

ARTICLES OF ASSOCIATION
The Companies Act 2006

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association
of
The Eden Rivers Trust (the “**Company**”)

INTERPRETATION

1 In these Articles, the words in the first column of the table below shall bear the meanings set opposite to them in the second column, unless context indicates another meaning:

Words	Meanings
the Act	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
these Articles	these Articles of Association as originally adopted or from time to time altered;
Auditors	the Auditors of the Company as provided in the Articles;
Members	the Members of the Company for the purposes of the Act;
Memorandum	the Memorandum of Association of the Company;
Month	a calendar month;
the Office	the Registered Office of the Company;
the Register	the Register of Members of the Company kept pursuant to the Act;
the Seal	the Common Seal of the Company if it has one;
the Secretary	any person appointed to perform the duties of secretary of the Company;
a Trustee	means a director of the Company and Trustees means all the directors;
in writing	written printed lithographed or photographed or partly one and partly another and other modes of representing or reproducing words in a visible form;
Year	a calendar year;

2 Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine. Words importing persons shall include corporations.

3 Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.

- 4 When any provision of the Act is referred to the reference is to such provision as modified or re-enacted by any statute for the time being in force.

OBJECTS

- 5 The Memorandum of Association of the Company shall be amended by the deletion of clause 3 and its replacement with Article 6 below:

- 6 The objects for which the Company is established are:

6.1 to secure the conservation, protection, rehabilitation and improvement of the rivers, streams, watercourses, water impoundments together with the related banksides and estuary with respect to the river Eden (Cumbria) its tributaries and the Eden Valley (the river catchment area of the river Eden (Cumbria)) for the benefit of the public; and

6.2 to advance the education of the public or any association, institution, voluntary organisation, company, local authority, administrative or governmental agency or public body or representative body in:

6.2.1 the understanding, management and uses for all lawful purposes of rivers, river corridors and river catchments, including their fauna, flora, biodiversity, economic or social activity and river catchment management; and

6.2.2 the need for, and benefits of conservation, protection, rehabilitation and improvement of aquatic environments.

MEMBERS

- 7 The minimum number of Members with which the Company proposes to be registered is five and the maximum number of Members with which the Company proposes to be registered is twelve.

- 8 No person who is not a Trustee shall be or act as a Member. A Member shall consent in writing to become a Member and his name shall be entered on the Register. The subscribers to the Memorandum shall be the first Members.

- 9 The rights and privileges of a Member shall be personal to the Member and shall cease on death, or if it is a body corporate, if it ceases to exist.

- 10 Every Member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a Member.

- 11 A Member shall cease to be a Member and his name shall be removed from the Register if:

11.1 being a Member by reason only of his being a Trustee, he shall cease to be a Trustee;

11.2 by notice in writing to the Secretary he resigns his office;

11.3 he undergoes treatment under the Mental Health Act 1983 or in Scotland, makes an application for admission under the Mental Health (Scotland) Act 1960;

11.4 he becomes bankrupt or makes any arrangements or composition with his creditors generally or (being a company) goes into liquidation other than for the purposes of solvent reconstruction;

11.5 he otherwise ceases to qualify for membership under the Articles; or

11.6 he is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion, the Member's continued membership is harmful to the Company (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen clear days after receiving notice).

12 Membership of the Company is not transferable.

GENERAL MEETINGS

13 The Trustees or their Chairman may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Act shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition. If at any time there are not within the United Kingdom sufficient Trustees to call a meeting, any Trustee or any Member may call a General Meeting.

NOTICE OF GENERAL MEETINGS

14 A General Meeting shall be called by fourteen clear days' notice in writing at the least but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Members.

15 The notice shall specify the time, date and place of the meeting and shall be given to all Members and to the Trustees and Auditors.

16 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17 No business shall be transacted at any General Meeting unless a quorum of Members is present. Save as herein otherwise provided, one third of the Members or a minimum of three Members present in person shall be a quorum.

18 If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the Chairman of the meeting or the Trustees shall appoint. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

19 The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting of the Company or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the Vice-Chairman (if any) of the Trustees shall, if present and willing to act, preside as Chairman failing which the Members present shall elect one of their number to be Chairman of the meeting.

20 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

21 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

22 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is:

22.1 demanded by the Chairman; or

22.2 demanded by at least two Members present in person;

Unless a poll is so demanded, a declaration by the Chairman that a resolution has been earned or earned unanimously or by a particular majority or lost or not earned by a particular majority and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

23 A poll shall be taken as the Chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24 Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25 No poll may be demanded on the election of a Chairman of a meeting or on any question of adjournment.

