

NORFOLK WILDLIFE TRUST

(217338)

PROPOSED UPDATED VERSION OF

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

This is the proposed updated version of the Memorandum and Articles of Association for members to vote on at the AGM on 14 October 2021.

Only the **substantive** changes are shown highlighted, not necessarily every consequent change – please refer also to the explanatory note and the current approved version of the Memorandum and Articles of Association which can be found on our website.

The Companies Act 2006
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL AND NOT FOR PROFIT
MEMORANDUM OF ASSOCIATION**
of

NORFOLK WILDLIFE TRUST

(As altered by Special Resolutions passed 14 June 1950, 26 July 1963, 30 May 1986, 12 October 1990, 5 June 1992, 21 October 2004, 19 October 2007, 24 October 2013, 21 October 2015, 25 October 2018, 18 October 2019 and 14 October 2021)

1. The name of the Company (hereinafter referred to as "the Trust") is "**NORFOLK WILDLIFE TRUST**".

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are:

i) to advance the conservation of wildlife and wild places in Norfolk for the public benefit.

ii) to advance the education of the public in the principles and practices of sustainable development

(Sustainable development means "development that meets the need of the present without compromising the ability of future generations to meet their own needs").

4. In furtherance of these objects but not further or otherwise the Trust shall have the following powers:-

a) To protect places and objects of ecological or otherwise of scientific interest from injury, ill-treatment or destruction.

b) To establish, own and maintain reserves for the conservation of wild flora and fauna.

c) To diffuse among members of the Trust and the general public information on all matters appertaining to the objects of the Trust and to establish and maintain exhibitions, libraries and collections of scientific interest.

d) For the benefit of the public at large to advance knowledge and understanding of ecology and natural history, to promote research in these subjects and to publish the result of such research.

e) To purchase or otherwise acquire and take over all or any part which the Trust may lawfully acquire or take over of the property, assets, liabilities and engagements of any one or more charitable companies, societies, associations or bodies having objects altogether similar to those of the Trust and to amalgamate with any such companies, societies, associations or bodies.

f) To purchase, lease or otherwise acquire and hold any real or personal property and any rights or privileges necessary, convenient or desirable for the purposes of the objects of the Trust, and to construct, alter and maintain any houses or buildings required for such purposes and subject to such consents as may be required, to sell, improve, develop, lease, let on hire, mortgage, dispose of, or otherwise deal with all or any of such property, rights or privileges.

g) To sell articles and commodities which promote nature conservation and/or have an educational content.

h) To accept subscriptions and donations and apply the same for the purposes of the Trust.

- i)** To act in concert or make any arrangements with any Corporation, County Council, District Council, Parish Council or other Local or Public Authority, now or hereafter constituted or with any residents or property owners in the neighbourhood of property of the Trust with a view to promoting any of the objects aforesaid.
- j)** Subject to such consents as may be required to borrow or raise and secure the payment of money on mortgage of the property of the Trust or in such other manner as the Trust shall think fit.
- k)** To invest all moneys not immediately required for the furthering of the objects of the Trust in such manner and upon such securities as may be deemed expedient.
- l)** To adopt such means of making known the work and aims of the Trust and to take such steps by personal or written appeals and public meetings to procure contributions to the funds of the Trust as may be deemed expedient.
- m)** Subject to paragraph 5 below to employ and remunerate such staff as are necessary for carrying out the work of the Trust and to remunerate any person for services rendered.
- n)** To promote or concur in promoting all or any of the above objects in Norfolk, and to support all or any of the objects of the Trust in any other part of the world as may seem expedient.
- o)** To do all such other lawful things as are necessary for the preservation and maintenance of the property of the Trust, or for the attainment of the objects hereinbefore described or any of them.
- p)** To participate in a Direct Debiting Scheme as an Originator for the purpose of collecting amounts due to the Trust. In furtherance of this object the Trust may enter into an indemnity if required by the Banks upon whom Direct Debits are to be originated.

Provided that the Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the directors of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent, as they would as such directors have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such directors, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

5. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of

reasonable and proper interest on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Trust to any member of such Council or Governing Body except repayment of reasonable out-of-pocket expenses and reasonable and proper interest on money lent or reasonable and proper rent for premises demised or let to the Trust.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that they are a member or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which they cease to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL AND NOT FOR PROFIT

ARTICLES OF ASSOCIATION OF NORFOLK WILDLIFE TRUST

GENERAL

1. In these Articles the following words shall bear the following meaning, if not inconsistent with the subject or context:

