
**Articles of Association
of
ISLES OF SCILLY WILDLIFE TRUST**

Registered Charity: 1097807

Registered Company: 04726698

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The Companies Act 1985, 1989 & 2006

Articles of Association

of

Isles of Scilly Wildlife Trust (the 'Trust')

INTERPRETATION

WORDS	MEANINGS
The Act	The Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force
These Regulations	These Articles of Association and the regulations of the Trust from time to time in force
The Trust	The Isles of Scilly Wildlife Trust Ltd
The Board	The Board of Trustees for the time being of the Trust who shall be directors of the Trust for the purposes of The Act
The Officers	The Officers of the Trust elected pursuant to Article 8.3 of these regulations
In writing	Written, either by post or e-mail
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect.
Month	Calendar month
The Office	The registered office of the Trust
Trustee	A member of the Board elected pursuant to Article 8
Director	The directors are charity trustees as defined by section 97 of the Charities Act 1993;

1. Membership of the Trust

- 1.1 The number of members is unlimited.
- 1.2 Membership is open to individuals and organisations who support the objects of the Trust.
- 1.3 Membership is obtained on completion of an application in writing or by electronic communication and receipt of the required subscription at the Trust's registered office.
- 1.4 The Board of Trustees must keep a register of names and addresses of the members.
- 1.5 Membership is not transferable
- 1.6 The Board of Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 1.7 Ordinary membership shall include the following sub-classes:
 - 1.7.1 Individual
 - 1.7.2 Isles of Scilly Resident
 - 1.7.3 Family (2 adults + children at the same address)
 - 1.7.4 Life
- 1.8 An application for membership may be refused if the Trustees, acting reasonably and properly, consider it to be in the best interests of the Trust to refuse the application. The Trustees must inform the applicant of the reasons for refusal within 21 days and the Trustees decision is final.
- 1.9 Any member may at any time retire from the Trust by giving seven clear days notice in writing to the Trust and upon paying with such notice any unpaid subscriptions for the current year his name shall be removed from the register of members and shall be deemed to have retired.
- 1.10 Any member of the Trust who shall have neglected and failed to pay his yearly subscription for six months after it has become due shall be liable to have his name removed from the register of members.
- 1.11 For the purposes of the Article all subscriptions shall be deemed to become due each year on the first day of the month that is the anniversary of the calendar month in which the member paid his first membership subscription.
- 1.12 Upon the retirement of any member that member shall not be entitled under any conditions, to any repayment of their subscription.
- 1.13 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.

1.14 Any corporation that becomes a member may appoint a person to act on its behalf and may in like manner remove any person so appointed and appoint another in his place. Any 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 his appointment is not determined.

1.15 The Board shall be entitled to invite any person to become an honorary member of the Trust upon such terms as the Board may determine from time to time.

2. General meetings

2.1 The Trust shall hold a general meeting in each calendar year as its Annual General Meeting at such time and place as may be determined by the Board. Not more than fifteen months may elapse between successive Annual General Meetings.

2.2 At an Annual General Meeting the members shall:

- i) Receive the minutes of the previous Annual General Meeting
- ii) Receive the accounts of the Trust for the previous financial year
- iii) Receive the Trustees report on the Trust's activities for the previous financial year
- iv) Note the retirement of those trustees who wish to retire or who are retiring by rotation
- v) Elect members (individually) to be trustees to fill the vacancies arising
- vi) Elect members (individually) to be Honorary Officers to fill the vacancies arising
- vii) Appoint auditors for the period ending with the following annual general meeting
- viii) Deal with any other business of the Trust

3. Notice of general meetings

3.1 The minimum periods of notice required to hold a general meeting of the Trust are:

- i) Twenty one Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution;
- ii) Fourteen Clear Days for all other general meetings.

3.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

3.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted and no further business shall be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.

3.4 The notice must be given to all of the members and to the Board of Trustees and auditors.

3.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Trust.

