

COCKAYNES WOOD TRUST

MEMORANDUM AND ARTICLES OF ASSOCIATION

Incorporated on 5 March 2008

Company Number 06524713



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The Companies Acts 1985 to 1989 & 2006

**Company Limited by Guarantee
and Not Having a Share Capital**

MEMORANDUM OF ASSOCIATION

of

COCKAYNES WOOD TRUST

1. The Company's name is COCKAYNES WOOD TRUST ¹ (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 are:
 - 3.1 To safeguard the site known as Villa Farm Quarry for the purposes of wildlife conservation, recreation and education;
 - 3.2 To maintain the conservation value of the site for the regionally and nationally scarce species which occur on it;
 - 3.3 To promote sustainable and educational use of the site and encourage community involvement with the site;
 - 3.4 To encourage outdoor recreation and exercise amongst the local communities and the wider public without discrimination.
4.
 - 4.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - 4.1.1 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

¹ The name of the company was changed from COCKAYNES WOOD TRUST LIMITED by special resolution dated 12 March 2008.

- 4.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
 - 4.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 4.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 4.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - 4.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 4.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
 - 4.1.10 to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee,
 - in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - 4.1.11 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;
 - 4.1.12 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - 4.1.13 to do all such other lawful things as are necessary for the achievement of the Objects.
- 4.2 The liabilities referred to in sub-clause (1) (k) are:
- 4.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
 - 4.2.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4.3
- 4.3.1 The following liabilities are excluded from sub-clause (2)(a):
 - (a) fines;

- (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (c) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

4.3.2 There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5.

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

5.2

5.2.1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

5.2.2 Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

5.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

5.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

5.4 No Director may:

5.4.1 buy any goods or services from the Charity;

5.4.2 sell goods, services, or any interest in land to the Charity;

5.4.3 be employed by, or receive any remuneration from the Charity;

5.4.4 receive any other financial benefit from the Charity; unless:

(a) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or

(b) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

5.5

- 5.5.1 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- 5.5.2 A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- 5.5.3 A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
- 5.5.4 A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1 % of the issued capital of that company.
- 5.5.5 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

5.6

- 5.6.1 The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (a) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (b) The Director is absent from the part of any meeting at which there is discussion of:
- his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under subclause 5(5); or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).
- (c) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (d) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- (e) The reason for their decision is recorded by the Directors in the minute book.

- (f) A majority of the Directors then in office have received no such payments.
- 5.6.2 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (a) a partner;
 - (b) an employee;
 - (c) a consultant;
 - (d) a director; or
 - (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- 5.7 In sub-clauses (2)-(6) of this clause 5:
- 5.7.1 "Charity" shall include any company in which the Charity:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company
- 5.7.2 "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.
6. The liability of the members is limited.
7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves,
- 8.
- 8.1 The members of the Charity may at anytime before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 8.1.1 directly for the Objects; or
 - 8.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 8.1.3 to any charity for use for particular purposes that fall within the Objects;

- 8.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- 8.2.1 directly for the Objects; or
 - 8.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 8.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 8.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity be applied for charitable purposes as directed by the Court or the Commission.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names and Addresses of Subscribers

Robin Cottrill
13 Crestlands
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Dated: 29 February 2008

The Companies Acts 1985 to 1989 & 2006

**Company Limited by Guarantee and
Not Having a Share Capital**

NEW ARTICLES OF ASSOCIATION ²

of

COCKAYNES WOOD TRUST

1. Interpretation

In these articles:

"the Acts"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force;
"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;
"the Charity"	means the company intended to be regulated by these articles;
"clear days"	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• the day when the notice is given or deemed to be given; and• the day for which it is given or on which it is to take effect;
"the Commission"	means the Charity Commissioners for England and Wales;
"the memorandum"	means the memorandum of association of the Charity;
"officers"	includes the Directors, secretary and Treasurer;
"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 Directors"	means the directors of the Charity, The directors are charity trustees as defined by Section 97 of the Charities Act 1993;
"the United Kingdom"	means Great Britain and Northern Ireland; and

² The new Articles were adopted by special resolution dated 28 June 2008.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Members

2.1 The subscribers to the memorandum are the first members of the Charity.

2.2 Membership is open to other individuals or organisations who:

2.2.1 apply to the Charity in the form required by the Directors; and

2.2.2 are approved by the Directors.