WORDS

MEANINGS

The Act	The Companies Act 2006
Address	A postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Trust
These Articles	The Articles of Association and the regulations of the Trust from time to time in force
Auditors	The auditor appointed by the Trust at its Annual General Meeting
The Chair	The Chair of the Council appointed by the Trustees under Article 18
Chief Executive Officer	An officer of the Trust to whom The Council may delegate powers under Article 40
The Council	The governing body of the Trust
Electronic Form	has the meaning prescribed in the Act
Honorary Treasurer	An ex officio member of Council appointed under Article 19
Member	refers to a Member as defined in s.112 of the Act
Month	Calendar month
The Office	The registered office of the Trust
Register of Members	A register of the names and address of the Members
Secretary	An officer of the Trust appointed to assist with the administration of the Charity
The Trust	The above-named company
Trustee	A director of the Trust for the purpose of the Act, and "Trustees" means the directors
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing or written	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, without limitation by, hard copy form or Electronic Form

And words importing one gender shall include all genders, and the singular number only shall include the plural number and vice versa.

Words importing persons shall include corporations.

2. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

OBJECTS

3. The Trust is established for the charitable purposes expressed in the Memorandum of Association.

MEMBERSHIP

4. The provisions of the Act or any statutory modification or re-enactment thereof shall be observed by the Trust and every Member (not having subscribed to the Memorandum and Articles of Association) shall submit an application for membership in such form containing such particulars as the Council may from time to time decide. The Council may in its absolute discretion accept or for good and sufficient reason reject any person or body applying for membership.

5. Subject to Article 4 any person or body who shall give to the Trust a subscription shall become qualified to be a Member. The Council shall from time to time decide the amount of such subscriptions, categories of membership (if any) and any privileges attaching to membership.

6. Any person may after being qualified to be a Member signify by writing to the Secretary of the Trust their desire to become such a member, and the Secretary shall upon payment by them of their first subscription, enter the name of such person in the records of the Trust, and upon such entry such person shall become a Member accordingly.

7. (a) Each class of membership shall pay to the Trust such single or annual or other periodic subscription and accept such terms and conditions of membership or of the facilities, activities or services of the Trust as the Council may from time to time decide.

(b) A Member may resign as a Member on giving written notice to the Secretary before 31st December (or such other date as may be determined by the Council) in any year.

8. If a Member shall resign or fail to pay the due subscription within two months after the date referred to in Article 7(b), they shall not be entitled to exercise any of the rights conferred by these Articles or the regulations of the Trust and if, after due notice they have not paid the due subscription, after a further period of four months, they shall be deemed to have withdrawn from the Trust and that Member's name shall be erased from the Register of Members, provided that it shall be in the discretion of the Council to restore their name and membership rights on payment of the arrears due.

9. (a) Any refusal or neglect by any Member to comply with these Articles or the regulations of the Trust or who fails to abide by the terms of any agreement relating to members for the provision of facilities entered into by the Council on behalf of the Trust or the committing of

conduct considered by the Council in its absolute discretion to be disgraceful or opposed to the general interests of the Trust shall render the Member concerned liable to suspension or expulsion from the Trust on the passing of a resolution to that effect by the Council. Provided that the Member shall be given an opportunity to be heard by the Council before such decision is made.

(b) A Member suspended or expelled under these Articles shall forfeit all rights in and claims upon the Trust or its property.

10. (a) Any corporation which becomes a Member may nominate, by writing, a person to act on its behalf, and may in like manner remove any person so nominated and nominate another in their place, and such person may exercise and enjoy on behalf of such corporation all the rights and privileges incidental to its membership so long as such membership continues and their nomination is not determined.

(b) No unincorporated firm or association shall be admitted as a Member but the Trust may confer on any unincorporated firm or association the right to nominate one or more persons for election as Members. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member, and, subject to the consent of the Council, nominate another representative in their place. Upon receipt by the Council of any such revocation such member shall ipso facto cease to be a Member and shall not act as or be entitled or recognised as a representative of such firm or association, and any person nominated in their place shall, if duly approved by the Council, become a Member as the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

11. All Members (including persons nominated pursuant to Article 10) shall be eligible to serve on the Council provided that the member receives no remuneration from the Trust.

12. No right or privilege of any Member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, resignation or otherwise.

PRESIDENT, VICE-PRESIDENTS AND DIRECTORS

13. 1. (a) The Trust may from time to time and if thought fit appoint a President, a Deputy-President and Vice-Presidents.

(b) The President and Deputy-President (if any) shall be elected at the Annual General Meeting on the nomination of the Council and shall hold office for five years or such lesser period as the Trust may determine. They shall be eligible for re-election.

(c) Vice-Presidents may be elected at the Annual General Meeting on the nomination of the Council for such period or periods as may be determined.