4. Proceedings at General Meetings

- 4.1 No business will be transacted at any general meeting unless quorum of 10 members is present in person.
- 4.2 The authorised representative of a member organisation shall be counted in a quorum.
- 4.3 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board of Trustees shall determine. The Board of Trustees must reconvene the meeting and must give the members at least seven Clear Days' notice of the reconvened meeting stating the time date and place of the meeting. If no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting the members present in person or by proxy at the time shall constitute a quorum for that meeting.
- 4.4 The Chairperson (or in their absence, the Vice-Chairperson) shall preside as Chairperson at every General Meeting. If he or she is not present within fifteen minutes of the start of the meeting a Trustee nominated by the Board shall chair the meeting. If there is only one Trustee present and he or she is willing to act he or she shall chair the meeting. If no Trustee is present or is unwilling to act, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 4.5 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 4.6 No business shall be transacted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 4.7 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 4.8 All members will be signed-in at the AGM, by way of a signing in sheet at the door

5. Voting at General Meetings

- 5.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands a poll is demanded:
- i) by the person chairing the meeting;
 - ii) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - iii) by a member or members present in person or by proxy representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.
- 5.2 The declaration of the person chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- 5.3 The result of the vote must be recorded in the minutes of the Trust but the number or proportion of votes cast need not be recorded.
- 5.4 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- 5.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 5.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 5.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 5.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 5.10 The poll may be taken within thirty days after it has been demanded.
- 5.11 If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.12 If the poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 5.13 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

6. Content of Proxy Notices

- 6.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
 - i) states the name and address of the member appointing the proxy;
 - ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board of Trustees may determine; and
 - iv) is delivered to the Trust in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 6.2 The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 6.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 6.4 Unless a proxy notice indicates otherwise, it must be treated as—
- i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

7. Votes of Members

- 7.1 Every member shall have one vote.
- 7.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 7.3 Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust.
- 7.4 The organisation must give written notice to the Trust of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless that notice has been received by the Trust. The representative may continue to represent the organisation until written notice to the contrary is received by the Trust.
- 7.5 Any notice given to the Trust will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the representative has been properly appointed by the organisation.

8. Composition of the Board of Trustees

- 8.1 A Trustee must be an individual person aged 18 years or older who is a member of the Trust
- 8.2 The number of Trustees shall be not less than 6 and not more than 16 (unless otherwise determined by ordinary resolution). A maximum of 4 Trustees may reside on the mainland with the intention that their number will not equal or exceed the number of Trustees who reside in Scilly.
- 8.3 The Trustees shall appoint the following officers:
- i) Chairperson
 - ii) Vice-Chairperson
 - iii) Treasurer

The responsibilities of the officers shall be defined by the Board from time to time.

- 8.4 Prior to the Annual General meeting each year the Board shall propose the Officers of the Trust for the next year for election

8.5 Any casual vacancy in the Board may be filled up by the Board appointing no more than 3 additional members from amongst the members of the Trust for a specified purpose or because of their special expertise. Any member appointed under this article shall retire from office at the next AGM, but shall be eligible for re-election.

9. Powers of Board of Trustees

9.1 The Board of Trustees shall manage the business of the Trust and may exercise all the powers of the Trust unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

9.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board of Trustees.

9.3 Any meeting of Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.

9.4 The Trustees shall appoint a Chief Executive Officer for such term and upon such conditions as they see fit, and any person appointed as the Chief Executive Officer may be removed by them.

10. Retirement of Board of Trustees

10.1 Each officer (Chairperson, Vice-Chairperson, and Treasurer) shall be elected for an initial 3 year period being eligible for re-election for a total period not exceeding 6 years.

10.2 At each AGM one third of the Board of Trustees shall retire from office, but shall be eligible for re-election for a total period of 9 years.

10.3 No Trustee shall serve for a period of more than 9 consecutive years and shall be deemed to have given notice of their retirement on the expiration of that period in accordance with the articles. On the expiration of such period and the retirement of the relevant Trustee, a further year must lapse before that person shall be eligible for re-election to the Board of Trustees.

11. Appointment of Honorary Officers

11.1 The Board may appoint a Patron, President and Vice-presidents. Such officers shall be honorary.

11.2 The Presidents and Vic-presidents (if any) shall be elected at the AGM on recommendation of the Board and shall hold office for 5 years. They shall be eligible for re-election for 1 further term after which they shall stand down.

11.3 Any Honorary Officer who shall cease to be a member of the Trust shall be deemed to vacate his or her office immediately.

