

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED BY
GUARANTEE**

ARTICLES OF ASSOCIATION

of

WCMC

Adopted 4 June 2014

MILLS & REEVE

Company number 02330031

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OF

WCMC

1 Company's name

1.1 The company's name is **WCMC** (the "**Centre**").

2 Interpretation

2.1 In the articles:

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Centre;

"**articles**" means the Centre's articles of association;

"**board**" means the board of directors;

"**Centre**" means WCMC (registered with company number 02330031);

"**clear days**" in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

"**collaborating organisation**" an organisation which has in place a collaboration agreement with the Centre relating to the long term development of the Centre's strategy and achievement of the Centre's objects, as the Board may, in their absolute discretion determine;

“Commission” means the Charity Commission for England and Wales;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Centre;

“Conflict” means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the charity;

“directors” and **“trustees”** means the directors of the Centre. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“memorandum” means the Centre’s memorandum of association;

“officers” includes the directors and the secretary (if any);

“seal” means the common seal of the Centre if it has one;

“secretary” means any person appointed to perform the duties of the secretary of the Centre;

“United Kingdom” means Great Britain and Northern Ireland; and

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

2.2 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Centre.

2.3 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.

3 Liability of Members

3.1 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Centre in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

3.1.1 payment of the Centre's debts and liabilities incurred before he, she or it ceases to be a member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

4 Objects and Powers

4.1 The objects ("**Objects**") for which the Centre is established are to promote for the public benefit the conservation, protection, enhancement and support of nature and natural resources worldwide in particular (but without prejudice to the generality of the foregoing) by:

4.1.1 collecting from governmental agencies, local, national and international organisations, zoological, botanical and academic establishments, and individuals, and by means of research undertaken by the Centre itself or under contract to the Centre, and from any other sources, data on matters of relevance to the conservation of nature and natural resources and in particular, but not limited to, data relating to animal and plant species which are endangered or are of economic, genetic or other significance and data relating to the animal and plant life of particular areas or particular habitats;

4.1.2 storing, processing, analysing and interpreting such data with a view to increasing the fund of knowledge and understanding relating to the conservation of nature and natural resources and with a view to monitoring developments in and identifying areas of particular concern in the field of the conservation of nature and natural resources;

4.1.3 disseminating information and analyses derived from data to governmental agencies, international or other bodies, individuals, the

media, the public or otherwise, whether in response to specific requests, by the publication, for sale or otherwise, of books, pamphlets and other literature, and films or recordings, or in any other manner;

- 4.1.4 monitoring compliance or non-compliance with international treaties and conventions in the field of conservation of nature and natural resources and making results known to interested parties and the public;
- 4.1.5 (in so far as may be permissible for charities under English Law) promoting the formation and implementation by governmental and other bodies of policies concerning the conservation of nature and natural resources and helping such bodies to take action on areas identified by the Centre meriting concern;
- 4.1.6 working in co-operation with UNEP and other organisations in so far as is consistent with the above objects;
- 4.1.7 promoting the establishment of national and regional conservation data centres, particularly in developing countries, for the purpose of gathering, processing, analysing and interpreting such data with a view to providing reliable information for enlightened management in the field of the conservation of nature and natural resources.

5 Additional Powers

- 5.1 The Centre has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Centre has power:
 - 5.1.1 to co-operate with other organisations or individuals working in the field of conservation of nature and natural resources or in related fields;
 - 5.1.2 to purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Centre;
 - 5.1.3 to raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation and otherwise,

provided that the Centre shall not undertake any permanent trading activities unconnected with the Centre's objects in raising funds for its charitable Objects;

- 5.1.4 subject to such consents as may be required by law, to borrow or raise money for the purposes of the Centre on such terms and on such security as may be thought fit including making reasonable charges for any services provided here (whether to beneficiaries or not);
- 5.1.5 subject to such consents as may be required by law to sell lease mortgage exchange dispose of or otherwise deal with and turn to account all or any part of the property of the Centre with a view to the promotion of its objects;
- 5.1.6 to establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Centre or calculated to further its objects;
- 5.1.7 to undertake and execute any charitable trusts which may lawfully be undertaken by the Centre and may be necessary to its objects;
- 5.1.8 to invest the moneys of the Centre not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Trustees for the time being, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 5.1.9 to engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Centre and on such terms as the Trustees may think fit;
- 5.1.10 to provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them;