(d) The offices of President, Deputy-President and Vice-President shall be honorary and they shall not be members of the Council, unless otherwise elected or co-opted.

(e) The Trust may at any time remove a President, Deputy-President or Vice-President from office by Ordinary Resolution.

2. The directors of the Trust for the purposes of the Act shall be Trustees (namely the members of the Council).

3. A Chief Executive Officer (not being a director for the purposes of the Act) of the Trust may be appointed by the Council.
4. The Council shall appoint a Secretary.

COUNCIL OF MANAGEMENT

14. The affairs of the Trust shall be managed by the Council.

15. The Council shall comprise:

- (a) Such Members, up to a maximum number of 12, and not below a minimum number of 8, elected by the Members.
- (b) The Honorary Treasurer
- (c) Members of the Trust co-opted by the Council ("Co-opted Trustees"), as long as the aggregate of Trustees, Treasurer and Co-opted Trustees does not exceed 15.

16. (a) The election of the President, the Deputy-President and of every member of the Council (not being Co-opted Trustees) shall subject to the provisions of sub-clause (b) of this clause be by aggregate of show of hands, postal ballot and electronic form.

(b) The Council may at any time direct that such elections shall be by postal ballot or electronic form in which event the notice of proposal for election under Article 46 shall be given to the Secretary not less than 90 days and ballot forms shall be posted or sent by electronic form by the Secretary not less than 21 days before the relevant meeting at which the result of the ballot shall be taken. The ballot forms must be lodged with the Secretary at least two clear days before the General Meeting.

17. Subject to the limits set out in Article 15, the Trust may from time to time in General Meeting increase or decrease the number of members of the Council and may make appointments necessary for effecting any such increase.

18. The Council shall from time to time appoint one of its number to be Chair, and if thought fit, others of its number to be Vice-Chairs, each to hold office subject to Article 43 until the Council otherwise resolves.

19. The Council shall from time to time appoint an Honorary Treasurer who shall be an ex-officio member of the Council to hold office until the Council otherwise resolves.

20. The Council shall have power to appoint or dismiss such employees or consultants as it thinks fit and to determine the powers and duties of the Honorary Treasurer and of the Chief Executive Officer appointed pursuant to Article 13 (3) and of the Secretary (subject to the Act).

21. Any casual vacancy in the Council other than in respect of Co-opted Trustees may be filled by the Council but a person so appointed shall retain their post only till the next Annual General Meeting when they shall retire, but shall be eligible for re-election.

[Previous Article 22 deleted because its content was dealt with elsewhere in the Articles, with consequent renumbering of Articles in the proposed updated version]

GENERAL MEETINGS

22. 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 Council. The Trust shall specify the meeting as its Annual General Meeting in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. As long as those attending online are able to (1) hear the proceedings, (2) speak and be heard at the meeting, and (3) vote in real time, the Council may decide to hold any General Meeting (including the Annual General Meeting solely online, or by a hybrid of physical meeting and online meeting. Where a General Meeting is held solely online then it shall be deemed to take place where the Chair of the meeting is located.

23. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

24. The Council may whenever it thinks fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by not less than 100 Members but otherwise as provided by the Act.

25. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and twenty-one days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, (if it be the case) that the General Meeting will be held solely or partly online, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Trust; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

26. The accidental omission to give notice of a meeting or a ballot to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

27. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of President, Deputy-President, Vice-Presidents and members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

28. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 25 Members present in person shall be a quorum. Where a General Meeting is held wholly or partly

online those Members attending online shall be deemed present and count towards the quorum.

29. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such 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 holding the meeting, the Members present shall be a quorum.

30. The Chair of Council, or President or in their absence, the Deputy-President shall preside as Chair at every General Meeting, but if neither the Chair of Council, President nor the Deputy-President is present within fifteen minutes after the time appointed for holding the same, or if the Chair of Council, President or Deputy-President shall be unwilling to preside, the Members present shall choose some Trustee to preside provided they agree or if all Trustees present decline to take the chair, any Member present, provided they agree

31. The Chair of the Meeting 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

32. Each individual or corporate Member shall have one vote only.

33. No Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of their membership, shall be entitled to vote on any question at any General Meeting or in any ballot.

34. At any General Meeting a resolution put to the vote of the meeting shall be decided by an aggregate of a show of hands and those (if any) entitled to vote online unless before or on the declaration of the result a poll is demanded. Unless a poll is taken, the declaration by the Chair of the Meeting of the result shall be final. In the case of an equality of votes, the Chair of the Meeting shall be entitled to a second and casting vote.

35. A poll may be demanded by the Chair of the Meeting or by at least three members present in person, or entitled to vote online, or by proxy. A demand for a poll may be withdrawn.