12. Disqualification and removal of Board of Trustees

12.1 A Trustee shall cease to hold office and shall not be appointed to office if he or she:

- i) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 or the Company Directors Disqualification Act 1986 (or any statutory re-enactment or modification of that provision);

- ii) ceases to be a member of the Trust;
- iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- iv) resigns as a Trustee, in writing by e-mail or post to the Trust CEO
- v) is absent without the permission of the Board of Trustees for at least 3 consecutive meetings and the Trustees resolve that his or her office be vacated; or
- vi) The Board may by extraordinary resolution remove any member of the Board before the expiration of their period of office and may by ordinary resolution appoint another qualified member instead.

13. Remuneration of Board of Trustees

The Board of Trustees must not be paid any remuneration.

14. Proceedings of Board of Trustees

- 14.1 The Board of Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 14.2 Any Trustee may call for a meeting of the Board, through the chairperson and observing a minimum notice period of 2 weeks.
- 14.3 Questions arising at a meeting shall be decided by a majority of the votes.
- 14.4 In the case of an equality of votes, the person who is chairing the meeting shall have second or casting vote.
- 14.5 A meeting may be held by suitable Electronic Means agreed by the Board of Trustees in which each participant may communicate with all the other participants. The Trustee who is chairing the meeting on that date must be in the same place as the majority of the participants
- 14.6 No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made. Present includes being present by suitable Electronic Means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants.
- 14.7 The quorum shall be 5 of the Board of Trustees to include an Officer (Chair, Vice Chair or Treasurer) or such larger number as may decided from time to time by the Board of Trustees.
- 14.8 A Trustee shall not be counted in the quorum present when a decision is made upon which that Trustee is not entitled to vote.
- 14.9 If the number of Board of Trustees is less than the number fixed as the quorum, the continuing Board of Trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.10 The Board of Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.

- 14.11 If no-one has been appointed to chair meetings of the Board of Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board of Trustees present may appoint one of their number to chair that meeting.
- 14.12 The person appointed to chair meetings of the Board of Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Board of Trustees.
- 14.13 A resolution in writing or in Electronic Form agreed by a simple majority of all the Board of Trustees entitled to receive notice of a meeting of Board of Trustees or of a committee of the Board of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of Board of Trustees duly convened and held provided that:
- i) a copy of the resolution is sent or submitted to all the Board of Trustees eligible to vote; and
 - ii) a simple majority of Board of Trustees has signed its agreement to the resolution and an authenticated Document or Documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 14.14 The resolution in writing may comprise several Documents containing the text of the resolution in like form to each of which one or more of the Board of Trustees have signified their consent.
- 14.15 Representatives of other organisation may attend meetings of the Trustees by initiation and may speak at such meetings, but shall have no voting rights

15. Delegation

- 15.1 The members of the Board of Trustees may delegate any of their powers or functions, to the Chief Executive or to a committee of three or more members of the Board of Trustees, but the terms of any delegation must be recorded in the minutes.
- 15.2 The members of the Board of Trustees may impose conditions when delegating, including the conditions that:
- i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii) no expenditure may be incurred on behalf of the Trust except in accordance with a budget previously agreed by the members of the Board of Trustees.
- 15.3 The members of the Board of Trustees may revoke or alter a delegation.
- 15.4 All acts and proceedings of any committees must be fully and promptly reported to the Board of Trustees.
- 15.5 The following matters shall not be delegated:
- 15.5.1 any risk review required by any statement of recommended practice;

- 15.5.2 any decision to acquire or dispose of land;
- 15.5.3 approval of the Trust's accounts and financial statements;
- 15.5.4 approval of the Trust's annual budget; and
- 15.5.5 approval of the Trust's business plan.

16. Declaration of Board of Trustees' interests

- 16.1 A Trustee must declare an interest in any matters under discussion by the Trustees and may be required by other Trustees to absent himself from some or all of the discussion in which it is likely that a conflict will arise between his or her duty to act solely in the interest of the Trust and any personal interest (including, but not solely limited to any personal financial interest)

17. Conflicts of interest

- 17.1 If a conflict of interests arises for a Trustee because of a duty or loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles the unconflicted Board of Trustees may authorise such a conflict of interests where the following conditions apply:

- i) the conflicted Trustee is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
- ii) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Board of Trustees is present at the meeting; and
- iii) the un-conflicted Board of Trustees consider it is in the best interests of the Trust to authorise the conflict of interests in the circumstances applying.

- 17.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustees or to a Connected Person.

