

ARTICLES OF ASSOCIATION

OF

THE GARDENS TRUST

As amended and restated by special resolution dated 24 July 2015 and further amended and restated by special resolution dated 11 2024

~~Russell-Cooke LLP
2 Putney Hill
Putney
London
SW15 6AB
Tel: 020 8789 9111
www.russell-cooke.co.uk~~

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Company number: 03163187

Charity number: 1053446

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE GARDENS TRUST

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is 'The Gardens Trust', called in this document "the Charity".

1.2 In these Articles:-

(a) references to "his", "he" or "him shall also apply or be construed to "her", "she" or "hers" or "them" and "their" as applicable;

(b) the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

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4.3 Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
CGT Member	a corporate member comprising a County Gardens Trust or Country Gardens Trust;
CGT	a County Gardens Trust or Country Gardens Trust being a trust association, federation or company (having whatever name and whether or not incorporated) whose objects are connected with or embrace the objects of the Charity and which has charitable purposes and which is recognised as a CGT for purposes of these Articles by the Board;

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Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
educational	interest enjoyed by Garden Land for any one of more of the following reasons; its historic associations, as a work of art, for its architecture; for its scenic value, for its horticultural, arboricultural, silvicultural or botanical qualities or potential, or for its nature conservation quality or potential;
Garden Land	garden, park land and designed landscape of educational, historic or cultural significance, related enclosures, boundaries and earthworks, park and garden buildings, other structures and erections and associated plant, machinery and systems, sculpture, garden and other furniture, ornamental planting, woodland, gates, ironwork, drives, paths and roadways, lakes, water courses and meadow and includes land associated by view, management or otherwise with Garden Land;
Individual Member	an individual member of the Charity who is 18 years or over, or is a body corporate, but not a CGT Member; ;
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
<u>Officers</u>	the Vice-Chair, the Treasurer, and the Company Secretary (if also a Trustee) of the Charity;
<u>Publish</u>	shall include (without limitation) printed material, material posted on a website, social medial and any other form of digital communication;

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Regulations

any rules, standing orders or regulations made in accordance with these Articles;

Seal

the common seal of the Charity, if any;

Signed

shall include faxes of signatures and other forms of authentication that are permitted by law;

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Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

- 1.4 Words in the singular form include the plural and vice versa.
- 1.5 The words "person" or "people" include corporations and unincorporated associations, and the words "he", "his" and "him" shall include the female equivalent.
- 1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.7 Headings are not part of the Articles.

2. Registered Office

- 2.1 The registered office of the Charity will be in England.

3. Objects of the Charity

- 3.1 The objects of the Charity (the "Objects") are for the public benefit:-
- 3.1.1 to promote the study of the history of gardens and gardening, landscape gardening and horticulture in all its aspects;
- 3.1.2 to promote the protection and conservation of historic parks gardens and designed landscapes and to promote and advise on their conservation;
- 3.1.3 to promote CGTs and through them, education, appreciation and involvement of the public in matters connected with the arts and sciences of Garden Land; and
- 3.1.4 to encourage the creation of new parks, gardens and designed landscape.

4. Powers of the Charity

- 4.1 The Charity has the following powers which may be used only to promote the Objects:-
- 4.1.1 to publish periodicals and other publications devoted to the objects of the Charity;

4.1.2 to form and maintain a collection of relevant documents, books, photographs, photographic slides, illustrations and other material and to index the relevant material and its location;

4.1.3 to preserve such documents, plans, designs, drawings, catalogues, letters, papers, artefacts, photographic materials etc., connected with the study of garden history and Garden Land, which might from time to time be donated to or acquired by the Charity;

4.1.4 to promote the repair, renovation, and conservation of any Garden Land ~~;- and to discharge the Charity's functions as a statutory consultee pursuant to the National Heritage Act 1983;~~

4.1.5 to ~~co-operate~~ operative with ~~any~~ international, national, local or other ~~body~~ -

concerned to achieve the ~~objects~~ Objects of the Charity;-

4.1.6 to assist the work of CGTs by promoting cooperation, the sharing of experience and information on all matters in connection with garden land in any way calculated to enhance their performance and efficiency;

4.1.7 to encourage, promote and assist in the formation and development of CGTs and to further their charitable purposes;

4.1.8 to buy, take on lease, share, hire or otherwise acquire property of any sort;

~~4.1.9 to sell, lease or otherwise dispose of all or any part of the property~~

4.1.9 to sell, lease, deposit or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply, as appropriate, with Sections 117 to 123 of the Charities Act 2011;-

