

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
of  
ENVIRONMENT TRUST FOR RICHMOND UPON THAMES

INTERPRETATION

GENERAL

1. IN these Presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985
These Articles	These Articles of Association
The Borough	The London Borough of Richmond upon Thames
The Board of Trustees	The Board of Trustees for the time being of the Trust
The Office	The registered office of the Trust
The Seal	The common Seal of the Trust
The Secretary	Any person appointed to perform the duties of Secretary to the Trust
The Trust	The Environment Trust for Richmond upon Thames
Month	Calendar Month
In writing	Written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

Any words importing the singular number only shall include the plural number and vice versa.

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

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which These Articles become binding on the Trust shall if not inconsistent with the subject or context bear the same meaning in These Articles

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

## MEMBERSHIP

3. The number of members of the Trust is not limited
4. Arrangements for membership shall be under the supervision of the Board of Trustees so however that there shall be the following classes of membership:
  - a) ordinary membership
  - b) family membership
  - c) group membership
  - d) corporate membership
  - e) associate membership
  - f) youth membership
  - g) life membership
5. Ordinary membership shall be open to persons on the electoral roll of the Borough or who reside or work or own or rent property or have interest in the Borough and family membership shall be open to families of which one adult member would be eligible for ordinary membership
6. Group membership shall be open to voluntary groups based in the Borough and having objects similar to those of the Trust
7. Corporate membership shall be open to corporations public bodies institutions and firms located in or having working relations in the Borough
8. Associate membership shall be open to persons not eligible for ordinary membership
9. Youth membership shall be open to persons under 18 years of age on the date of paying the subscription who reside study or work in the Borough
10. Honorary Advisers may be appointed who have been officers or other long-standing members or supporters of the Trust; and Honorary Advisers shall be appointed at the AGM for a term of two years (but be eligible for re-appointment for not more than two consecutive terms), shall be available for consultations and shall be invited to at least one meeting a year with officers of the Trust or with the Board of Trustees (at which other persons may be present)
11. A single flat-rate subscription for life membership and the annual subscriptions for the other classes of membership shall be determined by the Annual General Meeting
12. Section 352 of the Act shall be observed by the Trust and on taking up membership a member shall sign either a written consent to become a member or the register of members (which shall contain his address) and shall be given a summary of the memorandum of association of the Trust and of These Articles; and any member may terminate his membership by notice in writing and thereupon his name shall be deleted from the register
13. If any member shall fail in the observance of These Articles or of any regulations of the Board of Trustees made under any powers vested in them or for other

sufficient reason the Board of Trustees may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the register of members and he shall thereupon cease to be a member

14. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting (AGM) at such time (not being more than 15 calendar months after the preceding AGM) and place as the Board of Trustees may appoint
15. The Board of Trustees will provide information to members regarding activities of the Trust and regarding any proposals of Trustees for future policies or activities via regular newsletters and events or meetings, which may be open to potential members and members of the public.
16. Members who wish to discuss and influence a particular policy may ask Trustees to convene a meeting or may call an Extraordinary General Meeting as specified in 17. below.
17. The Board of Trustees may and on the written requisition of five members shall convene an Extraordinary General Meeting (of which not less than 21 days notice shall be given) to discuss a matter of major policy or urgency or the expulsion of a member as provided in para 13; and the notice announcing such meeting shall state also the nature of such matter and any resolution to be proposed.
18. Subject to the provisions of Section 378 (2) of the Act relating to Special Resolutions and to the provisions of Section 369 of the Act relating to Annual General Meetings (AGMs), twenty one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of such business shall be given to the members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Trust in AGM but with the consent of all the members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than AGMs a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member or the non-receipt by any members of such notice shall not invalidate the proceedings at any general meeting.

