

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**OF**

**DURHAM WILDLIFE TRUST LIMITED**

**(Version presented and agreed as a Special Resolution  
at the AGM on Saturday 17th September 2016)**

**INTERPRETATION**

1. In these Articles:

‘the Act’ means the Companies Act 2006 or any re-enactment or statutory modification thereof.

‘the Charities Act’ means the Charities Act 2011 or any re-enactment or statutory modification thereof.

‘clear days’ in relation to the period of a notice means the period excluding the calendar day when the notice is given or deemed to be given, and the calendar day for which it is given or on which it is to take effect.

‘the Board’ means the Board of Trustees for the time being of the Trust (or, where the context so requires in Article 37, the predecessor Council of Management of the Trust.)

‘the Trust’ means the above-named Company.

‘Trustees’ are those members of Durham Wildlife Trust appointed to ‘the Board’

‘the Office’ means the registered office of the Trust.

‘the seal’ means the common seal of the Trust.

‘month’ means calendar month.

‘secretary’ means any person appointed to perform the duties of the secretary of the Trust.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, digital, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of adoption of these Articles as the articles of association of the Trust. Words importing the masculine gender shall include the feminine gender, words importing persons shall include corporations and words importing the singular number only shall include the plural number and vice versa.

**OBJECTS**

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

**MEMBERSHIP**

3. The membership of the Trust shall consist of such persons or categories of persons as the Board shall from time to time determine and agree to admit as Members of the Trust.

Patrons may be nominated at the discretion of the Board.

4. The provisions of the Act shall be observed by the Trust and every member of the Trust (not having subscribed to the Memorandum and Articles of Association) shall sign a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may in its absolute discretion accept or reject any person or body applying for membership. On being admitted to membership and upon payment by him of his first subscription a Member shall have his name entered on the list of Members. In the case of a Member for life, the Member's name shall be entered on the list of Members as a Member for life.
5. Each category of membership shall pay to the Trust such single or annual or other periodic subscription (which may be paid monthly or at such other intervals as the Board allow) and accept such terms and conditions of membership or any changes therein and shall pay such other fees or sums in respect of the use of any of the facilities activities or services of the Trust as the Board may from time to time determine. The Board shall have a discretion to reduce the amount of such subscription or fees where it feels this is appropriate, having considered the circumstances of the persons concerned.
6. A Member may resign as a Member on giving written or verbal notice to the Trust at the Office and thereupon his name shall be removed from the list of Members when he shall be deemed to have resigned and shall not thereafter be entitled to exercise any of the rights and privileges conferred by these Articles or any regulations Rules or Bye Laws of the Trust. Failure to give such notice before the end of a relevant subscription year shall render such Member liable to pay the whole of the subscription due in respect of the class of membership concerned for the following year. A Member resigning during the course of the year shall not be entitled to any refund of subscription. For the purposes of this Article a subscription year in relation to a Member shall be deemed to end on the anniversary of the date of payment of his first subscription payable on his being admitted to membership.
7. If a member shall fail to pay the subscription within three months after the date the same became due, he shall not be entitled to exercise any of the rights and privileges conferred by these Articles or any regulations Rules or Bye Laws of the Trust and if he has not paid the due subscription after a further period of three months after due notice has been given, he shall be deemed to have withdrawn from the Trust and his name shall be removed from the Register of Members, provided that it shall be in the discretion of the Board to restore his name and membership rights on payment of the arrears due. Any annual sum being less than the due subscription received by the Trust from a person whose name has been removed from the Register of Members shall be treated as a donation.
8. Any refusal or neglect by any Member to comply with these Articles or any regulations Rules or Bye Laws of the Trust or who fails to abide by the terms of any agreement relating to Members or the provision of facilities entered into by the Board on behalf of the Trust or the committing of conduct considered by the Board in its absolute discretion to be disreputable 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 Board, provided that the Member shall be given an opportunity to be heard by the Board before such a decision is made.
9. A Member suspended or expelled under these Articles shall forfeit all rights in and claims upon the Trust or its property and other assets.
10. The rights, privileges and liabilities of Members shall not be transferable and all such rights and privileges shall cease upon the Member ceasing to be a Member, whether by death, resignation or otherwise.

11. No unincorporated society or body may as such, become a Member of the Trust but if any such society or body should desire to obtain the advantages of membership it shall by resolution of its committee or other governing body nominate a person to act as its representative to apply in its name for membership and who may sign the application as its representative and exercise the rights of membership on its behalf. Any such unincorporated society or body may, by resolution of its committee or other governing body, remove any person so nominated and nominate another in his place. Every person so nominated may exercise privileges incidental to its membership so long as such membership continues and his appointment is not determined.

