

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

MID WALES COMMUNITY ENERGY TRUST

1 The Company's name is MID WALES COMMUNITY ENERGY TRUST

(and in this document it is called 'the Charity').

2 The Charity's registered office is to be situated in England and Wales.

3 The Charity's objects ('the objects') are

For the benefit of the community and the protection of the environment, the improvement of general public amenities, and to promote and facilitate sustainable energy and energy efficiency.

4 In furtherance of the objects but not otherwise the Charity may exercise the following powers:

(a) To advance the education of the public in particular but not exclusively in relation to energy conservation, the efficient use of energy and the utilisation of renewable sources of energy.

(b) To advance the promotion, conservation, enhancement and improvement of the environment and the encouragement of understanding and awareness of the importance of sustainable development in particular but not exclusively in Mid Wales (incorporating all or part of the counties of Powys, Ceredigion and Gwynedd).

(c) To relieve poverty and to preserve and protect health by promoting the efficient use of energy (including energy for heating purposes) and utilisation of renewable sources of energy.

(d) To advance the reclamation, remediation, restoration or any other operation intended to facilitate the economic, social or environmental use of land, where its use has been prevented or restricted because of a previous activity on the land, which has ceased.

(e) To promote operations intended to prevent or reduce any potential for pollution that may be caused, or to remedy or mitigate the effects of any pollution that has been caused by a previous activity on the land, which has ceased.

- (f) To provide, maintain or improve public parks or other public amenities in the vicinity of landfill sites, where it is for the protection of the environment.
- (g) Where it is for the protection of the environment, the conservation or promotion of biological diversity to facilitate the provision, conservation, restoration or enhancement of a natural habitat or the maintenance or recovery of a species in its natural habitat, on land or in water situated in the vicinity of a landfill site.
- (h) To maintain, repair or restore buildings or other structures, being places of religious worship, or of historic or architectural interest and which are open to the public, where it is for the protection of the environment.
- (i) To provide financial, administrative and other similar services to organisations approved as environmental bodies by ENTRUST.
- (j) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Charity in such manner and on such security as the Charity may think fit.
- (k) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Charity to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Charity may think fit and provided also that in raising funds the Charity shall only undertake such trading activities as may be lawful and shall conform to any relevant statutory regulations.
- (l) To lend money to and to take security for such loans from and to guarantee and become or give security for the performance of contracts and obligations by any charitable organisation or body.
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity.
- (n) To acquire, receive and use qualifying contributions (as defined by the Regulations) and to give, transfer, donate or pay to any one or more approved bodies (as defined by the Regulations) the whole or any part of the Charity's distributable income by reference to any one or more of its accounting periods or any other moneys, property or assets of the Charity, including qualifying contributions as aforesaid, by such methods, on such terms and at such times as the trustees of the Charity may, in their absolute discretion, think fit.
- (o) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (p) To invest the moneys of the Charity not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects.
- (r) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity with a view to the furtherance of its objects.
- (s) To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property.
- (t) Subject to Clause 5 below to employ such staff, who shall not be trustees of the Charity, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
- (u) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (v) To provide indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- (w) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any such charitable organisation, institution, society or body.
- (x) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further all or any of the objects of the Charity.
- (y) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Charity is authorised to amalgamate.
- (z) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them.

- (aa) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.
- (ab) To do all such other lawful things as are necessary for the achievement of the above objects and any of them.

5 The income and property of the Charity shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity nor shall any part thereof be paid or transferred, directly or indirectly for the benefit of any person or persons who has or have made qualifying contributions (as defined by the Regulations) to the Charity except that such persons may benefit where they belong to a class of persons that benefits generally, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf. Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- (6) to any trustee of reasonable out-of-pocket expenses;
- (7) of any premium in respect of any indemnity insurance as is permitted by Clause 4(v) of the Memorandum of Association of the Charity.

