

Bat Conservation Trust



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The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF THE

THE BAT CONSERVATION TRUST

Registered in England. Company No. 2712823

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF THE
BAT CONSERVATION TRUST

1. The name of the Company (and the Charity) is the BAT CONSERVATION TRUST.
2. The Registered Office of the Charity will be situated in England.
3. The objects for which the Charity is established are, for the benefit of the public, to promote the conservation and study of bats in the British Isles and elsewhere in the world, and to disseminate information relevant to these objects.

In furtherance of the said objects, but not further or otherwise, the Charity shall have power:

- (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
- (b) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (c) to foster and undertake research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
- (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Charity and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills,

cheques and other instruments, and to operate bank accounts;

(h) to borrow or raise money for the objects of the Charity on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity;

(j) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Charity;

(k) to invest the moneys of the Charity not immediately required for its objects in or upon such investments, securities or property as may be thought fit, 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;

(m) to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity;

(n) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity;

(o) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity;

(p) to insure and arrange insurance cover for and to indemnify its officers, Trustees, employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

(q) subject to the provisions of Clause 4 hereof to pay reasonable sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;

(r) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association;

(s) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

(t) to establish where necessary local branches (whether autonomous or not);

(u) to do all such other lawful things as shall further the above objects or any of them,

provided that:

(i) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) the objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) in case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commission over such Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

4. (a) The income and property of the Charity however derived shall be applied solely towards the promotion of the objects of the Charity as set out in this Memorandum of Association and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Charity save with the prior written consent of the Charity Commission. Nothing in this paragraph shall prevent the payment in good faith of the reimbursement of expenses reasonably incurred, nor the payment of reasonable salaries to employees of the Charity.

(b) Any Trustee for the time being who is a solicitor, accountant or other person engaged in any profession shall be entitled to charge and be paid all the usual professional charges for business done by him or her or his or her firm in the administration of the Charity when instructed by the Board of Trustees to act in his or her professional capacity on behalf of the Charity, provided that there is at all times a majority of members of Board of Trustees who act without remuneration, that a Board of Trustees member does not attend a meeting while his or her own remuneration is discussed and that the payment of remuneration complies with the relevant provisions of the Charity's Articles of Association.

5. The liability of the members is limited.

6. The Charity having obtained the approval of the Charity Commission may alter the provisions of this Memorandum (except Clause 3) to such an extent (but to such extent

only) as may in the opinion of the Board of Trustees be requisite for the purpose of promoting the better administration of the Trust property or the more effective execution of the objects of the Charity.

7. The Charity having obtained the approval of the Charity Commission may, if it appears to the Board of Trustees that by reason of changes or prospective changes in the law or in social conditions or otherwise the objects set out in Clause 3 no longer provide a suitable and effective method of using the Charity's property, amend the objects set out in Clause 3 and replace them with other charitable trusts for purposes which are as similar as circumstances permit to the objects set out in Clause 3.

8. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he or she ceases to be a member, and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding One Pound (£1).

9. If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

10. For the purpose of this Memorandum and the Articles of the Charity "charitable" shall mean charitable in accordance with the law of England and Wales, provided that it shall not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt the system of law governing the Charity is the law of England and Wales.

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INTERPRETATION

1. In these regulations:

“the Act” means the Companies Act 2006 including any statutory modification or reenactment thereof for the time being in force.

“the articles” means the articles of the Charity.

“Bat Group” means a group of persons concerned with bat conservation who represent an area in the British Islands and Ireland and are recognised as a group by the Board of Trustees.

“Partner Bat Group” means a Bat Group that is designated as a Partner Bat Group by an agreement between it and the Charity.

“Board of Trustees” is defined in Article 28, and the “Trustees” means the members from time to time of the Board of Trustees, who shall be trustees of the Charity for all purposes.

“the Chairperson” means the person referred to in Article 28(a).

“the Charity” means the company set up by these Articles.

“clear days” in relation to a period of notice means that 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.

“office” means the registered office of the Charity.

“the seal” means the common seal of the Charity.