## **GENERAL MEETINGS**

12. The Trust shall each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
13. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or, in default, may be convened by such requisitionists, as is provided for by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any fifty members of the Trust may convene an Extraordinary General Meeting.

## **NOTICE OF GENERAL MEETINGS**

14. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one clear calendar days' notice in writing. Other meetings shall be called by at least fourteen clear calendar days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting, to such persons as are, under these Articles or under the Act, entitled to receive such notices from the Trust.
15. The accidental omission to give notice of a meeting or a postal ballot to, or the non-receipt of such notice or ballot paper by, any person entitled to receive the same shall not invalidate any resolution passed at the proceedings of that meeting or by virtue of any such postal ballot.

## **PROCEEDINGS AT GENERAL MEETINGS**

16. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, group accounts (if any) and the reports of the Board and auditors, the election of any President, the election of Elected Members to the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. All business other than the aforesaid at an Annual General Meeting shall be deemed special and all business that is transacted at an Extraordinary General Meeting shall also be deemed special.
17. No business shall be transacted at any General Meeting unless a quorum of members is present at the meeting and ten members present in person shall be a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall be

adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall form a quorum.

18. The President shall chair every General Meeting of the Trust, or if there is no such President, or if he shall not be present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Board Chairman shall chair the meeting. If the Board Chairman is not present within fifteen minutes after the time appointed for holding the meeting the members of the Board present shall elect one of their number to chair the meeting. If no Board member is willing to act or if no Board member is present within twenty minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
19. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any General Meeting, but subject to the power of the Board under Article 38 to direct that the election of Elected Members shall be conducted and determined by postal ballot, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - a) by the chairman; or
  - b) by at least three members present in person or by proxy and having the right to vote at the meeting; or
  - c) by any member or members present in person or by proxy and representing not less than 100 of the members having the right to vote at the meeting.Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be final.  
The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the motion before the meeting will be deemed to have failed.
22. 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 at such time and in such manner as the chairman of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No notice need be given of a poll not taken immediately if the time and the 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.

24. A Member shall be entitled to appoint another Member as his proxy to attend and speak and vote for him 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 Chairman of the Meeting, or failing him, .....  
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 a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if he desires a person other than the Chairman of the Meeting to be the proxy, he may strike out the words 'Chairman of the Meeting or failing him', and insert the proxy's name. The instrument of proxy must be signed by the Member making the appointment, dated and lodged at the Office of the Trust at least 48 hours before the General Meeting in question.

### **VOTES OF MEMBERS**

25. Subject to Article 21, every individual and corporate member shall have one vote, both individuals comprising a Joint Membership shall have one vote each and each Family Membership shall confer the right to exercise up to two votes. Members under the age of 16 years shall not have a right to vote.
26. No member shall be entitled to vote at any General Meeting or in any poll or postal ballot unless all moneys presently payable by him to the Trust have been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
28. A vote given or poll demanded or ballot paper submitted by the duly authorised representative of a member organisation (whether incorporated or unincorporated) shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll or submitting the ballot paper unless notice of the determination was received by the Trust at the Office 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) before the time appointed for taking the poll or, in the case of a postal ballot, before the final date for the receipt of ballot papers.

### **ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

29. Any organisation which is a member of the Trust may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Trust, so long as such membership continues and his appointment is not terminated.

## **PATRON and PRESIDENT**

30. The Board may at any time by resolution appoint one or more Patrons of the Trust, who shall not be required to be members of the Trust. A President of the Trust may be elected at a general meeting for a term of up to 5 years. Any President shall not be a member of the Council of management and need not be a member of the Trust.

## **BOARD OF TRUSTEES**

31. The Board shall consist of:
- (i) Not less than 10 and not more than 15 elected members of the Trust, or such other number as may from time to time be determined by the Trust by Special Resolution in General Meeting (the "Elected Members");
  - (ii) The Board may also at any time, subject to Article 34, co-opt additional members to the Board and may at any time remove such co-opted members. Co-option will cease at the subsequent AGM.
32. Each Elected Member, shall be elected for a four year period of office.
33. Subject to Article 34, a retiring Elected Member of the Board shall be eligible for re-election.
34. No person may be elected to serve on the Board for a period exceeding eight consecutive years. Any Board member who retires in accordance with the provisions of this Article shall be eligible for nomination for election for a further period of office from the date of the Annual General Meeting in the year following the year in which he retired.
35. No person shall be eligible for election as an Elected Member of the Board at any General Meeting unless, not less than 28 calendar days before the date set for the meeting, there shall have been left at the Office of the Trust notice in writing of the intention to propose such person for election, signed by at least two members qualified to attend and vote at the meeting for which such notice is given. Such notice shall be accompanied by notice in writing signed by the person nominated of his willingness to be so elected.