36. A poll on any question shall be taken forthwith. Any other business on 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.

37. Save where a General Meeting is held wholly online a Member shall be entitled to appoint another Member as their proxy to speak and vote for them at a General Meeting. A proxy shall not be entitled to vote except on a poll. The instrument of proxy shall be in the following form:

"I/We hereby appoint the Chair of the Meeting or, [] or failing them [] to be my/our proxy to vote and speak for me/us at the Annual/Extraordinary General Meeting of the Trust to be held on [] at [] and at any adjournment thereof".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instruments as to how the proxy shall vote on named motions appearing on the agenda and if they desire a person other than the Chair of the Meeting to be the proxy, they may strike out the words "the Chair of the Meeting or", and insert the proxy's name. The instrument of proxy must be lodged with the Secretary at least two clear days before the General Meeting.

POWERS OF THE COUNCIL

38. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

39. The Council may delegate any of its day to day administrative powers to Committees of the Council consisting of a Chair drawn from the members of the Council and such other Members whether or not members of the Council as it thinks fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. All acts and proceedings of any such Committee shall be reported to the Council as soon as practicable. The Council shall remain liable for all such acts and proceedings.

40. The Council may from time to time delegate to the Chief Executive Officer such of its powers as it considers desirable to be exercised by them. Any such delegation may be made subject to any conditions the Council may impose, either collaterally with or to the exclusion of its own powers, and may be revoked or altered. The Council shall remain liable for all acts of the Chief Executive Officer pursuant to any delegation under this Article.

41. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purposes of admitting

persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purposes.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a member of the Council shall be vacated if:

- (a)** they cease to be a member of the Council by virtue of any provision of the Act or they become prohibited by law from being a director; or
- (b)** they are disqualified from acting as a member of Council by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions); or
- (c)** they become bankrupt or make any arrangement or composition with their creditors generally; or
- (d)** a registered medical practitioner who is treating that person gives a written opinion to the Trust stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (e)** they cease for any reason to be a Member; or
- (f)** they resign their office by notice to the Trust; or
- (g)** they are absent, without the consent of the Council, from three consecutive meetings of the Council; or
- (h)** they are removed by the Members at a general meeting under the Companies Act; or
- (i)** they are removed by a majority vote of Trustees having first had the opportunity to address Council.

[Previous Article 43 relating to 'The Seal' deleted as no longer relevant]

ELECTION OF TRUSTEES TO COUNCIL

43. Each Trustee shall retire from office at the end of the third annual general meeting following his or her election. Trustees shall be eligible for re-election unless they have served on the Council for a continuous period of nine years or more.

44. Members including Trustees seeking re-election must be proposed and seconded for election to Council by other Members in writing, and lodged with the Secretary not less than 90 days and not more than 120 days prior to the Annual General Meeting. Within fourteen days from the date of receipt of a Proposal Notice, the Trustees shall be entitled to reject a person put forward for election as a Trustee on the grounds that the appointment of the person proposed is or is likely to be prejudicial to, or incompatible with the Objects, or the Trust's strategic plans as agreed by the Trustees from time to time. If the Trustees have not sent a written objection within the fourteen days from the date of receipt of the relevant proposal, then the person proposed is deemed to have been accepted. A Member whose proposal is rejected may not submit a further notice.

45. Co-opted Trustees shall remain in office for one year only and shall retire from the Council at the first Council Meeting held after the Annual General Meeting. Any Co-opted Trustee so retiring may be co-opted for one further year only at the Council's discretion. Any casual vacancy amongst Co-opted Trustees may be filled by the Council.

PROCEEDINGS OF THE COUNCIL

46. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be no less than 50% of the total members of the Council, including Trustees, the Treasurer and any Co-opted Trustees, but not including any observers.

47. Three members of the Council may, and on such request the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.

48. The Chair of the Council, or in their absence a Vice-Chair of the Council, shall be entitled to preside at all meetings of the Council at which they shall be present, but if neither the Chair nor a Vice-Chair is present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chair of the meeting.

49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles being vested in the Council generally.

50. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

51. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

52. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

53. Meetings of Council may be held by telephone or by televisual or other electronic form agreed by the Trustees in which all participants may communicate simultaneously with all other participants.

ACCOUNTS

54. No Member shall (as such) have any right of inspecting any accounting records or the books or documents of the Trust except as conferred by statute or authorised by the Council or by the Trust in General Meeting.

NOTICES

55. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, or by electronic form, addressed to such member at their registered address as appearing in the Register of Members.

56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice served by electronic form shall be deemed to have been served on the day it was sent, providing the Trust can demonstrate that it was properly addressed and sent.

DISSOLUTION

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