6 The liability of the members is limited.

7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity or to or for the benefit of any person or persons who has or have made qualifying contributions (as defined by the Regulations) to the Charity (except that such persons may benefit where they belong to a class of persons that benefits generally), but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
- 9 In this memorandum of association “ENTRUST” means the Environmental Trust Scheme Regulatory Body (company number 3221000) and “the Regulations” means The Landfill Tax Regulations 1996 as applicable to the Charity or any statutory modification or re-enactment of the said regulations for the time being in force.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED VBY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

MID WALES COMMUNITY ENERGY TRUST

Interpretation

- 1 In these Articles:

‘the Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

‘the Articles’ means these Articles of Association of the Charity;

‘the Charity’ means the company intended to be regulated by these articles;

‘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;

‘communication’ means the same as in the Electronic Communications Act 2000;

'electronic communication' means the same as in the Electronic Communications Act 2000;

'ENTRUST' means the Environmental Trust Scheme Regulatory Body (company number 3221000);

'environmental body' means an organisation registered as such under the regulations ;

'executed' includes any mode of execution;

'the Memorandum' means the Memorandum of Association of the Charity;

'office' means the registered office of the Charity;

'the Regulations' means The Landfill Tax Regulations 1996 as applicable to the Charity or any statutory modification or re-enactment of the said regulations for the time being in force;

'the seal' means the common seal of the Charity if it has one;

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

'the trustees' means the directors of the Charity (and 'trustee' has a corresponding meaning);

'the United Kingdom' means Great Britain and Northern Ireland; and

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

- 2 (a) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 72 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.
- (b) Notwithstanding any other provision of these Articles the trustees shall refuse any application for membership from any person or body corporate or other body whose membership would cause the Charity to be controlled by one or more local authorities, bodies corporate controlled by one or more local authorities or registered persons, in contravention of the Regulations, or one or more individuals, corporate bodies or other bodies involved with an environmental body whose enrolment has been compulsorily revoked by ENTRUST.
- (c) Unless the trustees or the Charity in general meeting shall make other provision under Article 72, the trustees may in their absolute discretion

permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

- (d) The trustees shall forthwith, by resolution of the trustees, terminate the membership of any member of the Charity which would cause or has caused the Charity to be controlled by one or more local authorities, bodies corporate controlled by one or more local authorities, registered persons in contravention of the Regulations or one or more individuals, corporate bodies or other bodies involved with an environmental body whose enrolment has been compulsorily revoked by ENTRUST. Written notice of such termination, signed by an officer of the Charity, shall be served as soon as practicable thereafter on the former member in question.

General meetings

- 3 The Charity shall hold an annual general meeting each year 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 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within 18 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 times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The trustees may, whenever they think 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 Section 368 of the Act. If at any time there are not within the United Kingdom sufficient trustees capable of acting to form a quorum, any trustee or any two members of the Charity may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the trustees.

Notice of general meetings

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors (if any).

- 6 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.

Proceedings at general meetings

- 7 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or proxy of a member or a duly authorised representative of a member organisation, or one-third of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 9 The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
- 10 If no trustee is willing to act as chairman, or if no trustee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 11 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 12 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least two members present in person or by proxy having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- 14 Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 22 (a) Any member of the Charity entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the Meeting.

(b) On a poll votes may be given either personally or by proxy.
- 23 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Charity.
- 24 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or

authority shall be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- 25 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County of being a member/members of the above named Charity, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Charity to be held on the day of 20 , and at any adjournment thereof.

Signed this day of 20 ."

- 26 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" Limited.

I/We of in the County of being a member/members of the above named Charity, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Charity to be held on the day of 20 , and at any adjournment thereof.

Signed this day of 20 ."

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

- 27 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the trustees may:-

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

28 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

29 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote is 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 chairman whose decision shall be final and conclusive.

30 Any organisation which is a member of the Charity may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so 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 Charity.

Trustees

- 31 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 32 Notwithstanding any other provision of these Articles no person shall be appointed as a trustee of the Charity, if his appointment would result in a majority of the trustees being local authorities, bodies corporate controlled by one or more local authorities, persons acting on behalf of one or more local authorities or on behalf of bodies corporate controlled by one or more local authorities or registered persons (as described in the Regulations), or one or more individuals, corporate bodies or other bodies involved with an environmental body whose enrolment has been compulsorily revoked by ENTRUST.
- 33 The first trustees 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 as Elected trustees under the Articles. Future trustees shall be appointed as provided subsequently in these Articles.