4.1.10 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

4.1.11 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.1.12 to employ and pay any employees, officers, servants and professional or other advisers;

4.1.13 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts or sponsorship arrangements, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;

4.1.14 to give or receive guarantees or indemnities;

4.1.15 to promote or undertake study or research and disseminate the results of such research;

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4.1.16 to produce, print and publish anything in any media;

4.1.17 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;

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- 4.1.18 to make social investments in pursuance of the Objects by any means;
- 4.1.19 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.20 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- 4.1.21 to undertake any charitable trust;
- 4.1.22 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.23 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.24 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- 4.1.25 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.26 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.27 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.28 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.29 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.30 to insure any risks arising from the Charity's activities;
- 4.1.31
 - (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:

- (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
 - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
 - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
- (b) Any insurance in the case of 4.1.31(a)(i) or 4.1.31(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
- (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; and
 - (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the best interests of the Charity or not.
- (c) Any insurance in the case of 4.1.31(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his 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.

4.1.32 to pay all the expenses and costs of establishing the Charity;

4.1.33 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and /or may increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;

- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.34 to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

4.1.35 to do anything else within the law which helps promote the Objects.

5. Application of Income and Property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the objects of the Charity as set forth in these Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members or trustees of the Charity.

Provided that nothing in Article 5.1 shall prevent the payment in good faith by the Charity:-

- 5.1.1 Of reasonable and proper remuneration to any member, officer, consultant, agent or servant of the Charity not being a member of the Board for any services rendered to the Charity;
- 5.1.2 Of interest on money lent by any member of the Charity or of its Board at a reasonable or proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board or 3 per cent whichever is the greater;
- 5.1.3 Of reasonable and proper rent for premises demised or let by any member of the Charity or of its Board;
- 5.1.4 Of fees remuneration of other benefit in money or moneys worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the capital of that Company;
- 5.1.5 To any member of its Board of reasonable and proper out of pocket expenses; and
- 5.1.6 To the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to Article 4.1.31 above.

6. Alterations to these Articles

- 6.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of the Individual Members and 75% of the CGT Members present in person or by proxy vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.
- 6.2 Alterations may only be made to:
- 6.2.1 the Objects; or
 - 6.2.2 to any clause in these Articles which directs the application of property on dissolution; or
 - 6.2.3 to any clause in these Articles which gives Trustees any benefit,
- with the Charity Commission's prior written consent where this is required by law.
- 6.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.
- 6.4 Alterations may also require the consent of other bodies.

7. Limited Liability

- 7.1 The liability of the members is limited.

8. Guarantee by Members of the Charity

- 8.1 Each member of the Charity undertakes that, if the Charity is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Charity for:-
- 8.1.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a member;
 - 8.1.2 payment of the costs, charges and expenses of winding up; and
 - 8.1.3 adjustment of the rights of the contributories among themselves.

9. Indemnity of Trustees

- 9.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity may indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or other officer save that no Trustee or other officer may be entitled to be indemnified:

- 9.1.1 for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
 - 9.1.2 for any fine imposed in criminal proceedings;
 - 9.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 9.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
 - 9.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and
 - 9.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.
- 9.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or officer, provided that he will be obliged to repay such amounts no later than:
- 9.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or
 - 9.2.2 if judgment is given against him in proceedings, the date when the judgment becomes final; or
 - 9.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

10. Conflicts of Interest

- 10.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 10.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 10.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and

10.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 10.3 and 10.4; and

10.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 10.3 and 10.4.

10.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 10.2 and the manner of dealing with the conflict, provided that:

10.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and

10.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.

10.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 10.3.1 and 10.3.2 above.

10.5 The duty to deal with conflicts referred to in Article 10.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.

10.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.

10.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

10.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

11. Rights of Inspection

11.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

12. Register of Members

12.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.

12.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

13. Membership

13.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.

13.2 Such persons who are admitted to membership in accordance with these Articles shall be the members of the Charity.

13.3 The Charity shall have the following classes of membership:-

13.3.1 Individual Members; and

13.3.2 CGT Members.

The Board may determine criteria for membership but are not obliged to admit any person or ~~organisation~~ corporate body satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.

13.4 A member which is ~~an organisation~~ a corporate body must, if asked, give a copy of its constitution to the Charity.

13.5 Each member which is ~~an organisation~~ a corporate body has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend, vote and speak at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.