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of secretary of the Charity, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but not excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

MEMBERSHIP

2. The number of members with which the Charity is proposed to be registered is unlimited.
3. An individual or corporate body, unincorporated association or other group, all of whom support or whose members support the objects of the Charity shall be eligible for admission as a member.
4. A corporate member shall be entitled to appoint one representative, who may exercise on its behalf the same voting and all other rights as an individual member and shall by virtue of his/her appointment be eligible for election or appointment to any office of the Charity or to the Board of Trustees.
5. An unincorporated association or other group may nominate a representative to exercise the right of membership on its behalf and that representative shall have all rights of a corporate representative but be entered in the register as an individual member representing the unincorporated association or group. Any individual within such a group shall be entitled to apply for membership in his or her own right.
6. Any representative will cease to be eligible to act as such and (where relevant) will cease being a member on notification in writing by the nominating body.
7. The Board of Trustees may recommend to a General Meeting the appointment of any persons to hold the position of President, Vice Presidents, Honorary Patrons and Honorary Members. Any such person shall enjoy all the privileges of membership, including the right to vote, except that they shall not, by virtue of that position alone, be deemed to be members of the Charity for purposes of appearing on the register of members, or be under any liability for the debts and liabilities of the Charity.
8. The members of the Charity shall be the persons who subscribe to the Memorandum of Association; every person who at the date of incorporation of the Charity is a member of the unincorporated trust known as the “The Bat Conservation Trust” and who does not within six months after the incorporation of the Charity deposit with the Secretary a written resignation; and such other persons as the Board of Trustees shall admit to membership.
9. Every person wishing to join the Charity must apply in writing or by telephone or by other suitable electronic means agreed by the Board of Trustees and should deposit along with the application the first subscription payment due which will be returned in the event of membership being refused by the Board of Trustees.

Subscriptions

10. The Board of Trustees may from time to time prescribe the rates of annual subscriptions payable by members. Such rates may provide for different subscriptions to be payable by such categories of member as the Trustees may determine. No increase in the rate of annual

subscriptions payable by members shall take effect until approved at a General Meeting; but this shall not affect the power of the Trustees to determine a new category of membership and to set the initial annual subscription payable by such category.

Termination of Membership

11. An individual, corporate body, unincorporated association or other group, shall cease to be a member of the Charity:

(a) If by notice in writing (including by e-mail) to the Secretary the member resigns from the Charity.

(b) If any subscription or other sum payable in respect of his/her membership is not paid on the due date and the member has been served notice in writing informing him or her of this. The Board of Trustees may re-admit to membership any person who has ceased to be a member on his or her paying such an amount in respect of arrears of subscription or such other sum as the Board of Trustees may determine.

(c) If at a meeting of the Board of Trustees at which not less than half of the Trustees are present, a resolution of which the member has been given at least 14 days notice in writing and specifying his/her conduct or circumstances alleged as a ground for expulsion has been passed. Any member in such circumstances shall be afforded a reasonable opportunity of being heard by or making representations to the Board of Trustees. The member shall cease to be a member on the passing of the resolution but without prejudice to his liability to pay any subscription or other sum owed up to that time and a proportionate part of any such sums already paid shall be repaid by the Charity.

GENERAL MEETINGS

12. The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as the Board of Trustees directs and shall specify it as such in the notices calling it. All other general meetings shall be called Extraordinary General Meetings.

13. The Board of Trustees may, whenever it thinks fit, convene an Extraordinary General Meeting and shall do so forthwith on the receipt of a requisition in writing (stating the object of the meeting and to be left with the Secretary) as to amount in total to 5% or more of the current total membership of the Charity. If within 21 days of the receipt of such requisition the Board of Trustees does not call a meeting to be held within three months of the date that the requisition was left with the Secretary, the requisitioners may themselves call a meeting.

14. Meetings shall be called by at least 28 clear days' notice in writing to members,

specifying the place, date and time and the general nature of the business to be transacted. Accidental omission to give notice to or the non-receipt of it by any member shall not invalidate the proceedings.

Notice of Motions

15. Any motion for consideration at a General Meeting shall be submitted by at least two members in writing to the Secretary at least six weeks before that Meeting. Notice of such a motion may be given to the members by post or e-mail as set out in Article 43 below at least 28 clear days before the meeting. Members may choose their preferred method of communication for notifications on membership application forms or by contacting the Charity's office. Notifications shall also be posted on the Charity's website.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

16. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. A quorum shall consist of not less than fifteen members. If within fifteen minutes from the time appointed for a Meeting a quorum is not present in order to allow the Meeting to proceed, it shall stand adjourned to such other time and place as the Board of Trustees may decide.