Powers of trustees

- 34 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 35 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles, the trustees shall have the following powers, namely:
- (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - (b) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

- 36 At the first annual general meeting all the Elected trustees shall retire from office, and at every subsequent annual general meeting one-third of the Elected trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
- 37 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 38 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
- 39 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- (a) he is recommended by the trustees; or
 - (b) not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 40 No person may be appointed as a trustee:
- (a) unless he has attained the age of 18 years; or
 - (b) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 47.
- 41 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
- 42 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act as an Elected trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
- 43 The trustees may appoint a person who is willing to act as an Elected trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 44 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

- 45 In addition to the Elected trustees the board may appoint up to an additional three trustees by resolution of the board at a board meeting. Such trustees shall be known as Co-opted trustees.
- 46 Co-opted trustees shall not be required to retire by rotation and the term of office each Co-opted trustee shall serve shall be determined by the board upon appointment. At the expiry of a Co-opted trustee's term of office or at any time thereafter the trustees may appoint him again as a Co-opted trustee for such fresh term as the resolution of appointment may specify (provided that he is willing to act).

Disqualification and removal of trustees

- 47 A trustee shall cease to hold office if:
- (a) he ceases to be a trustee by virtue of any provision in the Act or 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);
 - (b) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) he resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - (d) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated; or
 - (e) his continuance as a trustee would cause a majority of the trustees to be local authorities, bodies corporate controlled by one or more local authorities, persons acting on behalf of one or more local authorities or on behalf of bodies corporate controlled by one or more local authorities or registered persons (as described in the Regulations) or one or more individuals, corporate bodies or other bodies involved with an environmental body whose enrolment has been compulsorily revoked by ENTRUST.

Trustees' expenses

- 48 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

- 49 Except to the extent permitted by Clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

- 50 Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the Secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 51 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or two trustees, whichever is the greater.
- 52 The trustees may act notwithstanding any vacancies in their number, but, 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.
- 53 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
- 54 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
- 55 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 56 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
- 57 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

- 58 Subject to the provisions of the Act, the Secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Minutes

- 59 The trustees shall keep minutes in books kept for the purpose:
- (a) of all appointments of officers made by the trustees; and
 - (b) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The seal

- 60 The seal shall 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.

Accounts

- 61 The trustees shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office of the Charity, or, subject to the provisions of the Act, at such other place or places as the trustees think fit, and shall be open to the inspection of the members of the Charity at such times and at such places as the trustees think fit.
- 62 The trustees shall ensure that annual reports and accounts are prepared in such form and including such information as may be required by the Act as supplemented or altered by the Charities Act 1993, The Charities (Accounts and Reports) Regulations 1995 and 2000 (or any re-enactment or amendment thereof for the time being in force) and the Statement of Recommended Practice (Accounting by Charities) as from time to time applicable to the Charity.
- 63 A copy of the annual reports and accounts which are to be laid before the Charity at any General Meeting, together with a copy of the auditor's report (if any), shall not less than twenty one days before the date of the meeting be sent to every member of the Charity.

Audit

- 64 If required by the Act, the annual accounts of the Charity shall be audited and auditors shall be appointed and their duties regulated in accordance with the Act.

Annual returns

- 65 The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and the applicable regulations made thereunder with regard to the preparation of a charity annual return and its transmission to the Commissioners.
- 66 The trustees shall ensure the Charity files a company annual return with the Registrar of Companies every year in accordance with the requirements of Section 363 of the Act.

Notices

- 67 Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice except that a notice calling a meeting of the trustees need not be in writing.
- 68 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Charity by the member. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications 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 Charity. In this article and the next "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 69 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 70 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. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Indemnity

- 71 (a) Every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 under Section 727 of the Act in which relief is granted to him by the Court, and no trustee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- (b) The trustees shall have power to purchase and maintain for any trustee such insurance as is permitted by Clause 4(v) of the Charity's Memorandum of Association.

Rules

- 72 (a) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustee in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (b) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.