## **ANNUAL AND EXTRAORDINARY GENERAL MEETINGS**

### **The Annual General Meeting**

19. The business of the AGM shall be:
  - (a) to receive and discuss
    - (i) a report of the Trust's work during the year and plans for the following year
    - (ii) the accounts and balance sheets and the report of the Auditors or Reporting Accountant

- (b) to elect
  - (i) Officers of the Trust
  - (ii) Members of the Board of Trustees
  - (iii) Auditors or Reporting Accountant and fix their remuneration
- (c) to decide any alterations to the Constitution such alterations to be submitted in full and reasons given for and against such alteration
- (d) to consider any other resolutions submitted under the provisions of 67 below

### **Extraordinary General Meetings**

- 20. The business shall be as stated in the notice announcing the meeting and if thought fit may include the passing of any consequential resolution

### **Annual and Extraordinary General Meetings**

- 21. No business shall be transacted at any Annual or Extraordinary General meeting except the adjournment of the meeting unless a quorum of members is present at the time when the meeting proceeds to business such quorum to be 15 or one hundredth of the total membership whichever is the greater
- 22. If within 30 minutes from the time appointed for the meeting a quorum be not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum be not present within 30 minutes from the time appointed for the meeting the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- 23. The Chairman of the Trust or in his absence the Vice-Chairman (if any) shall preside at every Annual or Extraordinary General meeting of the Trust. If there be no such Chairman or if at any meeting he be not present within 30 minutes after the time appointed for holding the meeting the members present shall choose one of the members of the Board of Trustees present to be Chairman or if no member of the Board of Trustees be present and willing to take the Chair the members present shall choose one of their number to be Chairman
- 24. 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 twenty-one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
- 25. At any Annual or Extraordinary General meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon

the declaration of the result of the show of hands demanded by the Chairman or by at least three members present in person or by a member or members having the right to vote at the meeting and unless a poll be so demanded by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn

26. Subject to the provisions of the next succeeding Article if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
27. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded

#### **VOTES OF MEMBERS**

28. Subject to Article 29 every member shall have one vote

29.
  - (a) Save as herein expressly provided no person other than a member duly registered shall be entitled to vote at any meeting
  - (b) Family membership shall entitle members of the family present at an Annual or Extraordinary General meeting to not more than two votes, but no one member of the family shall be entitled to more than one vote
  - (c) Associate members shall not be entitled to vote
  - (d) Any corporate member may by resolution of its governing body authorise such one 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 voting powers on behalf of the corporation he represents as that corporation could have exercised if it were an ordinary member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised office of the governing body of the corporation shall be conclusive evidence of such appointment

30. Votes shall be given on a poll personally. The representative of a corporation may vote on a show of hands. No person shall be entitled to give more than one proxy vote
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing
32. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy provided that no intimation in writing of the revocation shall have been received at the office or other place as aforesaid one hour at least before the time fixed for holding the meeting
34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

**ENVIRONMENT TRUST FOR RICHMOND UPON THAMES**

"I.....

of .....

a member of Environment Trust for Richmond upon Thames  
(hereinafter called "the Trust") and entitled to one vote hereby  
appoint .....

.....

of .....

another member of the Trust and failing him.....

.....

of .....

another member of the Trust to vote for me and on my behalf at  
the (Annual or Extraordinary as the case may be) General Meeting  
of the Trust to be held on the ..... day of  
..... and at any adjournment thereof  
AS WITNESS my hand this ..... day of  
..... 20xx"

## MEETINGS OF THE TRUST

35. The business of meetings of the Trust shall include:

- (a) Provision of information by Trustees to members on policy matters and matters of a controversial nature which could affect the Trust
- (b) Exchange of information and request for the views of members and of the inhabitants of the Borough on the Trust and on all matters of relevant interest in the Borough
- (c) Trustees request for assistance from the inhabitants and members of the Trust in carrying out the work of the Trust and Trustees advice regarding the organising and supervising of such assistance
- (d) Trustees advice regarding the establishment of project teams (or sub-committees) to carry out specific tasks for the Trust
- (e) Provision of information by Trustees to members regarding the activities of the Trust.
- (f) Information provided to the Board of Trustees as to the wishes of the inhabitants of the Borough

## BOARD OF TRUSTEES

36. The affairs of the Trust shall be managed by a Board of Trustees who shall, subject to any resolutions passed at Annual or Extraordinary General Meetings of the Trust, be responsible for:

- (a) Formulating and implementing Trust policy and strategy in the short and long term and settling issues of controversy
- (b) At their discretion, delegating responsibility for the day-to-day Project, Admin and Financial work carried out by The Trust to sub-committees
- (c) Representing the Trust to outside bodies and individuals or delegating this task to others

The number of members of the Board in addition to Trust Officers, shall not be fewer than 3 nor more than 11.