- 5.1.11 to receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Centre;
- 5.1.12 to draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Centre;
- 5.1.13 to establish promote or assist companies with charitable objects similar to those of the Centre for the acquisition of the property or liabilities of the Centre or to carry on any authorised activity of the Centre or for any other charitable purpose calculated to benefit the Centre in the furtherance of its objects;
- 5.1.14 to amalgamate merge or join in with any Centre having charitable objects wholly or in part similar to those of this Centre for the purposes of better effectuating the charitable purposes;
- 5.1.15 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 5.1.16 to purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Centre may co-operate or federate;
- 5.1.17 to pay out of the funds of the Centre the costs of forming and registering the Centre;
- 5.1.18 to do all such other lawful things as shall further the attainment of the above objects or any of them;
- 5.1.19 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6 Application of income and property

- 6.1 The income and property of the Centre shall be applied solely towards the promotion of the Objects:
- 6.2 A director is entitled to be reimbursed from the property of the Centre or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Centre.
- 6.3 A director may benefit from trustee indemnity insurance cover purchased at the Centre's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.4 A director may receive an indemnity from the Centre in the circumstances specified in article 36.
- 6.5 A director may not receive any other benefit or payment unless it is authorised by article 7.
- 6.6 Subject to article 7, none of the income or property of the Centre may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Centre. This does not prevent a member who is not also a director receiving:
- 6.6.1 a benefit from the Centre in the capacity of a beneficiary of the Centre;
 - 6.6.2 reasonable and proper remuneration for any goods or services supplied to the Centre.

7 Benefits and payments to Centre directors and connected persons

General provisions

- 7.1 No director or connected person may:
- 7.1.1 buy any goods or services from the Centre on terms preferential to those applicable to members of the public;
 - 7.1.2 sell goods, services, or any interest in land to the Centre;
 - 7.1.3 be employed by, or receive any remuneration from, the Centre;

7.1.4 receive any other financial benefit from the Centre;

unless the payment is permitted by articles 7.2 to 7.7 or authorised by the court or the Charity Commission.

In this article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors’ or connected persons’ benefits

7.2 A director or connected person may receive a benefit from the Centre in the capacity of a beneficiary of the Centre provided that a majority of the directors do not benefit in this way.

7.3 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Centre where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

7.4 Subject to article 7.8 a director or connected person may provide the Centre with goods that are not supplied in connection with services provided to the Centre by the director or connected person.

7.5 A director or connected person may receive interest on money lent to the Centre at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.6 A director or connected person may receive rent for premises let by the director or connected person to the Centre. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.7 A director or connected person may take part in the normal trading and fundraising activities of the Centre on the same terms as members of the public.

Payment for supply of goods only - controls

7.8 The Centre and its directors may only rely upon the authority provided by article 7.4 if each of the following conditions is satisfied:

- 7.8.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Centre or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Centre;
- 7.8.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- 7.8.3 the other directors are satisfied that it is in the best interests of the Centre to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- 7.8.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Centre;
- 7.8.5 the supplier 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;
- 7.8.6 the reason for their decision is recorded by the directors in the minute book;
- 7.8.7 a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

7.9 In articles 7.2 to 7.8:

- 7.9.1 "**Centre**" includes any company in which the Centre:
- (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.

7.9.2 “**connected person**” includes any person within the definition in article 40 (Interpretation).

8 Declaration of directors’ interests

8.1 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Centre or in any transaction or arrangement entered into by the Centre which has not previously been declared. A director must absent himself or herself from any discussions of the Centre directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Centre and any personal interest (including but not limited to any personal financial interest).

9 Conflicts of interests and conflicts of loyalties

9.1 If a Conflict arises for a director because of a duty of loyalty owed to another organisation or person (where such Conflict does not involve a direct or indirect benefit of any nature to a director or connected person) and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

9.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

9.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

9.1.3 the unconflicted directors consider it is in the interests of the Centre to authorise the conflict of interests in the circumstances applying.

9.2 The directors may at any time make any authorisation under article 9.1 subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

9.3 A director shall be under no duty to the Centre with respect to any information which he obtains or has obtained otherwise than as a director of the Centre and in respect of which he owes a duty of confidentiality to another person. However, to the extent

that his relationship with that other person gives rise to a Conflict, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 9.1. In particular, the director shall not be in breach of the general duties he owes to the Centre by virtue of sections 171 to 177 (inclusive) Companies Act 2006 because he fails:

9.3.1 to disclose any such information to the Board or to any director or other officer or employee of the charity; and/or

9.3.2 2.2.2 to use or apply any such information in performing his duties as a director of the Centre.