26 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall except in the case of a resolution for altering the constitution of the Trustees be entitled to a second or casting vote.

27 A written resolution of the Members passed in accordance with this Article shall have effect as if passed by the Members in a general meeting. The following rules will apply in respect of written resolutions:

27.1 an ordinary resolution in writing signed by a majority of all Members entitled to receive notice of and attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held;

27.2 a special resolution in writing signed by at least seventy five per cent of all Members entitled to receive notice of and attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held;

27.3 all proposed written resolutions must be circulated, including without limitation by electronic means, to all Members entitled to receive notice of and attend and vote at General Meetings together with accompanying guidance as how to signify agreement to the written resolution and the date by which the written resolution must be passed if it is not to lapse;

27.4 for the avoidance of doubt the date on which the written resolution must be passed must be not more than twenty eight days from the date upon which the proposed written resolution was circulated to Members; and

27.5 any such resolution in writing may consist of two or more documents in like form each executed by or on behalf of one or more Members.

28 Any corporation which is a Member may by resolution of its directors or other governing body appoint any person to act as its representative at any General Meeting of the Company and such

representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll.

VOTES OF MEMBERS

- 29 Every Member shall have one vote to be cast by the Member either personally or by proxy.
- 30 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

TRUSTEES

- 31 Unless otherwise determined by a General Meeting, the number of Trustees shall not be less than five nor more than twelve.
- 32 The subscribers to the Memorandum shall be the first Trustees.
- 33 The Trustees shall have power at any time from time to time to appoint any person to be a Trustee but so that the total number of Trustees shall not exceed the number determined under Article 31.
- 34 No person shall be entitled to act as a Trustee whether on a first or any subsequent entry into office until he has signed a declaration of acceptance and willingness to act in accordance with the terms of the Memorandum and Articles of Association of the Company.
- 35 No person who is not a Member shall be or act as a Trustee and he shall cease to be a Trustee on ceasing to be a Member.

POWERS AND DUTIES OF THE TRUSTEES

- 36 Subject to the provisions of the Act the Memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 37 The Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and assets or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party.
- 38 Subject to the provisions of the Memorandum and these Articles the Trustees may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles.
- 39 Except to the extent permitted by clause 5 of the Memorandum, no Trustees shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party.

DISQUALIFICATION OF TRUSTEES

- 40 The office of a Trustee shall be vacated if:

- 40.1 he becomes bankrupt or he makes any arrangement or composition with his creditors;
- 40.2 he is or may be suffering from mental disorder and either:
 - 40.2.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or
 - 40.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver or curator bonis or other person to exercise powers with respect to his property or affairs;
- 40.3 by notice in writing to the Company he resigns his office;
- 40.4 he ceases to hold office by virtue of any provision of the Act or is prohibited by law from being a Trustee;
- 40.5 he is disqualified by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions) from acting as a Trustee;
- 40.6 he has been convicted of any offence involving dishonesty or deception; or
- 40.7 he absents himself from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that he has by reason of such absence vacated office.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 41 Trustees shall be appointed for terms of service of three years.
- 42 At the Company's first meeting at which the Company's first accounts, annual report and annual return (as per Articles 63, 64 and 65) are laid and at every subsequent meeting that occurs nearest to the expiry of their term and at which the Company's accounts, annual report and annual return are laid one-third of the Trustees who have served their term or if their number is not three or a multiple of three then the number nearest one-third shall retire from office.
- 43 A retiring Trustee shall retain his office until the conclusion of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost.
- 44 The Trustees to retire by rotation shall be those who shall have been longest in office since their last appointment or re-appointment. As between persons who became or were re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot, provided that nothing in this Article shall require any Trustee to retire before they have served three years as a Trustee since their last appointment in which case the number retiring may be less than one third.
- 45 If the Company at the meeting at which a Trustee retires by rotation does not fill the vacancy the retiring Trustee shall if willing to act be deemed to have been re-appointed, subject to Article 48, unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost.
- 46 Notwithstanding anything in these Articles, the Company may by ordinary resolution of which special notice has been given to all Members in accordance with the Act remove any Trustee before the expiration of his period of office.

47 Subject to Article 48, a retiring Trustee who remains eligible may be re-elected for a maximum of three consecutive terms of office including their initial term, up to a maximum of nine years of service in total.