37. The members of the Board of Trustees shall be:

- (a) Officers of the Trust
- (b) Such other persons (being members of the Trust) as shall from time to time be elected thereto by the members of the Trust in Annual or Extraordinary General meeting

Provided that no person who is employed by the Trust and receiving any salary fees remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 5 of the Memorandum of Association) shall be eligible for membership of the Board of Trustees

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

38. The Board of Trustees may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business which shall be not less than three. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
39. A member of the Board of Trustees may and on the request of a member of the Board of Trustees the Secretary shall at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting
40. A meeting of the Board of Trustees at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Trust for the time being vested in the Board generally
41. The Board of Trustees may delegate any of their powers to committees consisting of such member or members as they think fit and any committee so framed shall be in the execution of the powers so delegated conform to any regulations imposed on it by the Board of Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these Presents for regulating the meetings and proceedings of the Board of Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Trustees aforesaid. All acts and proceedings of any such committee shall be reported back as soon as possible to the Board of Trustees.
42. The Chair of the Board of Trustees shall be entitled to attend meetings of all Trust Committees and Groups and on request to receive copies of all agendas and minutes of meetings. The Board of Trustees may nominate one of their number to be a member of all Trust Groups and Committees
43. The Board of Trustees shall at their discretion delegate to separate committees responsibility for the monitoring and directing the progress of Projects, Administration and the Finances of the Trust. Each Committee shall be led by a Director, who shall report progress and problems to the Board of Trustees on a regular basis
44. All acts bona fide done by any meeting of the Board of Trustees or of any committee of the Board or by any person acting as a member of the Board of Trustees shall notwithstanding 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 such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Trustees



45. The Board of Trustees shall cause proper minutes to be made of all appointments of officers and of the proceedings of all Annual or Extraordinary General Meetings of the Trust and of the Board of Trustees and of committees and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
46. A resolution in writing signed by all the members for the time being of the Board of Trustees or of any committee or project team, shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or of such committee duly convened and constituted
47. A copy of the minutes of Annual or Extraordinary General meetings shall be on display at the Trust offices together with a copy of the Trust's Memorandum and Articles of Association and if this is not possible shall be available to any member on request. A copy of the Memorandum and Articles of Association in booklet form or in synopsis shall be given to each new member on payment of their first subscription

#### **POWERS OF THE BOARD OF TRUSTEES**

48. The management of the business of the Trust shall be vested in the Board of Trustees who in addition to the powers and authorities conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by statute expressly directed or required to be exercised or done by the Trust in Annual or Extraordinary General Meeting. At meetings of the Board of Trustees each member of the Board shall have one vote only except that in the case of equality of votes, the Chairman shall in addition have a second or casting vote. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body provided always that if at any time the members of the Board of Trustees be reduced in number below the minimum prescribed by these Presents it shall be lawful for the members available to act as the Board of Trustees for the purpose of admitting persons to membership of the Trust filling up vacancies in their body or of summoning an Annual or Extraordinary General Meeting but for no other purpose
49. The Board of Trustees may at any time appoint any member to be a member of the Board of Trustees or an Officer of the Trust either to fill a casual vacancy or as an addition to the existing membership. Any person so appointed shall hold office only until the next AGM and shall then be eligible for election
50. Without prejudice to the general powers conferred by Article 49 and to the other powers and authorities conferred as aforesaid but subject as stated in Article 51 it is hereby expressly declared that the Board of Trustees shall be entrusted with the following powers namely:

### Particular Powers

- (a) To pay the costs charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto
- (b) To purchase or otherwise acquire for the Trust any property rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit
- (c) To raise or borrow money for the purposes of the Trust from any person corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon by mortgage or charge upon the whole or any part of the assets and property of the Trust present or future and to issue bonds debentures or debenture stock either charged upon the whole or any part of the assets and property of the Trust or not so charged and in connection therewith to take out and keep on foot sinking fund or redemption policies
- (d) At their discretion to pay for any property or rights acquired by or services rendered to the Trust either wholly or partially in cash or in bonds debentures or other securities of the Trust
- (e) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by mortgage or charge of all or any of the property and rights of the Trust or in such a manner as they may think fit
- (f) To appoint at their discretion remove or suspend such officers and other staff for permanent temporary or special services as they may from time to time think fit and to invest them with such powers as they may think expedient and to determine their duties and fix their salaries or emoluments and to require security in such instances and of such amount as they think fit
- (g) To institute conduct defend compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust
- (h) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards
- (i) To make and give receipts releases and other discharges for money payable to the Trust and for the claims and demands of the Trust
- (j) To determine who shall be entitled to sign on the Trust's behalf bills notes receipts acceptances endorsements cheques releases contracts and documents

- (k) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Trust and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act
- (l) Any group of persons to whom work has been delegated pursuant to Article 44 hereof may be designated a project Admin and Financial team

#### **ROTATION OF MEMBERS OF THE BOARD OF TRUSTEES**

51. At the AGM of the Trust the following shall be elected:

- (a) The officers of the Trust consisting of Chairman Vice-Chairman Hon Secretary and Treasurer
- (b) Not fewer than three and a maximum of eleven Board of Trustees members (excluding officers and members ex officio)

52. At an AGM the Trust may:

- (a) elect a President for a term of office of not more than three years and the President shall if he wishes be ex officio a non-voting member of the Board of Trustees and shall ex officio receive copies of agendas and minutes of all Annual or Extraordinary General and Board of Trustees meetings
- (b) at the AGM second after any election of a President elect a President Presumptive who shall subject to confirmation at the next AGM succeed the existing President at the expiry of his term of office and shall if he wishes be ex officio a non-voting member of the Board of Trustees and shall ex officio receive copies of agendas and minutes of all Annual or Extraordinary General and Board of Trustees meetings
- (c) elect persons of suitable standing as Patrons of the Trust without subscription or vote

53.

- (a) All Trustees shall be elected for a three-year term after which they shall be eligible for re-election for one additional term only, except if Trust Officers as in (c) and (d) below.
- (b) Each year the longest serving third of the Trustees shall retire, and be re-elected if eligible or replacements be elected

- (c) All Trust Officers shall be elected for a three-year term after which they shall be eligible for re-election for up to two additional terms only, subject to (d) below.
  - (d) Ordinary membership of the Board of Trustees shall be no more than 6 consecutive years. For Trustees who are Trust Officers at the end of their sixth year as a Trustee, the maximum shall be nine consecutive years
  - (e) After the maximum periods in (d) a full calendar year shall elapse before Trustees are eligible for a further term of office
54. No person other than a member of the Board of Trustees retiring at the meeting shall unless recommended by a Annual or Extraordinary General be eligible for election to membership to the Board of Trustees unless not less than fifteen nor more than thirty days before the date appointed for the meeting there shall have been left at the registered office of the Trust notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected
55. The AGM may from time to time by ordinary resolution increase or reduce the number of members of the Board of Trustees
56. The AGM may by ordinary resolution of which special notice has been given in accordance with Section 303 of the Act remove any member of the Board of Trustees before the expiration of his period of office notwithstanding anything in These Articles or in any agreement between the Trust and such member
57. The AGM may by ordinary resolution appoint another person in place of a member of the Board of Trustees removed from office under the immediately preceding Article. Without prejudice to the powers of the Board of Trustees under Article 51 the AGM may appoint any person to be a member of the Board of Trustees either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Board of Trustees on the day on which the member in whose place he is appointed was last elected as member