## **ELECTION AND APPOINTMENT OF OFFICERS**

36. The Officers of the Trust shall comprise a Chair, a Treasurer and a Secretary. All Officers shall be elected by the Board of Trustees. The Chair may serve for a period of up to 6 years and the term of office need not be limited by the provisions of Article 34. The Treasurer shall be elected annually each year and the term of office need not be limited by the provisions of Article 34. The Secretary shall be elected annually.
37. At its first meeting after each Annual General Meeting, the Board shall appoint a Chairman who will serve until the election of a Chair at the first Board meeting after the following AGM, and any vacancy in such office during the course of the year shall be filled by the Board. At its first meeting after each Annual General Meeting the Board will also appoint the Treasurer and Secretary.

## **PROCEDURE AT THE AGM**

38. The election of the President at an annual General Meeting shall be by a show of hands unless a poll be demanded. The election of Elected Members at an Annual General Meeting shall be by a show of hands unless a poll be demanded provided that the Board may at any time up to 80 days prior to the meeting direct that such elections shall be by postal ballot in which event ballot forms shall be posted to members not later than 30 calendar days before the meeting for return to the Secretary not later than 7 calendar days before the meeting.
39. The Trust may by ordinary resolution, of which special notice has been given in accordance with section 168 of the Act, remove any Board member before the expiration of his period of

office notwithstanding anything in these Articles or in any agreement between the Trust and such member. The Trust may by ordinary resolution appoint another person in place of a Board member removed under this Article, but any person so appointed shall remain in office so long only as the member in whose place he is appointed would have remained in office had he not been removed.

40. All Members of the Trust shall be eligible to serve on the Board, but no person may be appointed as a Board member:
  - a) below the age of 16 years;
  - b) in circumstances such that, had they already been a Board member, they would have been disqualified from acting under the provisions of Article 42.
41. Those Members co-opted onto the Board shall remain in office only until and shall retire from the Board at the first meeting of the Board held after the Annual General Meeting immediately after their co-option. Any such Member may be co-opted for a further period at the Board's discretion but may not serve in that capacity for a third consecutive period, and may not be co-opted onto the Board until after the expiry of one year from the date of the cessation of his most recent period of co-option.

### **DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

42. The office of Board member shall be vacated if the Board member:
  - a) ceases to be a Board member by virtue of any provision of the Act or is disqualified from acting as a Board member by virtue of section 178 of the Charities Act or for any other reason becomes prohibited by law from being a director (Trustee);
  - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property or affairs;
  - c) resigns his office by written notice to the Trust;
  - d) ceases to be a Member of the Trust;
  - e) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - f) is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolves that his office be vacated.

### **INTERESTS IN CONTRACTS**

43. A Board member (Trustee) shall not vote or be counted in the quorum in respect of any contract or matter in which he is interested and if he does so vote his vote shall not be counted.

### **POWERS AND DUTIES OF THE BOARD**

44. a) The business of the Trust shall be managed by the Board who may exercise all such powers of the Trust as are not required to be exercised by the Trust in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Trust in General Meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.  
b) In the exercise of the aforesaid powers and in the management of the business of the Trust, the members of the Board shall always be mindful that they are charity trustees within the definition of section 177 of the Charities Act as the persons having the general control and management of the administration of a charity.

## **BORROWING POWERS**

45 The Board may exercise all the powers of the Trust to borrow money and, subject always to sections 124 and 125 of the Charities Act, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any charitable body where such action will directly further the objects of the Trust.

## **FINANCIAL TRANSACTIONS**

46 All financial transactions made to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time authorise provided that any cheques shall be signed by not less than two duly authorised persons.

## **MINUTES**

47. The Board shall cause proper minutes to be made:

- a) of all appointments of officers made by the Board;
- b) of the names of the Board members present at each Board meeting; and of all resolutions and proceedings at all meetings of the Trust, the Board and any committees; and any such minutes of any meeting, if purporting to be signed by the chairman thereof or the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **INVESTMENTS**

48 The Board shall have power from time to time to appoint on such terms (including provision for reasonable remuneration) as the Board shall at their discretion think fit any person or persons whom the Board reasonably believe to be qualified by his ability or practical experience of financial matters to be the Trust's independent investment adviser for the purpose of advising the Board in relation to the investments of the Trust.

## **RULES OR BYE LAWS**

49.

- a) The Board may from time to time, in addition to any regulations they may make under these Articles, make such Rules or Bye Laws as they may deem necessary or convenient for the proper conduct and management of the Trust and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
  - i) the admission and classification of members of the Trust, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - ii) the conduct of members of the Trust in relation to one another and the Trust's employees.
  - iii) 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.

- iv) the terms and conditions on which access will be made available for members to its reserves.
  - v) the procedure at General Meetings and meetings of the Board and committees in so far as such procedure is not regulated by these Articles.
  - vi) and, generally, all such matters as are commonly the subject matter of Trust rules.
- b) The Trust in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Trust all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Trust, provided nevertheless that no Rule or Bye Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Trust.

