
 - e) elect members to be trustees to fill the vacancies arising,
 - f) elect members to be Honorary Officers to fill the vacancies arising,
 - g) appoint auditors for the period ending with the following Annual General Meeting,
 - h) deal with any other business of the Trust, and may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Trust for such periods and with such responsibilities as determined by the trustees
- 11 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings. An Extraordinary General Meeting may be called at any time by the trustees and must be called within the twenty-eight

days following receipt at the Trust's registered office of a written request from at least fifty members

Notice of General Meetings

- 12 The minimum period of notice required for a general meeting of the Trust is twenty-one clear days. 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.
- 13 The notice must be given to all the members, the trustees and auditors.
- 14 The proceedings at a meeting shall not be invalidated because a person or organisation who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Trust.

Proceedings at general meetings

- 15 No business shall be transacted at any general meeting unless a quorum of 12 members, entitled to vote upon the business to be conducted at the meeting, is present.
- 16 The authorised representative of a member organisation shall be counted in the quorum.
- 17 If a quorum is not present within thirty minutes 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 trustees shall determine. The trustees 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. If no quorum is present at the reconvened meeting within thirty minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.
- 18 General meetings shall be chaired by the Chair of the Trust. If he or she is not present within fifteen minutes of the time appointed for the meeting, the Vice-Chair shall chair the meeting. If he or she is not present, a trustee nominated by the trustees shall chair the meeting. If there is only one trustee present and willing to act, he or she shall chair the meeting. If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 19 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person 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

- 20 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 and comprises unresolved matters from the adjourned meeting
- 21 If a meeting is adjourned by a resolution of the members for more than fourteen days, at least seven clear days notice shall be given of the reconvened meeting stating the date time and place of the meeting

Voting at General Meetings

- 22 Only registered members, who shall have paid the required subscription to the Trust in respect of their membership, and (if individuals) are aged eighteen years or over, shall be entitled to vote on any question at any General Meeting
- 23 No individual or organisation shall have more than one vote except that, 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 and casting vote
- 24 At any General Meeting a resolution put to the vote of the 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 Unless a poll is taken, the declaration by the Chair of the Meeting of the result of a show of hands shall be final The declaration by the Chair of the Meeting of the result of a vote shall be conclusive unless a poll is demanded
- 25 The result of the vote must be recorded in the minutes of the Trust but the number or proportion of votes cast need not be recorded
- 26 A poll on any matter on the agenda or accepted by the meeting for discussion may be demanded by the Chair of the Meeting or by at least three members present in person, and shall be taken forthwith Any other business of the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll The procedure for taking a poll shall be decided by the Chair of the Meeting at which the poll is demanded, and may include the appointment of scrutineers (who need not be members)
- 27 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 28 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair of 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

- 29 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 Chair of the Meeting shall be final

Trustees

- 30 The trustees shall comprise
- a) members so elected at the Annual General Meeting,
 - b) the Honorary Officers, consisting of a Chair, Vice-Chair, and Treasurer, elected at the Annual General Meeting provided that if an Honorary Officer position becomes vacant the trustees may themselves by resolution at a meeting of the trustees appoint as that Honorary officer a member who is willing to be so appointed,
 - c) members appointed as trustees by the trustees themselves in accordance with Article 44
- 31 The number of trustees (including Honorary Officers) shall be not less than three and (unless otherwise determined by ordinary resolution) not more than sixteen
- 32 The trustees shall be the Directors of the Company for the purposes of the Act
- 33 A trustee must be an individual person aged 18 years or older who is a member of the Trust
- 34 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Article 49
- 35 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the Trustees

Powers of Trustees

- 36 The trustees shall manage the business of the Trust and may exercise all the powers of the Trust unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution
- 37 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees

- 38 Any 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
- 39 The trustees shall appoint a Chief Executive Officer for such term and upon such conditions as they see fit, and any person appointed as the Chief Executive Officer may be removed by them
- 40 a) Subject to the provisions of the Act, the trustees shall appoint a Company Secretary for such term and upon such conditions as they may think fit except as provided below, and any person appointed as the Secretary may be removed by them
- b) The conditions of appointment of the Secretary may include any provision for remuneration that the trustees may think fit provided that no person who is so appointed shall receive any remuneration in respect of any period in which that person is simultaneously a trustee, unless it is authorised by clause 5 of the Memorandum of Association

Election and Appointment of Trustees

- 41 The Trust may by ordinary resolution at a general meeting elect a member who is willing to act to be a trustee
- 42 No person may be elected a trustee at any general meeting unless
- a) he or she is recommended for election by the trustees, or
- b) not less than seven clear days before the date of the meeting, a notice is received at the Trust's registered office that
- i) is signed by at least five members entitled to vote at the meeting, and
- ii) states the members' intention to propose a person for election as a trustee, and
- iii) is signed by the person who is to be proposed to show his or her willingness to be elected
- 43 The trustees may by resolution at a meeting of trustees appoint a person who is willing to be a trustee. A trustee appointed by a resolution of the other trustees 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. The number of trustees appointed by other trustees must not constitute more than one quarter of the total number of trustees
- 44 The appointment of a trustee, whether elected by the Trust in a general meeting or appointed by the other trustees, must not cause the number of trustees to exceed the number fixed as the maximum number of trustees

Retirement of Trustees

- 45 a) At each annual general meeting one-third of the trustees (other than the Honorary Officers) must retire from office or, if their number is not three or a multiple of three, the number nearest to one third must retire. If there is only one trustee he or she must retire.
- b) The trustees to retire by rotation shall be those who have been longest in office since their last election. If any trustees were elected trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- c) The retiring trustees shall be eligible for re-election providing that no trustee shall serve in such capacity for more than nine consecutive years in the period following the Annual General Meeting at which these Articles are approved.
- 46 At each annual general meeting the Honorary Officers must retire from office. They shall be eligible for re-election providing that no Honorary Officer shall serve in the same capacity for more than five consecutive years in the period following the Annual General Meeting at which these Articles are approved.
- 47 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.