13.6 Members which are ~~organisations~~ corporate bodies stop being members in the same way as individual members stop being members.

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13.7 The Board may delegate the power to admit members.

13.8 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not be a member of the Charity for the purposes of the Articles or the Act.

13.9 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members including for Individual Members and CGT Members. The Board may also decide to admit honorary members. Such honorary members shall not be liable to pay any subscription fee but are entitled to all the benefits of membership.

14. No transfer of Membership

- 14.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person or ~~organisation~~corporate body.

15. Ending of Membership

- 15.1 A member stops being a member of the Charity if:
- 15.1.1 the member resigns from membership by giving notice in Writing to the Charity; or
 - 15.1.2 membership is ended under Article 16; or
 - 15.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or
 - 15.1.4 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
 - 15.1.5 the member dies or, in the case of a ~~member~~organisation~~corporate body~~, if the ~~organisation~~corporate body ceases to function or is wound up.

16. Removal from Membership

- 16.1 The Board may terminate membership by giving the member notice in Writing.
- 16.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

17. Annual General Meetings

- 17.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

18. Extraordinary General Meetings

- 18.1 All general meetings except annual general meetings are called extraordinary general meetings.

19. Calling of Extraordinary General Meetings

- 19.1 The Board may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Charity request it in accordance with the Act.

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20. Notice of General Meetings

- 20.1 An annual general meeting or an extraordinary general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 56.4). Such notices must specify the form of the meeting, place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it. General meetings may be held at a physical location, or remotely by suitable electronic means agreed by the Board or by a combination of the two, but however the meeting is held all participants must be able to contribute to the meeting.
- 20.2 At an annual general meeting the business usually conducted will be the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last annual general meeting, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors.
- 20.3 At an annual general meeting the Charity may also elect a President and one or more Vice-Presidents who shall hold office for a term of five years. A retiring President or Vice-President will be eligible for re-election if recommended by the Board. The positions of President and Vice-President shall be honorary only and such persons shall not become members of the Board or have the power to attend and vote at Board meetings.
- 20.4 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

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21. Quorum for General Meetings

- 21.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 40 Individual Members and 6 CGT Members or one tenth of the CGT Membership, whichever is the greater, whether present in person or by proxy.

22. Adjournment if no Quorum

- 22.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.
- 22.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

23. ~~Chairman~~Chair of a General Meeting

- 23.1 The Chair of the Board (if any), or in his absence the Vice-chair (if any) should normally preside as ~~chairman~~chair at every general meeting of the Charity. If both are absent, or if they are not present within 15 minutes after the appointed starting time or are unwilling to take the chair, the Board shall select the ~~chairman~~chair of the meeting and in default the members at the meeting shall select a ~~chairman~~chair.

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24. Adjournment of a General Meeting

- 24.1 The **chairman** of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

25. Voting on Resolutions

- 25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the **chairman** of the meeting or a member, save that no poll may be demanded on the election of a **chairman** of a meeting or on any question of adjournment. Members may vote by proxy.
- 25.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

26. Proxies

- 26.1 A person holding a proxy may vote on any resolution.
- 26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 26.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 26.4 A proxy in the following form will be acceptable:
- "I
- of

a member of The Gardens Trust hereby appoint the Chair of the Charity or if he is not present the ~~chairman~~chair of the Meeting*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Charity to be held on the _____ day of _____ and any adjournment thereof.

Signed on the _____ day of _____ .”

****If you do not wish to appoint the Chair or the ~~chairman~~chair of the meeting, please delete the reference to the Chair/~~chairman~~chair of the meeting and insert the name and address of your appointee in the space that follows.***

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

27. Declaration of ~~chairman~~chair is final

27.1 Unless a poll is demanded, the ~~chairman~~chair of the meeting’s declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

27.2 The demand for a poll may be withdrawn.

28. When a poll is taken

28.1 Polls will be taken whenever the ~~chairman~~chair of the meeting says so in accordance with Article 25.1. Business which is not the subject of a poll may be dealt with before, during or after the poll.

28.2 The ~~chairman~~chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

29. Voting and Speaking

29.1 Every Individual Member including the ~~chairman~~chair of the meeting (if he is a member) has one vote within his class of membership at general meetings and each CGT Member has one vote within its class of membership at general meetings. The ~~chairman~~chair of the meeting does not have a casting vote at general meetings.