2.1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

2.2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

2.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

2.4 Membership is not transferable to anyone else.

2.5 The Directors must keep a register of names and addresses of the members.

3. Classes of Membership

3.1 The Directors may establish classes of membership with different rights and obligations, including a junior, non-voting membership for members under the age of eighteen, and shall record the rights and obligations in the register of members.

3.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

3.3 The rights attached to a class of membership may only be varied if:

3.3.1 three-quarters of the members of that class consent in writing to the variation; or

3.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

3.4 The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

4. Termination of Membership

4.1 Membership is terminated if:

- 4.1.1 the member dies or, if it is an organisation, ceases to exist;
- 4.1.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 4.1.3 any sum due from the member to the Charity is not paid in full within six months of it falling due;
- 4.1.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

5. General Meetings

- 5.1 The Charity must hold its first annual general meeting within twelve months after the date of its incorporation.
- 5.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 5.3 The Directors may call general meetings at any time and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Acts. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Charity may call a general meeting.

6. Notice of General Meetings

- 6.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- 6.2 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 who together hold not less than 90 percent of the total voting rights.
- 6.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 6.4 The notice must be given to all the members and to the Directors and auditors.
- 6.5 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 Charity.

7. Proceedings at General Meetings

- 7.1 No business shall be transacted at any general meeting unless a quorum is present.
- 7.2 A quorum is:
- 7.2.1 10 members entitled to vote upon the business to be conducted at the meeting; or
 - 7.2.2 one tenth of the total membership at the time;
 - 7.2.3 whichever is the lower, provided that those present shall include one third of the Directors entitled to vote upon the business to be conducted at the meeting and two or more of the secretary, Chairman and Treasurer.
- 7.3 The authorised representative of a member organisation shall be counted in the quorum.
- 7.4 If:
- 7.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 7.4.2 during a meeting a quorum ceases to be present;
 - 7.4.3 the meeting shall be adjourned to such time and place as the Directors shall determine.
- 7.5 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 7.6 If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 7.7 General meetings shall be chaired by the Chairman or in his absence, the person who has been appointed to chair meetings of the Directors.
- 7.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 7.9 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 7.10 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 7.11 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 7.12 The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- 7.13 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 7.14 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.

- 7.15 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:
- 7.15.1 by the person chairing the meeting; or
 - 7.15.2 by at least two members having the right to vote at the meeting; or
 - 7.15.3 by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
- 7.16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 7.17 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded. 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.
- 7.18 The authorised representative of a member organisation shall be entitled to make a request for a poll on behalf of the member organisation he or she represents in accordance with Article 7.15.
- 7.19 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.
- 7.20 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.
- 7.21 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.
- 7.22 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 7.23 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 7.24 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.
- 7.25 The poll must be taken within thirty days after it has been demanded.
- 7.26 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.
- 7.27 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 7.28 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

8. Votes of Members

- 8.1 Any question put to the vote at any general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands the chairman of the meeting shall decide that a poll be taken or a poll is demanded as provided for in article 7.15. Subject to Article 3, on a vote by show of hands each member who (being an individual) is present in person or by proxy or (being an organisation) is represented by an authorised representative or by proxy unless the proxy (in either case) or the representative is himself a member entitled to vote shall be entitled to one vote. Subject to Article 3, on a vote by poll each member and each organisation entitled to vote and represented by an authorised representative present at the meeting or present at the meeting by proxy shall be entitled to one vote.
- 8.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity which is overdue for payment.
- 8.3 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.
- 8.4 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 8.5 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 8.6 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 8.7 In respect of a notice appointing a representative to represent an organisation, the person so authorised shall be entitled to exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual member of the Charity.

9. Directors

- 9.1 A Director must be a natural person aged 18 years or older and must be a member of the Charity or the authorised representative of a member organisation.
- 9.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 13.
- 9.3 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 9.4 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 9.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

10. Powers and duties of Directors

- 10.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- 10.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 10.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 10.4 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers and duties under the memorandum and Articles and otherwise the Directors shall have the following powers and duties namely:
- 10.4.1 to keep in repair and ensure that satisfactory insurance exists in respect of the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant), third parties, public liability and employer's liability;
- 10.4.2 to be responsible for receipt, banking, depositing and spending of all monies in such manner as they shall consider most beneficial for the achievement of the Objects, ensuring that proper accounts are kept of such monies. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Directors 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 signatories authorised by the Directors;
- 10.4.3 to engage all such employees and Officers as they may consider necessary for the purposes of furthering the objects of the Charity and to regulate their duties and fix their salaries; and
- 10.4.4 to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity.

