

COMPANIES ACTS 1985,1989 & 2006
PRIVATE COMPANY LIMITED
BY GUARANTEE

MEMORANDUM and
ARTICLES OF ASSOCIATION
of
Ephesea UK

Incorporated in England & Wales on the 15/01/2009
Company Registration Number 6792524

May 2009 – Amended September 2017

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of Ephesea UK

1. The company's name is Ephesea UK (and in this document it is called the Charity).
2. The Charity's registered office is to be situated in the United Kingdom.
3. The Charity's objects (the Objects) are to promote for the benefit of the public the protection and conservation of the world's forests. In particular, but not exclusively, by:
 - (1) raising awareness of the value of responsibly managed forests
 - (2) promoting and supporting a programme of voluntary forest management certification and chain of custody certification
 - (3) developing consensus around standards for good forest management;
 - (4) increasing public awareness about independent forest certification.
4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
 - (e) to co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
 - (j) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

- (k) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;
- (l) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity;
- (m) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1) (k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

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

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

5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in sub-clause 4, a Director may benefit from Trustee indemnity insurance cover purchased at the Charity's expense.
- (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 49.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

- (4) No Director may:
- (a) buy any goods or services from the Charity;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from the Charity;
 - (d) receive any other financial benefit from the Charity; unless:
 - (i) the payment is permitted by sub-clause (5) of this clause, does not exceed an amount that is reasonable in all circumstances, and does not result in a majority of the Directors having received a financial benefit from the Charity; or
 - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a)
- (i) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
 - (ii) A Director may enter into a contract for the supply of goods or services to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
 - (iii) A Director may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.
 - (iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
 - (v) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(6) In sub-clauses (2)-(5) of this clause 5:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.

(7) If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorized by virtue of any other provision in the memorandum or the articles, the unconflicted directors may authorize such a conflict of interests where the following conditions apply:

(a) subject to Article 37, the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person;

(b) 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;

(c) The unconflicted Directors consider it is in the interests of the Charity to authorize the conflict of interest in the circumstances applying.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any Charity or Charities for purposes similar to the Objects; or

(c) to any Charity or charities for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any Charity or Charities for purposes similar to the Objects; or

(c) to any Charity or Charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Ms Hannah Scrase
Oleuffynnon
Old Hall
Llanidloes SY18 6PJ

Mr Charles Thwaites
Pixley House
Pixley
Ledbury HR8 2QB

THE COMPANIES ACTS 1985 AND 2006 COMPANY LIMITED BY GUARANTEE

Articles of Association of Ephesea UK

Interpretation.

1. In these articles:

"the 1985 Act" means the Companies Act 1985;

"the 2006 Act" means the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

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

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Directors and the secretary;

"a poll" means a formal vote, the results of which are calculated using the weighted voting procedures described in Article 2 (3)

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Directors" means the directors of the Charity. The directors are Charity Trustees as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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.

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

Members

2. (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership of the Charity is open to individuals and organisations who are members of the Forest Stewardship Council, registered as a 'Civil Association' in Mexico, and who are also ordinarily based or resident in the UK. The guidelines for membership application to the Forest Stewardship Council are available online or on request from the Charity
- (3) Every member will be allocated to one of three chambers; social, environmental and economic. Every member shall have one vote. The votes shall be weighted according to chambers to reflect the weighting of votes in the Statutes of FSC A.C. with the exception that there is no Northern and Southern sub-chamber division. The weighting is 33.3% for each of the three chambers (Social, Environmental and Economic). Individual members shall be limited to 10% of the votes in their chamber, i.e. 3.3% of the total vote.
- (4) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) Membership is not transferable to anyone else.
- (6) The Directors must keep a register of names and addresses of the members.

Termination of Membership

3. Membership is terminated if: Membership of the Charity is terminated if
 - (1) the member dies or, if it is an organisation, ceases to exist; or
 - (2) the organisation or individual ceases to be a member of the Forest Stewardship Council.

General meetings

4. (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
 - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
5. The Directors may call a general meeting at any time.

Notice of general meetings

6. (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting or a general meeting for the passing of a special resolution;
 - fourteen clear days for all other general meetings.

- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
 - (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 14 of these articles. The nature of the business must include a presentation of the report and accounts for the Charity for the previous year.
 - (4) The notice must be given to all the members and to the Directors and auditors.
7. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

8. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- 7 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time
- whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
9. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) 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.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
10. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) 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.
 - (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
 - (4) 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.

11. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
 - (3) 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.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

12. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) 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.(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.(3) (a) 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.
 - (b) 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.(4) (a) 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.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) 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.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) 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.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Proxies: appointment and voting

- 13 (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

Ephesea UK

I/We,....., of....., being a member/members of the above-named charity, hereby appoint.....of....., or failing him/her,.....of....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on20....., and at any adjournment thereof.