Adjournments

17. The Chairperson may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place.

18. Unless a Meeting has been adjourned for more than one calendar month notice need not be given of an adjournment.

19. No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

Chairperson

20. The Chairperson shall preside as Chairperson at every Meeting, or if not present or willing to act at the notified time of commencement, the Trustees present may elect one of themselves to act.

Business

21. Business to be transacted at an Annual General Meeting shall consist of approving the

Minutes of the previous Annual and intermediate Extraordinary General Meetings; approving the accounts and the report of the Auditors and authorising the Trustees to determine their remuneration; approving the report of the Board of Trustees; appointing Auditors; electing Officers and other members of the Board of Trustees; any other matter of which due notice has been given and any other matters which may be discussed (but not voted on) with the consent of the Chairperson.

Voting

22. Voting shall be by a show of hands of those entitled to vote unless a poll is at any time (until immediately after the declaration of a result) demanded by the Chairperson or two Trustees present in person or by ten members present in person or by proxy. The poll shall be taken immediately and in such manner as the Chairperson directs, unless the meeting votes to have a postal poll, in which case the results shall be taken to represent a resolution passed at the relevant General Meeting.

23. A resolution which does not receive the requisite majority shall fail. In relation to any resolution to amend the Memorandum and Articles of Association of the Charity, or to wind up or dissolve the Charity, the requisite majority shall be two thirds of the votes cast.

24. Every member of age 18 or over present in person or being a body present by a duly authorized representative will have one vote on a show of hands. On a poll votes may be given either personally or by proxy.

25. No objections shall be raised to the qualification of any voter except at the meeting at which the vote objected to is tendered, the Chairperson's decision on the matter being final.

Proxies

26. A proxy (who need not be a member) may take any step at a General Meeting on behalf of his principal, other than vote on a show of hands.

27. An instrument appointing a proxy shall be in writing signed by the member or in the case of a representative appointed or nominated under Articles 4 or 5 by the representative in any form clearly indicating the powers of proxy, and appropriate forms to be obtained from the Secretary on request by any member. The instrument shall be deposited at the Registered Office of the Charity at least forty-eight hours before the time appointed for holding the Meeting (or an adjourned Meeting). A proxy may be withdrawn by leaving a written notice duly signed at the Registered Office of the Charity at least forty-eight hours before the time appointed for holding the Meeting (or an adjourned Meeting).

THE BOARD OF TRUSTEES

Composition

28. The Board of Trustees of the Charity shall be composed of:

- (a) The officers of the Charity, who shall consist of members of the Charity comprising the Chairperson, the Vice-Chairperson, the Secretary and Treasurer.
- (b) Up to four nominees of the Partner Bat Groups who shall be members of the Charity.
- (c) Up to four other members of the Charity.

No employee of the Charity may be a Trustee.

Election

29. The Board of Trustees shall be elected at an Annual General Meeting and shall serve for three years. Each Trustee shall be eligible for reselection at the end of his or her first and second term of three years but following election for a third term will not be eligible for reselection until one year has elapsed from he or she ceasing to be a Trustee.

Co-option and Observers

30. (a) The Board of Trustees may co-opt any member eligible for election to fill a vacancy until the next Annual General Meeting.

(b) The Board of Trustees may appoint to attend a specific meeting or meetings:

- (i) any person the Board of Trustees considers to be specialist in a relevant field as an observer who shall have no vote but may speak;
- (ii) up to ten persons at the Board of Trustees' discretion as observers; and
- (iii) staff representative(s), who shall have no vote but may speak;

and all such persons are eligible for re-appointment.

Nominations

31. Any two members may, in writing (including by e-mail), or the Board of Trustees may by resolution, nominate any member for election or re-election to the Board of Trustees. Nominations must be received by the Secretary at least six weeks before the date of the Annual General Meeting.

Expenses

32. All Trustees and appointees of the Board of Trustees may be paid all reasonable out-of-

pocket travelling expenses incurred in attending Meetings of the Board of Trustees or any Committee or General Meeting of the Charity, and all reasonable expenses incurred in connection with the business of the Charity.

Powers and duties of the Board of Trustees

33. The Board of Trustees shall conduct all the affairs and exercise all the powers of the Charity other than those which are required by the Act or these Articles to be exercised by the Charity in General Meeting. In particular, having regard to any subsisting resolutions of a General Meeting, the Trustees may determine the appointment and conditions of staff, and may make available to the other charitable organizations with similar aims, and not necessarily at a market rate, any part of the Charity's property.