48 A Trustee who is appointed as Chairman, Vice-Chairman or Treasurer may, if re-elected as such, serve two consecutive terms including their initial term, up to a maximum of six years in total in that role. Any Trustee who serves two consecutive terms as Chairman, Vice-Chairman or Treasurer may be re-elected for a maximum of four consecutive terms as Trustee including their initial term, up to a maximum of twelve years of service in total.

TRUSTEES' EXPENSES

49 The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

PROCEEDINGS OF THE TRUSTEES

50 The Trustees or any committee of the Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business, provided always that the quorum shall never be less than three members of the body concerned or one third whichever is the greater. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

51 Any of the Trustees or any committee of the Trustees can take part in a Trustees meeting or committee meeting by way of a:

51.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

51.2 series of video conferences or telephone calls from the Chairman of the meeting.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is. Otherwise meetings will be treated as taking place where the largest group of the participants are or if there is no such group where the Chairman is unless the Trustees decide otherwise.

52 The Chairman or Vice-Chairman of the Trustees may and on the request of two Trustees shall at any time call a meeting of the Trustees.

53 The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

54 The Trustees may from time to time elect from amongst their number a Chairman and a Vice-Chairman and, subject to Article 48, may determine for what period they are to hold office. The Chairman shall be entitled to preside at all meetings of the Trustees at which he shall be present. If there shall be no Chairman or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting the Vice-Chairman shall act as Chairman of the meeting and if no Vice-Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting the Trustees present shall choose one of their number to be Chairman of the meeting. A Chairman or a Vice-Chairman elected without any determination of the period for which he is to hold office shall be deemed to

have been elected for a term of three years if he shall so long remain a Trustee. Pursuant to Article 48, a retiring Chairman and Vice-Chairman may be re-elected for one additional term as Chairman or Vice-Chairman.

55 The Trustees may appoint one or more committees consisting of two or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or earned out by a committee. Provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

56 All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees or by any person acting as a Trustee, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid or that they or any of them were disqualified from holding office or had vacated office or were not entitled to vote, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

57 The Trustees shall cause proper minutes to be made in books provided for the purpose:

57.1 of all appointments of officers made by the Trustees;

57.2 of the names of Trustees present at each meeting of the Trustees and of any committee of the Trustees; and

57.3 of all resolutions and proceedings at all meetings of the Company and of the Trustees and of committees of the Trustees,

and any minutes of any meeting if purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.

58 A resolution in writing signed by all the Trustees for the time being or of any committee of the Trustees entitled to receive notice of a meeting of the Trustees or of any such committee of the Trustees (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the like form each signed by one or more than one person.

SECRETARY

59 The Secretary shall be appointed by the Trustees for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Trustees.

60 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as or in place of the Secretary.

THE SEAL

61 The Trustees shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Trustees or of a committee of the Trustees authorised by the Trustees in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees for that purpose.

HONORARY OFFICERS

- 62 The Trustees may at any time and from time to time appoint any person whether a member of the Company or not to be President or a Vice-President or a Patron of the Company but such offices shall be honorary offices carrying no executive duties or responsibilities and no voting powers.

ACCOUNTS

- 63 Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Company carrying on activities of the nature carried on by the Company.

ANNUAL REPORT

- 64 The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual report and its transmission to the Registrar of Companies and the Charity Commission.

ANNUAL RETURN

- 65 The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Registrar of Companies and the Charity Commission.

NOTICES

66

- 66.1 Notices under these Articles may be sent by hand or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper circulating the area of benefit or any newsletter distributed by the Company.
- 66.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members.
- 66.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 66.3.1 two clear days after being sent by electronic means or delivered by hand to the relevant address;
 - 66.3.2 two clear days after being sent by first class post to that address;
 - 66.3.3 three clear days after being sent by second class or overseas post to that address;
 - 66.3.4 on the date of publication of a newspaper containing the notice;
 - 66.3.5 on being handed to the Member or in the case of a Member organisation its authorised representative personally or if earlier; or
 - 66.3.6 as soon as the Member acknowledges actual receipt.
- 66.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

DISSOLUTION

- 67 Clause 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY OF TRUSTEES AND OFFICERS

Subject to the provisions of the Act every Trustee, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and no Trustee, Auditor, Secretary or other officer of the Company shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but in each case only to the extent permitted by the Act.