

**ARTICLES OF ASSOCIATION
OF
SHEFFIELD WILDLIFE TRUST**

CONTENTS

1	Membership.....	2
2	General Meetings	2
3	The Trustees	4
4	Trustees' Proceedings.....	5
5	trustees' Powers.....	5
6	Records and Accounts	6
7	notices	6
8	Dissolution	7
9	Interpretation	7

COMPANIES ACTS 1985 AND SUBSEQUENT LEGISLATION.

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF SHEFFIELD WILDLIFE TRUST

1 MEMBERSHIP

1.1 The Charity must maintain a register of members.

1.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:

1.2.1 applies to the Charity in the form required by the Trustees;

1.2.2 is acceptable to the Trustees; and

1.2.3 consents to become a member either personally or (in the case of an organisation) through an authorised representative.

1.3 The Trustees may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.

1.4 Membership is terminated if the member concerned:

1.4.1 gives notice of resignation to the Charity;

1.4.2 dies or (in the case of an organisation) ceases to exist;

1.4.3 is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or

1.4.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

1.5 Membership of the Charity is not transferable.

2 GENERAL MEETINGS

2.1 Members are entitled to attend general meetings either personally, or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days' notice to all members specifying the business to be discussed.

2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 25.

ADOPTED at SWT's AGM, 25th September 2014

- 2.3 If a quorum is not present
- 2.3.1 within half an hour from the time appointed for the meeting ; or
 - 2.3.2 during the meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 2.3.3 The Trustees 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.
 - 2.3.4 If no quorum is present at the reconvened meeting within 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.
- 2.4 The Chair of Trustees or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.5 Except where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast. All votes shall be cast in person except where the Board of Trustees has authorised postal or electronic voting.
- 2.6 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.
- 2.7 Except at first, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.
- 2.8 An AGM must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 2.10 At an AGM the members:
- 2.10.1 receive the accounts of the Charity for the previous financial year;
 - 2.10.2 receive the Trustees' report on the Charity's activities during the previous financial year;
 - 2.10.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - 2.10.4 elect Trustees to fill vacancies according to the method of election decided in advance by the Trustees;
 - 2.10.5 authorise audit or other examination of the Charity's accounts, as required by legislation;
 - 2.10.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Life Vice-President of the Charity; and

- 2.10.7 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.11 Any general meeting which is not an AGM is an EGM.
- 2.12 An EGM may be called at any time by the Trustees and must be called within 28 clear days of a written request from at least 50 members
- 3 THE TRUSTEES**
- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees when complete will consist of at least 5 and not more than 13, (the number to be determined by the Board of Trustees annually in advance of the AGM) individuals, all of whom must be members and from these a Chairman will be elected by the Trustees.
- 3.3 Every Trustee before appointment or reappointment must sign a declaration of eligibility and willingness to act as a trustee of the Charity
- 3.4 Every Trustee shall be elected to serve for a period ending no later than the third AGM following their election.
- 3.5 A retiring Trustee who remains qualified may be re-elected provided that any Trustee who has served in office continuously for 2 consecutive terms of office shall not be eligible for re-election until the AGM in the following year.-
- 3.6 A Trustee's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.6.3 is absent without notice from 4 consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
 - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);
 - 3.6.5 resigns by written notice to the Trustees (but only if at least four Trustees will remain in office; if the number of Trustees falls below five, the remaining Trustees may act only to co-opt other Trustees);
 - 3.6.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 3.7 The Trustees may at any time co-opt any individual who is qualified to be a Trustee to fill a vacancy in their number, as agreed for the year in question but a co-opted Trustee holds office only until the next AGM when they can seek election if they wish.

3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4 TRUSTEES' PROCEEDINGS

4.1 The Trustees must hold at least four meetings each year.

4.2 A quorum at a meeting of the Trustees shall be half their number.

4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed in advance by the Trustees in which all potential participants may communicate with all the other participants.

4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document each executed by one or more of the Trustees and may be sent by written or electronic communication and will be treated as passed on the date of the last signature.