## **PROCEEDINGS OF THE BOARD**

50. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, whether on a show of hands or on a poll, the motion before the meeting will be deemed to have failed. Six Board members may, at any time, and the secretary on the request of such Board members shall, summon a Board meeting, giving at least 14 calendar days notice. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.
51. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be six.
52. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Trust, but for no other purpose.
53. The Chairman shall chair meetings of Board but, if there is no such chairman, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
54. The Board may delegate any of their powers to committees consisting of such Members of the Trust as they think fit; any committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board promptly. 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 Board so far as applicable and so far as the same are not superseded by any regulations made by the Board.
55. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In the case of an equality of votes, whether on a show of hands or on a poll, the motion before the meeting will be deemed to have failed.
56. All acts done bona fide by any meeting of the Board or a committee, or by any person acting as a Board or committee member, shall, notwithstanding that 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 person had been duly appointed or had continued in office and was qualified to be a Board or committee member.

57. A resolution in writing, signed by all the Board members entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one Board member or more.

## **EXPENSES**

58. The Board members shall be paid all reasonable out-of-pocket expenses properly incurred by them whilst representing the Trust in accordance with principles and procedures approved in advance by the Board.

## **THE SEAL**

59. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be countersigned by the secretary or by a second Board member or by some other person appointed by the Board or a duly authorised committee.

## **LOCAL AND SPECIAL INTEREST GROUPS**

60. The Board may at its discretion approve the establishment of and where appropriate may dissolve (i) local groups of members for the purpose of promoting the Trust within a defined geographical area and/or (ii) special interest groups of members for the purpose of promoting the Trust's interest or involvement in matters of special interest or concern to it. The activities of a local group shall include but shall not be limited to fund-raising and recruiting new Members. The management of local and special interest groups shall be governed by regulations published from time to time by the Board after consultation with representatives of such local and special interest groups.

## **ACCOUNTS**

61. The Board shall cause accounting records to be kept in accordance with the provisions of the Act and the Charities Act.
62. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to inspection by Board Members.
63. The Board may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books and documents of the Trust or any of them shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Board or by the Trust in General Meeting.
64. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Trust in General Meeting such accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
65. A summary extract of the audited financial statements and Trustees' report shall be sent to every member of the Trust and every person entitled to receive notice of General Meetings of the Trust. Nothing herein contained shall prevent any Member from seeking and obtaining from the Trust a copy of its full audited accounts, including the auditors' report at any time or

prevent the Trust from producing and distributing to its Members summary financial information and statements in place of such reports and accounts in accordance with the requirements of the Act, the Charities Act or any applicable Statement of Recommended Practice.

## **AUDIT**

66. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and/or the Charities Act as the case may be.

## **ANNUAL REPORT**

67. The Board members shall comply with their obligations under the Companies Act and the Charities Act with regard to the preparation of an annual report and its submission to the relevant authorities.

## **ANNUAL RETURN**

68. The Board members shall comply with their obligations under the Companies Act and the Charities Act with regard to the preparation of an annual return and its submission to the relevant authorities.

## **NOTICES**

69. Any notice to be given to or by any person pursuant to these Articles shall be in writing.  
70. The Trust may give any notice to a member either personally or by sending it in writing by any electronic means or by pre-paid post to him or to his registered address or by leaving it at that address.  
71. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:  
a) every member;  
b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting; and  
c) the auditor for the time being of the Trust.

No other person shall be entitled to receive notices of General Meetings.

72. A member present in person at any General Meeting of the Trust shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.  
73. Proof that an electronic communication containing a notice was properly addressed and sent or an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

## **INDEMNITY**

74. Subject to the provisions of the Act every Board member or other officer shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted.  
75. Subject to the provisions of Clause 5 of the Memorandum of Association, the Board must exercise the power of the Trust to provide indemnity insurance to cover the liability of the Board members 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 Trust; provided that any such insurance shall not extend to any claim arising

from any act or omission which the members of Board knew to be a breach of trust or breach of duty or which was committed by them in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of Board in their capacity as directors of the Trust.

## **DISSOLUTION**

76. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

## **TRANSITIONAL ARRANGEMENTS**

77. Vice-Presidents in office at 1<sup>st</sup> September 2016 shall, if they wish, retain their title for as long as they wish, provided that they remain a member of Durham Wildlife Trust, although they will not be ex-officio members of Trust Council.
78. Trustees serving a three year term of office at 1<sup>st</sup> September 2016 may serve for a four year term and, if they are eligible for re-election may, if re-elected, serve for a further four year term (to a maximum of eight years).
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