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD OF TRUSTEES**

58. All Post-holders in the Trust shall vacate their post:
- (a) If he becomes bankrupt or insolvent or compounds with his creditors
  - (b) If he becomes of unsound mind
  - (c) If he be convicted of an offence the commission of which by a member of the Board of Trustees could bring the Trust into disrepute
  - (d) If he is requested in writing by a majority of his fellow members of the Board to resign

- (e) If he gives written notice to the Board of Trustees that he wishes to resign his office within his agreed term of office and that unless there is an emergency situation that
    - i) he will stay until an acceptable replacement is found and a handover takes place where needed, or
    - ii) that efforts to replace him have taken place and three months have elapsed
  - (f) If he ceases to be a member by virtue of Section 293 of the Act
  - (g) If he becomes an officer in any local Corporation or in any organisation where there is a conflict of interest.
59. A member of the Board of Trustees who is in any way whether directly or indirectly interested in a contract or proposed contract arrangement or dealing with the Trust shall
- (a) declare an interest at or before discussion begins on the matter
  - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - (c) not be counted in the quorum for that part of the meeting
  - (d) withdraw during the vote and have no vote on the matter

#### **PAID STAFF**

60. Subject to Section 283 of the Act the Administrator and other paid staff shall be appointed by the Board of Trustees on such terms as to length of service remuneration and generally as the Board may think fit and the Board may remove any Administrator or other paid staff so appointed. The Board may from time to time appoint a deputy or assistant Administrator who may act in the place of the Administrator if there be no Administrator or no Administrator available to act or capable of acting such employees shall be accountable to the Board of Trustees

#### **THE SEAL**

61. The Seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Board of Trustees or of a committee empowered thereto and in the presence of two members of the Board of Trustees and to the Secretary or such person other than the Secretary as the Board of Trustees may appoint for the purpose and such members of the Board of Trustees and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Trust is so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive of the fact that the Seal has been properly affixed

## **INCOME OF THE TRUST**

62. The income of the Trust shall be applied solely towards the promotion of all or any of the objects of the Trust as set forth in the Trust's Memorandum of Association as the Board of Trustees may from time to time think fit (and in particular the Board of Trustees shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the main objects of the Trust in such manner as they shall think best) with power to the Board of Trustees to create a reserve fund or reserve funds to be applicable for any such purposes and if the Board of Trustees shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes and pending any such application any reserve fund may at the discretion of the Board of Trustees either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit

## **ACCOUNTS**

63. The Board of Trustees shall cause accounting records to be kept in accordance with sections 221-222 of the Act. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transaction. The books of account shall be kept at the office or subject to Section 227 of the Act at such other place or places as the Board of Trustees may determine and shall always be open to the inspection of the members of the Board of Trustees and to any member provided that one week's notice is given to the Board of Trustees
64. The Board of Trustees shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Trust in the AGM such income and expenditure accounts balance sheets Board accounts (if any) and reports as are referred to in those sections and for this purpose the said sections shall have effect as if "member of the Board of Trustees" and the "Board of Trustees" was substituted for "Director" and "Directors" respectively

## **AUDIT**

65. Auditors or Reporting Accountants shall be appointed and their duties regulated in the manner provided by Sections 384-392 of the Act or any statutory modification thereof for the time being in force and for this purpose the said sections shall have effect as if "member of the Board of Trustees" and "the Board of Trustees" were substituted for "Director" and "the Directors" respectively

## **NOTICES**

66. A notice may be served by the Trust upon any member either personally or by sending it through the post addressed to such member at his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Trust for the giving of notice to

him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post

67. In the case of the AGM 21 clear days' notice giving time and place and including a copy of the agenda and annual report audited accounts and any resolutions to be considered including any resolutions duly seconded submitted to the Secretary by members of the Trust 35 clear days before the AGM shall be given to all members. In the case of alterations to the Constitution such alterations to be submitted in full and reasons given for or against such alterations. In the case of Extraordinary General Meetings at least 21 days notice shall be given to all members
68. Notice of Annual and Extraordinary General Meetings shall be given in the following manner:
  - (a) to every member except those who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them
  - (b) to every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting and
  - (c) to the Auditors or Reporting Accountants for the time being of the Trust

## **DISSOLUTION**

69. 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.