4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5 TRUSTEES' POWERS

5.1 The Trustees have the following powers in the administration of the Charity:

5.1.1 to appoint a Secretary in accordance with the Companies Act;

5.1.2 to appoint a Chairman, Treasurer and other honorary officers;

5.1.3 to appoint a President, who is not necessarily from among their number, and up to four Vice Presidents, upon such terms and conditions as the Trustees shall think fit;

5.1.4 to delegate any of their functions as Trustees to committees consisting of two or more individuals appointed by them. All proceedings of committees must be reported fully and promptly to the Trustees;

5.1.5 to make standing orders consistent with the Memorandum, the Articles and the Companies Act and any other relevant legislation to govern proceedings at general meetings.

5.1.6 to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;

- 5.1.7 to make regulations consistent with the Memorandum, the Articles and the Companies Act and any other relevant legislation to govern the administration of the Charity and the use of its seal (if any);
- 5.1.8 to determine the voting procedure to be adopted at General Meetings (the AGM and EGMs) at meetings of the Board of Trustees and at meetings of all committees established by the trustees.
- 5.1.9 to establish procedures to assist the resolution of disputes or differences within the Charity;
- 5.1.10 to exercise any powers of the Charity which are not reserved to a general meeting.

6 RECORDS AND ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act and any other relevant legislation as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual returns;
 - 6.1.2 annual reports; and
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
 - 6.2.1 all proceedings at general meetings;
 - 6.2.2 all proceedings at meetings of the Trustees;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may also be made available for inspection by members who are not Trustees subject to reasonable restrictions and upon payment of reasonable costs.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

7 NOTICES

- 7.1 Notices under the Articles may be sent by hand, by post or by suitable electronic communication or (where applicable to members generally) may be published in any suitable journal, newspaper or any journal distributed by the Charity, or on the Charity's website.

ADOPTED at SWT's AGM, 25th September 2014

- 7.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 7.3.1 48 hours after being sent by electronic communication, in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators
 - 7.3.2 48 hours after being sent by post or delivered by hand to that address;
 - 7.3.3 on the date of publication of a newspaper, journal or website containing the notice;
 - 7.3.4 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or,
 - 7.3.5 if earlier, as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8 DISSOLUTION

- 8.1 The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9 INTERPRETATION

- 9.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

AGM means an annual general meeting of the Charity;

the Articles means the Charity's articles of association;

authorised representative means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

Chairman means the chairman of the Trustees;

the Charity means the company governed by the Articles;

the Charities Act means the Charities Act 1993 and any subsequent legislation;

charity trustee has the meaning prescribed by section 97(1) of the Charities Act;

clear day means 24 hours from midnight following the relevant event;

the Commission means the Charity Commissioners for England and Wales;

the Companies Act means the Companies Act 1985 and any subsequent legislation;

connected person means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

custodian means a person or body who undertakes safe custody of assets or of documents or records relating to them;

EGM means an extraordinary general meeting of the Charity;

financial expert means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

financial year means the Charity's financial year;

firm includes a limited liability partnership;

indemnity insurance means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

informal membership refers to a supporter who may be called a 'member' but is not a company member of the Charity.

material benefit means a benefit which may not be financial but has a monetary value;

member and **membership** refer to company membership of the Charity;

Memorandum means the Charity's Memorandum of Association;

month means calendar month;

nominee company means a corporate body registered or having an established place of business in England and Wales;

the Objects means the Objects of the Charity as defined in clause Error! Reference source not found.4 of the Memorandum;

the President means the President of the Charity who is not a Trustee but is appointed by the Trustees.

Secretary means the company secretary of the Charity;

Signature – this includes verifiable written and electronic signatures

taxable trading means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

Trustee means a director of the Charity and **Trustees** means the directors.

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written or in writing refers to a legible document as defined in law at the time on paper including a fax message or electronic communication

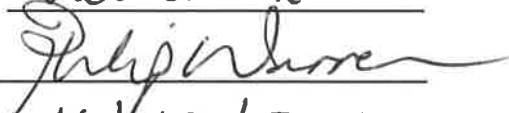
year means calendar year.

- 9.2 Expressions defined in the Companies Act have the same meaning.
- 9.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

These Articles of Association have been adopted and put into place by Sheffield Wildlife Trust

Name PHILIP WARREN

Position VICE CHAIR

Signed 

Date 16/10/2014