18. Validity of Board of Trustees' Decisions

- 18.1 All acts done by a meeting of Board of Trustees, or of a committee of Board of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- i) who was disqualified from holding office;
- ii) who had previously retired or who had been obliged by the Articles or the by-laws and rules of the Trust to vacate office;
- iii) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

- iv) the vote of that Trustee; and

- v) that Trustee being counted in the quorum;

The decision has been made by a majority of the Board of Trustees at a quorate meeting.

- 18.2 Article 27.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred on him or her by resolution of the Board of Trustees or of a committee of Board of Trustees if, but for article 27.1, the resolution would have been void, or if the Director has not complied with article 25.

19. Seal

If the Trust has a seal it must only be used by the authority of the Board of Trustees or of a committee of Board of Trustees authorised by the Board of Trustees. The Board of 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 Director and by the Secretary (if any) or by a second Director.

20. Minutes

- 20.1 The Board of Trustees must keep minutes of all:

- (a) appointments of Honorary Officers made by the Board of Trustees;
- (b) proceedings at General Meetings of the Trust;
- (c) meetings of the Board of Trustees and committees of Board of Trustees including:
 - i. Names of the Trustees and other persons present at each meeting
 - ii. Apologies for absence
 - iii. Delegation of powers and functions
 - iv. The decisions made at the meetings;
 - v. Where appropriate the reasons for the decisions, whilst respecting confidentiality of personal information.

21. Accounts

- 21.1 The Board of Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- 21.2 The Board of Trustees must keep accounting records as required by the Companies Acts.

22. Annual Report and Return and Register of Charities

- 22.1 The Board of Trustees must comply with the requirements of the Charities Act 1993 with regard to the:

- i) transmission of statements of account of the Trust;

- ii) preparation of an Annual Report and its transmission to the Commission; and
 - iii) preparation of an Annual Return and its transmission to the Commission.
- 22.2 The Board of Trustees must notify the Commission promptly of any changes to the Trust's entry to the Central Register of Charities.
- 23. Means of communication to be used**
- 23.1 Subject to the Articles, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Trust.
- 23.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Board of Trustees may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 23.3 Any notice to be given to or by any person pursuant to the Articles:
- i) must be given in writing; or
 - ii) must be given in Electronic Form.
- 23.4 The Trust may give any notice to a member either:
- i) personally;
 - ii) by sending it by post in a prepaid envelope addressed to the member at his or her address;
 - iii) by leaving it at the address of the member; or
 - iv) by giving it in Electronic Form to the member's agreed e-mail address.
- 23.5 A member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust.
- 23.6 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 23.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 23.8 Proof that an Electronic Form of notice was given shall be conclusive where the Trust can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 23.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- i) 48 hours after the envelope containing it was posted; or
- ii) in the case of Electronic Form of communication, 48 hours after it was sent.

24. Indemnity

- 24.1 The Trust shall indemnify any relevant Director, member of the Board of Trustees or other officer of the Trust against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 24.2 In this article a 'relevant Director' means any Director or former Director of the Trust.

25. Rules

- 25.1 The Board of Trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Trust.
- 25.2 The rules may regulate the following matters but are not restricted to them:
- a) the admission of members to the Trust (including the admission of organisations to memberships) and the right and privileges of such members, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the Trust in relation to one another, and to the Trust's employees and volunteers;
 - c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purpose;
 - d) the procedure at general meetings and meetings of the Board of Trustees in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - e) generally, all such matters as are commonly the subject matter of company rules.
- 25.3 The Trust in general meeting has the power to alter, add to or repeal the rules.
- 25.4 The Board of Trustees must adopt such means as they think sufficient to bring the rules to the notice of the members of the Trust.
- 25.5 The rules shall be binding on all members of the Trust. No rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

26. Dissolution

- 26.1 The members of the Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust be applied or transferred in any of the following ways:
- i) to the Royal Society of Wildlife Trusts (Registered Charity 207238) who shall apply any net assets in accordance with the Trust's objects; or

- ii) directly for the objects;
- iii) by transfer to any charity or charities for purposes similar to the objects; or
- iv) to any charity or charities for use for particular purposes that fall within the objects.

26.2 In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a Trust) and if no resolution is passed by the members or the Board of Trustees, the net assets of the Trust shall be applied for charitable purposes as directed by the Court of the Commission

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