9.4 Where the existence of a director's relationship with another person has been approved by the Board pursuant to article 9.1 and his relationship with that person gives rise to a Conflict, the director shall not be in breach of the general duties he owes to the Centre by virtue of sections 171 to 177 CA 2006 (inclusive) because he:

9.4.1 absents himself from meetings of the Board at which any matter relating to the Conflict will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or

9.4.2 makes arrangements not to receive documents and information relating to any matter which gives rise to the Conflict sent or supplied by the Centre and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such Conflict subsists.

10 Members

10.1 The subscribers to the memorandum are the first members of the Centre.

10.2 Each director is also a member for the period while they are a director. Any member and director who ceases to be a director will also cease to be a member.

10.3 Membership is open to other individuals or organisations who:

10.3.1 apply to the Centre in the form required by the directors; and

10.3.2 are approved by the directors.

- 10.4 Membership is not transferable.
- 10.5 The directors must keep a register of names and addresses of the members.

11 Honorary membership and other classes of membership

Honorary membership

- 11.1 The directors may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be company members for the purposes of the Articles or the Act. The directors may not bestow upon any honorary member the right of voting on any matter.

Other classes of membership

- 11.2 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 11.3 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 11.4 The rights attached to a class of membership may only be varied if:
- 11.4.1 three-quarters of the members of that class consent in writing to the variation; or
 - 11.4.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 11.5 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

12 Termination of membership

- 12.1 Membership is terminated if:
- 12.1.1 the member cease to be director;
 - 12.1.2 the member dies or, if it is an organisation, ceases to exist;

- 12.1.3 the member resigns by written notice to the Centre unless, after the resignation, there would be less than two members;
- 12.1.4 any sum due from the member to the Centre is not paid in full within six months of it falling due;
- 12.1.5 the member is removed from membership by a resolution of the directors that it is in the best interests of the Centre that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) 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;
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Centre) has been allowed to make representations to the meeting.

13 General meetings

- 13.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 13.2 The directors may call a general meeting at any time.

14 Notice of general meetings

- 14.1 The minimum periods of notice required to hold a general meeting of the Centre are:
 - 14.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - 14.1.2 fourteen clear days for all other general meetings.
- 14.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 60 percent of the total voting rights.
- 14.3 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. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 16.

- 14.4 The notice must be given to all the members and to the directors and auditors.
- 14.5 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 Centre.

15 Proceedings at general meetings

Quorum

- 15.1 No business shall be transacted at any general meeting unless a quorum is present.
- 15.2 A quorum is the greater of:
 - 15.2.1 three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - 15.2.2 one tenth of the total membership at the time.
- 15.3 The authorised representative of a member organisation shall be counted in the quorum.
- 15.4 If:
 - 15.4.1 a quorum is not present fifteen minutes from the time appointed for the meeting; or
 - 15.4.2 during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
- 15.5 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.
- 15.6 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 in person or by proxy at that time shall constitute the quorum for that meeting.

Chairmanship

- 15.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- 15.8 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.
- 15.9 If there is only one director present and willing to act, he or she shall chair the meeting.
- 15.10 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

Adjournment

- 15.11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 15.12 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 15.13 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.
- 15.14 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear day's notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

Voting

- 15.15 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:
- 15.15.1 by the person chairing the meeting; or
 - 15.15.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

- 15.15.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 15.16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 15.17 The result of the vote must be recorded in the minutes of the Centre but the number or proportion of votes cast need not be recorded.
- 15.18 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.
- 15.19 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.
- 15.20 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.
- 15.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 15.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 15.23 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.
- 15.24 The poll must be taken within thirty days after it has been demanded.
- 15.25 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.
- 15.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

16 Content of proxy notices

- 16.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 16.1.1 states the name and address of the member appointing the proxy;

- 16.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 16.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 16.1.4 is delivered to the Centre in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 16.2 The Centre may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 16.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 16.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 16.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

17 Delivery of proxy notices

- 17.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Centre by or on behalf of that person.
- 17.2 An appointment under a proxy notice may be revoked by delivering to the Centre a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 17.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

17.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

18 Written resolutions

18.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

18.1.1 a copy of the proposed resolution has been sent to every eligible member;

18.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

18.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

18.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

18.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

19 Votes of members

19.1 Subject to article 11, every member, whether an individual or an organisation, shall have one vote.

19.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

19.3 Any organisation that is a member of the Centre may nominate any person to act as its representative at any meeting of the Centre.