Signed on20.....

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

Ephesea UK

I/We,.....,of.....,being a member/members of the above-named charity, hereby appoint..... of....., or failing him/her,.....of....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity, to be held on20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1: *for *against

Resolution No. 2: *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this.....day of20.....

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the charity as follows:
- (i) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the charity in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting.

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 14(4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorized representative of a member which is an organization shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:
- (i) its registered office, or
 - (ii) at such other place at which the instrument of proxy was duly deposited, or
 - (iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received
- before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written resolutions

14. 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 a copy of the proposed resolution has been sent to every eligible member and 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 in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorized representative may signify its agreement

Votes of members

15. Subject to Article 3, every member, whether an individual or an organisation shall have one vote, which shall be used in accordance with the weighting procedures set out in Article 2 (3).
16. 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.
17. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity and the Directors approve the nomination. The nominee may continue to represent the organization until written notice to the contrary is received by the Charity.

- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

18. (1) A Director must be a natural person aged 16 years or older.
(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
19. The number of Directors shall be not less than four and shall not be greater than twelve.
20. The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
21. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors

22. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the memorandum, these articles or any special resolution.
(2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
(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.

Retirement

23. At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors.
24. All the Directors shall retire from office by the end of the third year after the date on which they came into office but they may be re-elected or re-appointed for a second term. They may serve further terms subject to re-election. This will normally mean that one third of the elected positions are appointed each year. If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors

25. The Charity may by ordinary resolution:
- (1) appoint a person willing to act to be a Director. At least three of the Directors will be members of the Charity. The aim shall be to achieve chamber balance with at least one Director and, normally, no more than four Directors representing each of the three chambers. However, the Directors reserve the right to increase the maximum to five in any one chamber where the individuals bring specific skills and expertise required by the Charity
- (2) determine the rotation in which any additional Directors are to retire.

26. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for election by the Directors; or
 - (2) not less than twenty-eight days nor more than fifty-six clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a proposing member and a seconding member, both entitled to vote at the meeting;
 - (b) states the members' intention to propose the appointment of a person as a Director;
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

and:

- (3) there are fewer than four incumbent Directors (not including those retiring by rotation) in the relevant chamber and fewer than twelve in total; or
 - (4) the Directors recommend that a fifth Director in a chamber be considered and that this will not result in more than twelve Directors in total.
27. The Directors shall make a recommendation to the members regarding the vacancies on the board, with due regard for the need for chamber balance and/or required skills and experience.
28. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
29. (1) The Directors may appoint an individual who is willing to act as a Director and brings specific skills and expertise. These individuals do not need to be members of FSC but will be allocated to the appropriate chamber and contribute towards chamber numbers on the board.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
30. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors either in total or in a particular chamber.

Disqualification and removal of Directors

31. A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) was elected as a member of the Charity, and has since ceased to be a member of the charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (5) resigns as a Director by notice to the Charity (but only if at least four Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all their meetings held within a period of nine consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration

32. The Directors must not be paid any remuneration unless it is authorized by clause 5 of the Memorandum.

Proceedings of Directors

33. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Director may call a meeting of the Directors. At least two ordinary meetings of the Directors will be held each year.
- (3) The secretary must call a meeting of the Directors if requested to do so by the chairman or by any two other Directors upon not less than 4 days' notice being given to the other Directors of the matters to be discussed but if the matters include an appointment of a Director then not less than 21 days' notice must be given.
- (4) Every matter shall be determined by consensus or, failing that, by a majority of votes of the Directors present and voting on the question.
34. (1) 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.
- (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (3) 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.
35. 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.
36. (1) The Directors shall appoint a Director to chair their meetings, a vice chairman and a treasurer. They may at any time revoke such appointments.
- (2) 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.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
37. (1) A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and

- (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) 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.

Delegation

- 38.(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.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors

39. A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. The other Directors must decide whether, in view of the potential conflict of interest, the Director should absent him or herself from the discussion or participate in the discussion but abstain from any vote on the matter.

40. (1) Subject to paragraph 40(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:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

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

- (2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

Seal

41. If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

42. The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

43. (1) The Directors must prepare for each financial year accounts as required by the 2006 Act. 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.

(2) The Directors must keep accounting records as required by the 2006 Act.

Annual Report and Return and Register of Charities

44. (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an Annual Report and its transmission to the Commission;
- (c) the preparation of an Annual Return and its transmission to the Commission.

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

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

- (1) must be in writing; or
- (2) must be given using electronic communications.

46. (1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

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

47. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

48. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

49. The Charity may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

Rules

5. (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 Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (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 Charity.
- (5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.