29.2 Any vote will require majorities (or 75% in the case of a special resolution), of those present or voting by proxy of both the Individual Members and CGT Members, each voting in a separate class, to vote in favour of a resolution for it to pass. This shall also apply to the election of the Board.

29.3 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.

29.4 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in his capacity as a member.

30. Written Agreement to Resolution

30.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

30.1.1 it must be in Writing;

30.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

30.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

30.1.4 it may consist of two or more documents in identical form Signed by members; and

30.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

30.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it in accordance with the procedure set out at Article 29.2.

30.3 A written resolution passed in accordance with this Article 30 has effect as if passed by the Charity in general meeting.

31. Management by the Board

31.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

32. The Keeping of Minutes

32.1 The Board must have a record of minutes:-

32.1.1 of all appointments of officers by the Board;

32.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and

32.1.3 of all resolutions and proceedings at all meetings of:

(a) The members;

(b) The Board; and

(c) Committees of the Board.

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33. The ~~Make-up~~Composition of the Board

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33.1 The Board shall consist of:-

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33.1.1 not fewer than ~~5~~ and no more than 12 persons elected by members of the Charity, such number to be determined by the Board from time to time; and

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33.1.2 not more than ~~23~~ additional individuals co-opted at any time by the Board in accordance with Article 37.2; and

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~~33.1.3 not more than 2 ex-officio Trustees, being the chair or chair's designee of Scotland's Garden and Landscape Heritage and the chair or chair's designee of the Welsh Historic Gardens Trust, who shall have no voting rights.~~

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33.2 All Trustees and co-optees elected in accordance with Articles 33.1.1 and 33.1.2 must be Individual Members of the Charity, ~~or a nominated representative of a CGT Member (who may also be an Individual Member).~~

33.3 No person under the age of 18 may be appointed as a Trustee.

~~33.4 The Board may, at its discretion, invite not more than 3 observers to its meetings (being including the chair or chair's designee of Scotland's Garden and Landscape Heritage, the chair or chair's designee of the Welsh Historic Gardens Trust, and the chair or chair's designee of the Northern Ireland Heritage Gardens Trust). Observers who shall not be Trustees (ex-officio or otherwise) and shall have no voting rights.~~

34. Retirement/Election of members of the Board

~~34.1 At the first and second annual general meetings following the adoption of these Articles, one third of the Trustees shall step down. The Trustees to retire shall be those who have been longest in office, but as between persons who became Trustees on the same day those to retire shall be determined by the Board. These Trustees retiring~~

~~34.1 Candidates for election by the members shall be selected by the Board. It shall be the duty of the Board to select candidates who have the requisite skills and life experiences to make a material contribution to the work of the Charity. The Board shall apply the same criteria in making co-options.~~

~~34.2 Subject to Article 34.3, Trustees shall be elected for a term of three years and shall be eligible for re-election once but only if so selected by the Board in the discharge of its duty under paragraph 34.1.~~

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~~34.3 A Trustee may serve for more than two successive terms of three years provided that, if, but only if, that trustee is either an Officer or a Trustee, who in the opinion of the Board is making such a significant contribution to the work of the Charity that it is in the best interests of the Charity for them to continue in office,~~

~~that Trustee became an Officer during their second term, but (subject to Article 34.3(b) and (c)) in such a scenario that Trustee shall serve for no more than three further years after they became an Officer; or~~

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~~that Trustee became the Vice Chair during their third term (in accordance with Article 34.2-3(a)), but (subject to Article 34.3(c)) in such a scenario that Trustee shall serve for no~~

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~~more than three further years after they became a Vice-Chair; or~~

~~34.2 Otherwise than provided in Article 34.1, a Trustee shall retire at the third annual general meeting after his last election. He shall be eligible for re-election for one further term provided that no Trustee may continue to serve after six years in office without a period of at least a year out of office. The Board may co-opt such a Trustee for such further periods as it sees fit subject to the limits set out in Article 37.2.~~

~~For the purposes of this Article 34.1 a "year" shall mean a complete period of service between two annual general meetings.~~

~~that Trustee became the Chair during their second term (in accordance with Article 34.3(a)) or their third term (in accordance with Article 34.3(b)), but, in such a scenario, that Trustee shall serve for no more than six further years after they become the Chair; or~~

~~there exist special circumstances (being a requirement for flexibility as to the election of members of Board given the needs of the Charity and an agreed lack of suitable candidates), as agreed by the Board.~~

35. Change in composition of the Board

35.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below five.