Disqualification and removal of Trustees

- 48 A trustee shall cease to be a trustee if he or she
- a) ceases to be a trustee by virtue of any provision in the Act or is prohibited by law from being a trustee,
 - b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - c) ceases to be a member of the Trust,
 - d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - e) resigns as a trustee by notice to the Trust (but only if at least three trustees will remain in office when the office of resignation is to take effect), or
 - f) is absent without the permission of the trustees for at least three consecutive meetings and the trustees resolve that his or her office be vacated.

Trustees' remuneration

- 49 The trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum of Association

Proceedings of Trustees

- 50 The trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles
- 51 The Secretary must call a meeting of the trustees if requested to do so by the Chair or at least three trustees
- 51a A meeting of the trustees may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all other participants
- 52 Matters for determination at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 53 No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. Present includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all other participants
- 54 The quorum shall be three or the number nearest to one third of total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees. 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
- 55 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
- 56 The Chair of the Trust shall chair the meetings of trustees. If the Chair is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chair of the Trust shall chair the meeting or, if the Vice-chair is not present, trustees present may appoint one of their number to chair that meeting
- 57 The person chairing the meetings of the trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the trustees

- 58 A resolution in writing or in electronic form agreed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees
- 59 A trustee must declare an interest in any matters under discussion by the trustees and may be required by other trustees to absent himself or herself from some or all of the discussion in which it is likely that a conflict will arise between his or her duty to act solely in the interests of the Trust and any personal interest (including but not limited to any personal financial interest)
- 60 Subject to paragraph 59, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee who
- a) was disqualified from holding office,
 - b) had previously retired or who had been obliged by the constitution to vacate office,
 - c) 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
- 61 Article 60 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 Article 60, the resolution would have been void, or if the trustee has not complied with Article 59
- 62 Representatives of other organisations may attend meetings of the trustees by invitation and may speak at such meetings, but shall have no voting rights

Delegation

- 63
- a) The trustees may delegate any of their powers or functions to a committee of three or more trustees or to the Chief Executive Officer but the terms of any delegation must be recorded in the minute book
 - b) The trustees may impose conditions when delegating, including the conditions that
 - i) the relevant powers are to be exercised exclusively by the committee to whom they delegate,

- ii) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees
- c) The trustees may revoke or alter a delegation
- d) All acts and proceedings of any committees must be fully and promptly reported to the trustees

Seal

- 64 The seal of the Trust must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

Minutes

- 65 The trustees must keep minutes of all
- a) appointments made by the trustees,
 - b) proceedings at general meetings of the Trust,
 - c) meetings of the trustees and committees of trustees including
 - i) the names of the trustees present at the meeting,
 - ii) apologies for absence,
 - iii) delegation of powers or functions,
 - iv) the decisions made at the meetings, and
 - v) where appropriate the reasons for the decisions

Accounts

- 66 The trustees must ensure that accounts are prepared for each financial year as required by section 226 (or, if applicable, section 227) 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
- 67 The trustees must keep accounting records as required by sections 221 and 222 of the Act

Annual Report and Return and Register of Charities

- 68 The trustees must comply with the requirements of the Charities Act 1993 with regard to
- a) the transmission of the statements of account to the Trust,
 - b) the preparation of an annual report and its transmission to the Commission,

- c) the preparation of an annual return and its transmission to the Commission

69 The trustees must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities

Notice

- 70 Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using electronic communications
- 71 The Trust may give notice to a member by any of the following means
- a) personally,
 - b) by sending it by post in a prepaid envelope addressed to the member at his or her address,
 - c) by leaving it at the address of the member, or
 - d) by using electronic communications to the member's address
- 72 A member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust
- 73 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and the purposes for which it was called
- 74 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given 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
- 75 A notice shall be deemed to be given 48 hours after the envelope containing it was posted, or, in the case of an electronic communication, 48 hours after it was sent

Indemnity

- 76 The Trust shall indemnify every trustee or other officer or auditor of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the trustee or in which the trustee is acquitted or in connection with any application in which relief is granted to the trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust

Rules

- 77 The trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Trust. The rules may regulate the following matters but are not restricted to them
- a) the admission of members of the Trust (including the admission of organisations to membership), classes of membership and associated privileges, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - b) the conduct of members of the Trust in relation to one another, and to the Trust's employees and volunteers,
 - c) 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,
 - d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Act or by these Articles,
 - e) the establishment or dissolution of Branches of the Trust based on geographical areas within Derbyshire or on common interest, for the purpose of furthering the objects of the Trust,
 - f) generally, all such matters as are commonly the subject matter of company rules
- 78 The rules must be in accordance with the requirements of the Companies Act
- 79 The Trust in general meeting has the power to alter, add to, or repeal the rules

Steph Brent

28th November 2011