19.4 The organisation must give written notice to the Centre of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Centre. The representative may continue to represent the organisation until written notice to the contrary is received by the Centre.

19.5 Any notice given to the Centre will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Centre shall not be required to consider whether the representative has been properly appointed by the organisation.

20 Directors

20.1 A director must be a natural person aged 16 years or older.

20.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 24.

20.3 The minimum number of directors shall be three but (unless otherwise determined by ordinary resolution) shall not be more than ten.

20.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

21 Powers of directors

21.1 The directors shall manage the business of the Centre and may exercise all the powers of the Centre unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

21.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

21.3 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.

22 Retirement of directors

22.1 Directors shall not be subject to retirement by rotation.

23 Appointment of directors

23.1 The Centre may by ordinary resolution appoint a person who is willing to act to be a director.

23.2 No person may be appointed a director at any general meeting unless:

23.2.1 he or she is recommended for re-election by the directors; or

23.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Centre is given a notice that:

(i) is signed by a member entitled to vote at the meeting;

(ii) states the member's intention to propose the appointment of a person as a director;

(iii) contains the details that, if the person were to be appointed, the Centre would have to file at Companies House; and

(iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

23.3 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.

23.4 The directors may appoint a person who is willing to act to be a director.

23.5 A director appointed by a resolution of the other directors must retire at the next annual general meeting.

23.6 The appointment of a director, whether by the Centre 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.

24 Disqualification and removal of directors

24.1 A director shall cease to hold office if he or she:

24.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

- 24.1.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 24.1.3 ceases to be a member of the Centre;
- 24.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 24.1.5 resigns as a director by notice to the Centre (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- 24.1.6 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.

25 Remuneration of directors

- 25.1 The directors must not be paid any remuneration unless it is authorised by article 7.

26 Proceedings of directors

- 26.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 26.2 Any director may call a meeting of the directors.
- 26.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 26.4 Questions arising at a meeting shall be decided by a majority of votes.
- 26.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 26.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 26.7 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. 'Present' includes being present by

suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

- 26.8 The quorum shall be two.
- 26.9 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.
- 26.10 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.
- 26.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 26.12 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.
- 26.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 26.14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the 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 duly convened and held.
- 26.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

27 Delegation

- 27.1 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.
- 27.2 The directors may impose conditions when delegating, including the conditions that:

27.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

27.2.2 no expenditure may be incurred on behalf of the Centre except in accordance with a budget previously agreed with the directors.

27.3 The directors may revoke or alter a delegation.

27.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

28 Validity of directors' decisions

28.1 Subject to article 28.2, 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:

28.1.1 who was disqualified from holding office;

28.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

28.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

28.1.4 the vote of that director; and

28.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

28.2 Article 28.1, does not permit a director or connected person 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 28.1, the resolution would have been void, or if the director has not complied with article 8.

29 Observers

29.1 The directors may determine from time to time that any Collaborating Organisation may appoint (subject to such conditions as the directors may determine) a person as an observer on the directors ("**Observer**"), or that any such organisation is no longer

entitled to appoint such a person. The United Nations Environment Programme shall, for so long as it remains a Collaborating Organisation, be entitled to appoint such an Observer. The person then entitled to make such appointment shall notify the Secretary in writing of their appointment and may from time to time revoke the appointment by advising the Secretary in writing of the revocation of the appointment and the name of any new appointee.

29.2 The Observer shall be entitled to be present at meetings of the directors, and to receive notice of directors meetings, papers for directors meetings and minutes of directors meetings, in each case unless the directors otherwise determine, and to make comments or observations at directors meetings in so far as the Chairman of the directors, or such person serving in that capacity at any directors meeting, may at the time permit the same; PROVIDED that such person shall at no time be or become a member of the directors; no decision or proceedings of the directors shall be vitiated or otherwise affected by any non-compliance with this provision; and all papers, materials and other information received by an Observer in that capacity shall be held in confidence for the benefit of the Centre to the same extent as if that person were a Trustee.

29.3 The Observer shall not have any vote at any directors meeting.

29.4 The Observer may be removed as an appointee and shall cease to have any of the rights set out in this Article on a resolution by the directors to that effect, or on the occurrence of any event set out in Article 29 to such person.

30 Officers

30.1 The directors may appoint or engage on such terms and to discharge such duties as they may think fit, a Treasurer and Secretary and any such other officers and servants as they may think fit (provided that any person so appointed is not the director appointed by or an officer or servant of the United Nations Environment Programme), and may dismiss any Treasurer, Secretary, officer or servant so appointed or engaged.