36. Notification of change of members of the Board to the Registrar of Companies

36.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

37. Filling vacancies in the Board and Co-option

37.1 The Board can appoint anyone as a Trustee to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting where they

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may be elected by the members (unless they cease to be a Trustee prior to that by virtue of Article 38 or 39). For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 33.1.1.

37.2 The Board may also co-opt up to ~~two~~^{three} additional persons onto the Board at any time in excess of the maximum number of Trustees set out in Article 33.1.1 who shall hold office until the next annual general meeting unless they cease to be a Trustee prior to that by virtue of Article 38 or 39. A co-opted Trustee may be removed by the Board at any time ~~and may not be co-opted more than six times. In the event that a co-opted Trustee goes on to be elected by the members, for the purposes of the maximum terms of office referred to in Article 34 his initial appointment shall be the date on which he was first co-opted.~~

37.3 Such appointees or co-optees may vote at meetings of the Board.

38. Ending of Board Membership

38.1 A Trustee ceases to hold office if he:-

- 38.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 38.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011; or
- 38.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Trustees resolve that he must cease to hold office; or
- 38.1.4 resigns the office by one month's notice in writing to the Charity but only if at least five Trustees will remain in office when the resignation takes effect; or
- 38.1.5 is absent from 3 consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
- 38.1.6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 38.1.7 is removed from office under Article 39; or
- 38.1.8 is a co-opted Trustee and is removed by the Board; or
- 38.1.9 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or

38.1.10 dies.

39. Removal of a Trustee by a General Meeting

39.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

40. Meetings of the Board

40.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

40.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

40.3 The Charity, if requested by the Chair or any three Trustees, must summon a meeting of the Board.

40.4 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

41. Officers of the Board

41.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

42. Quorum for the Board

42.1 The quorum necessary for business to be done at a Board meeting is five Trustees. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 10.

43. Board's Right to Act Despite Vacancies on the Board

43.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint further Trustees.

44. A Resolution may be Approved by Signature Without a Meeting

44.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

45. Validity of Acts Done at Meetings

45.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

46. Delegation by the Board

46.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it.

46.2 The Board may co-opt any person or people who are not Trustees to serve on a committee, but any such committee must have at least one Trustee on it at all times.

46.3 All acts and proceedings of a committee or Trustees must be reported to the Board at or before the next succeeding Board meeting.

47. Chair of Committees

47.1 A committee may elect a chair of its meetings if the Board does not nominate one.

47.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be ~~chairman~~chair of the meeting.

48. Meetings of Committees

48.1 A committee may meet and adjourn whenever it chooses.

48.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the ~~chairman~~chair of the committee meeting shall have a casting vote.

48.3 A committee must have minutes entered in minute books.

48.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

49. Appointment and Removal of the Company Secretary

49.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

50. Actions of Trustees and Company Secretary

50.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

- 50.2 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.
- 50.3 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it.
- 50.4 Everything to which the Seal is affixed must be signed by two persons authorised by the Board. Where the Board has not authorised any such persons it must be:-
- 50.4.1 signed by a Trustee and countersigned by the Company Secretary or by a second Trustee; or
 - 50.4.2 signed by a Trustee and witnessed by an independent third party.

51. Proper Accounts must be Kept

- 51.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

52. Books must be Kept at the Office

- 52.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

53. Inspection of Books

- 53.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

54. Accounts and Returns

- 54.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 54.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).
- 54.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 54.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
 - 54.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.
- 54.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.
- 54.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

55. Appointment of Reporting Accountants or Auditors

55.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

56. Service of Notices

56.1 The Charity may give notices, accounts or other documents to any member either:

56.1.1 personally; or

56.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

56.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

56.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

56.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Charity for that purpose or in accordance with Article 56.1.1, 56.1.3, 56.1.4 or 56.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

56.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

56.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

56.4 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly

given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

57. Accidental Omission of Notice

57.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

58. Who is Entitled to Notice of General Meetings

58.1 Notice of every general meeting must be given to:-

58.1.1 every member (except those members who lack a registered postal address within the United Kingdom and have not given the Charity a postal address for notices within the United Kingdom);

58.1.2 the reporting accountants or auditor of the Charity;

58.1.3 all Trustees; and

58.1.4 any President or other honorary position.

58.2 No one else is entitled to receive notice of general meetings.

59. Regulations

59.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

60. Winding-up of the Charity

60.1 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 which are similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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