11. Retirement

- 11.1 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 11.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 11.3 If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.
- 11.4 If the Charity, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director 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 Director is put to the meeting and lost.

12. The Appointment of Directors

- 12.1 The Charity may by ordinary resolution:
- 12.1.1 appoint a person who is willing to act to be a Director; and
 - 12.1.2 determine the rotation in which any additional Directors are to retire.
- 12.2 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- 12.2.1 he or she is recommended for re-election by the Directors; or
 - 12.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director;
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 12.3 All members who are entitled to receive notice of a general meeting must be given not less than seven, nor more than twenty-eight, clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 12.4 The Directors may appoint a person who is willing to act to be a Director.
- 12.5 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation at that annual general meeting.
- 12.6 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

13. Disqualification and removal of Directors

- 13.1 A Director shall cease to hold office if he or she:
- 13.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - 13.1.2 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);
 - 13.1.3 ceases to be a member of the Charity or the authorised representative of a member organisation or the member organisation of which he or she is the authorised representative ceases to be a member of the Charity;
 - 13.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- 13.1.5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- 13.1.6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or
- 13.1.7 is adjudicated becomes bankrupt, or has a receiving order in bankruptcy made against him or makes a voluntary arrangement as defined in the Insolvency Act 1986.

14. Directors' Remuneration

- 14.1 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum or clause 14.2.
- 14.2 The Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

15. Proceedings of Directors

- 15.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 15.2 Any Director may call a meeting of the Directors.
- 15.3 The secretary must call a meeting of the Directors if requested to do so by a Director.
- 15.4 Questions arising at a meeting shall be decided by a majority of votes.
- 15.5 At a meeting of the Directors, in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 15.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 15.7 The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors, provided that those present shall include two or more of the secretary, Chairman and Treasurer.
- 15.8 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 15.9 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 15.10 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

- 15.11 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.
- 15.12 The Directors shall as soon as possible following the annual general meeting elect from their number a Chairman who shall chair their meetings and a Treasurer who shall hold such offices until the next annual general meeting or until removed as Directors or until removed from such offices at an general meeting called for this purpose, whichever is the earliest. The Chairman and Treasurer may at any time resign their office by giving notice in writing to the Directors. The Chairman and/or Treasurer shall immediately cease to hold office upon their ceasing to be a Director or member.
- 15.13 Where a vacancy arises in the office of Chairman or Treasurer, the Directors shall at their next meeting elect one of their number to fill that vacancy.
- 15.14 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

16. Delegation

- 16.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 16.2 The Directors may impose conditions when delegating, including the conditions that:
- 16.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 16.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 16.3 The Directors may revoke or alter a delegation.
- 16.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 16.5 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 16.6 Subject to Article 16.7, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- 16.6.1 who was disqualified from holding office;
 - 16.6.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 16.6.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
 - 16.6.4 if without the vote of the Director; and that Director being counted in the quorum; the decision has been made by a majority of the Directors at a quorate meeting.

16.7 Article 16.6 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 16.6, the resolution would have been void, or if the Director has not complied with Article 16.5.

17. Secretary

17.1 Subject to the provisions of the Act, the secretary (if one is appointed) shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

18. Seal

18.1 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors 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 or by a second Director.

19. Minutes

19.1 The Directors must keep minutes of all:

19.1.1 appointments of officers made by the Directors;

19.1.2 proceedings at meetings of the Charity;

19.1.3 meetings of the Directors and committees of Directors including:

(a) the names of the Directors present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

20. Accounts

20.1 The Directors must prepare for each financial year accounts as required by the 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.

20.2 The Directors must keep accounting records as required by the Acts.

21. Annual Report and Return and Register of Charities

21.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:

21.1.1 the transmission of the statements of account to the Charity;

21.1.2 the preparation of an annual report and its transmission to the Commission;

21.1.3 the preparation of an annual return and its transmission to the Commission.

21.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

22. Indemnity

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

22.2 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

22.3 The bye laws may regulate the following matters but are not restricted to them:

22.3.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

22.3.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

22.3.3 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;

22.3.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;

22.3.5 generally, all such matters as are commonly the subject matter of company rules.

22.4 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

22.5 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

22.6 The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

23. Notices

23.1 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 Board need not be in writing. In this Article, "address", in relation to electronic communications, includes any number or addresses used for the purposes of such communications.

- 23.2 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, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 23.3 A member present in person 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.
- 23.4 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.

Names and Addresses of Subscribers

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Dated: 29 February 2008