31 Seal

31.1 If the Centre 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 (if any) or by a second director.

32 Minutes

32.1 The directors must keep minutes of all:

32.1.1 appointments of officers made by the directors;

32.1.2 proceedings at meetings of the Centre;

32.1.3 meetings of the directors and committees of directors including:

- (i) the names of the directors present at the meeting;
- (ii) the decisions made at the meetings; and
- (iii) where appropriate the reasons for the decisions.

33 Accounts

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

33.2 The directors must keep accounting records as required by the Companies Acts.

34 Annual Report and Return and Register of Charities

34.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

34.1.1 transmission of a copy of the statements of account to the Commission;

34.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

34.1.3 preparation of an Annual Return and its transmission to the Commission.

34.2 The directors must notify the Commission promptly of any changes to the Centre's entry on the Central Register of Charities.

35 Means of communication to be used

35.1 Subject to the articles, anything sent or supplied by or to the Centre under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Centre.

35.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

35.3 Any notice to be given to or by any person pursuant to the articles:

35.3.1 must be in writing; or

35.3.2 must be given in electronic form.

35.4 The Centre may give any notice to a member either:

35.4.1 personally; or

35.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

35.4.3 by leaving it at the address of the member; or

35.4.4 by giving it in electronic form to the member's address; or

35.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

35.5 A member who does not register an address with the Centre or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Centre.

- 35.6 A member present in person at any meeting of the Centre shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 35.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 35.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 35.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 35.9.1 48 hours after the envelope containing it was posted; or
 - 35.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

36 Indemnity

- 36.1 The Centre shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 36.2 In this article a “**relevant director**” means any director or former director of the Centre.

37 Rules

- 37.1 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 Centre.
- 37.2 The bye laws may regulate the following matters but are not restricted to them:
- 37.2.1 the admission of members of the Centre (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;
 - 37.2.2 the conduct of members of the Centre in relation to one another, and to the Centre’s employees and volunteers;

- 37.2.3 the setting aside of the whole or any part or parts of the Centre's premises at any particular time or times or for any particular purpose or purposes;
 - 37.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - 37.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 37.3 The Centre in general meeting has the power to alter, add or to repeal the rules or bye laws.
- 37.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Centre.
- 37.5 The rules or bye laws shall be binding on all members of the Centre. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

38 Disputes

- 38.1 If a dispute arises between members of the Centre about the validity or propriety of anything done by the members of the Centre under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

39 Dissolution

- 39.1 The members of the Centre may at any time before, and in expectation of, its dissolution resolve that any net assets of the Centre after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Centre be applied or transferred in any of the following ways:
- 39.1.1 directly for the Objects; or
 - 39.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

- 39.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 39.2 Subject to any such resolution of the members of the Centre, the directors of the Centre may at any time before and in expectation of its dissolution resolve that any net assets of the Centre after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Centre be applied or transferred:
- 39.2.1 directly for the Objects; or
- 39.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 39.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 39.3 In no circumstances shall the net assets of the Centre be paid to or distributed among the members of the Centre (except to a member that is itself a charity) and if no resolution in accordance with article 39.1 is passed by the members or the directors the net assets of the Centre shall be applied for charitable purposes as directed by the Court or the Commission.

40 Interpretation

- 40.1 In article 7, article 9.1 and article 28.2, “**connected person**” means:
- 40.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;
- 40.1.2 the spouse or civil partner of the director or of any person falling within paragraph 40.1.1 above;
- 40.1.3 a person carrying on business in partnership with the director or with any person falling within paragraph 40.1.1 or 40.1.2 above;
- 40.1.4 an institution which is controlled:
- (i) by the director or any connected person falling with paragraphs 40.1.1, 40.1.2 or 40.1.3 above; or
- (ii) by two or more persons falling within paragraph 40.1.4 (ii) above, when taken together

40.1.5 a body corporate in which:

- (i) the director or any connected person falling within paragraphs 40.1.1 to 40.1.3 above has a substantial interest; or
- (ii) two or more persons falling within sub-paragraph 40.1.5(i) above who, when taken together, have a substantial interest.
- (iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

41 Single Member

41.1 If, and for so long as, the Centre has only one member, the following provisions shall apply:

- (i) one person entitled to vote upon the business to be transacted, being the sole member of the Centre or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and Article 15 shall be amended accordingly;
- (ii) a proxy for the sole member of the Centre may vote on a show of hands and Article 15 shall be modified accordingly; and
- (iii) all other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to the Centre which has only one member.