34. The Board of Trustees may revocably appoint Committees, of which all the Officers of the Charity shall be *ex officio* members, to exercise full or limited delegated powers as specified by the Board of Trustees. All acts and proceedings of such Committees shall be fully and promptly reported to the Board of Trustees.

35. The Board of Trustees and any Committees shall regulate the time, place and frequency of their own meetings which may be attended either in person or by suitable electronic means agreed by the Trustees and members of any Committees in which all participants may communicate with all other participants. The Board of Trustees shall meet at least twice a year.

36. A Trustee may be paid for the provision of work, goods or services to the Charity, provided always that such payment complies with charity legislation and with the guidance of the Charity Commission. Without limiting the generality of the foregoing duties, payment to a Trustee will only be made if the following conditions are satisfied:

- (a) The amount of the payment is set out in a written agreement between the Trustee and the Charity, and does not exceed what is reasonable in the circumstances.
- (b) The other Trustees are satisfied, before entering the agreement, that it would be in the best interests of the Charity for the work, goods or services to be provided by the relevant Trustee for the amount of payment set out in the agreement.
- (c) If there is more than one Trustee:
 - (i) in relation to whom such an agreement in (a) above is in force;
 - (ii) who is entitled to receive remuneration from the Charity; or
 - (iii) who is connected with a person falling within (i) or (ii);

the total number of such Trustees constitute a minority of the Trustees of the Charity.

- (d) The Trustees have had regard to any guidance issued by the Charity Commission and are satisfied that the proposed payment is in compliance with that guidance.

(e) The relevant Trustee and the Board of Trustees in addition comply with the requirements of Article 40 which apply in the circumstances.

Quorum

37. The quorum for a meeting of the Board of Trustees shall be five.

Disqualification and removal of Trustees

38. A Trustee shall cease to hold office if he or she:

(a) resigns his or her office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

(b) is absent without permission of the Trustees from all their meetings held within a period of nine months and the Trustees resolve that his or her office is vacant.

Chairperson

39. The chair shall be taken at Board of Trustees meetings by the Chairperson or in default the Vice-Chairperson and in default as elected by Trustees present. Committees established under Article 34 shall be chaired by a Trustee agreed by the Board of Trustees and who shall serve for the duration of his or her term on the Board of Trustees or until the Board of Trustees decides otherwise.

Trustees' Interests

40. (a) Where a Trustee is directly or indirectly interested in any contract, transaction, payment or arrangement with the Board of Trustees or the Charity, the Trustee:

(i) shall declare to the Board of Trustees and/or any of its Committees the nature of his/her interest at or prior to the meeting at which the matter is discussed;

(ii) shall withdraw from any meeting at which the matter is discussed and shall not be counted in the quorum for such meeting;

(iii) shall not vote in respect of any such contract, transaction, payment or arrangement in which he or she is, directly or indirectly, interested, and if he or she does so his or her vote shall not be counted.

(b) The office of a Trustee shall be vacated if the Trustee is directly or indirectly interested in any contract, transaction, payment or arrangement with the Board of Trustees or the Charity and fails to declare the nature of his or her interest in the manner required by this Article. .

Voting

41. All questions in the Board of Trustees and Committees shall be decided on a

majority vote, the Chairperson of the meeting having a casting vote.

The Seal

42. The Board of Trustees shall provide for the safe custody of the seal, which may only be used with the authority of the Board of Trustees. Every instrument to which the seal is affixed shall be signed by the Chairperson and counter-signed by another Officer.

Notices

43. Notice may be given by the Charity to any member by sending it by post or other appropriate means to the last notified address of the member within the British Islands (which, for the avoidance of doubt, shall include placing the notice in a copy of “Bat News” sent to a member). The Notice shall be deemed to have been served on him or her at the end of 72 hours from posting. Any member who does not supply the Charity with an address in the British Islands shall not be entitled to have a notice under these Articles served on him or her. This Article does not limit or affect other means of giving notice which are provided for in these Articles.

44. Notice of every General Meeting shall be given to every member and to the Auditors for the time being of the Charity.

Accounts

45. Proper and full books of accounts shall be kept at the office of the Charity, where any member may inspect them at all reasonable times.

46. A summary of the accounts shall be laid before each Annual General Meeting together with a report of the Auditors. A copy of both these shall be sent to all members along with the Notice of the Annual General Meeting.

Auditors

47. Auditors shall be appointed at the Annual General Meeting for a period up to the end of the following Annual General Meeting.

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