

THE COMPANIES ACTS 1931 TO 2004

ISLE OF MAN

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Manx Wildlife Trust

Incorporated on the 6th day of March 1973

THE COMPANIES ACTS 1931 TO 2004

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

Manx Wildlife Trust

1. The name of the Company is:-

Manx Wildlife Trust ("the Company")

2. The registered office of the Company will be situate in the Isle of Man
3. The Company is a private company.
4. The liability of the members is limited.
5. The Company is established with the charitable objective of the advancement of environmental protection and improvement on the Isle of Man by, but not limited to:
- (i) The conservation, restoration, recordal and study of places and objects of botanical, zoological, ecological, geological, archaeological, or other scientific interest, or of natural beauty, and the protection of these from injury, ill treatment or destruction;
 - (ii) The establishment, formation, maintenance and management of wildlife sites, bird sanctuaries or nature reserves for the conservation and control of wild plants and other vegetation and of the wild creatures of any description living naturally therein;
 - (iii) The encouragement of the breeding of any species of the wild flora or fauna which are scientifically interesting, beautiful and/or rare;
 - (iv) The promotion, organisation, carrying on and encouraging of study and research for the advancement of knowledge in the natural sciences, including by making grants and donations for such purposes; and
 - (v) The carrying on of any other activities which promote wildlife conservation and the natural sciences.
6. Restrictions of the exercise of the rights, powers and privileges of the Company:-
- The Company does not have the power:

- (a) to distribute any of the income or property of the Company among its members in kind or otherwise;
- (b) to make provision in connection with the cessation of the whole or part of the business of the Company, or any subsidiary of the Company, for the benefit of employees or former employees of the Company or of a subsidiary of the Company or for the dependants of such employees or former employees.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any member, officer or employee of the Company for any services rendered to or on behalf of the Company;
 - (ii) to any member of the Council or Officer of out-of-pocket expenses properly incurred in connection with the furtherance of the objects;
 - (iii) of fees or other remuneration to a company of which a member of the Company or of its Council may be a member holding not more than one hundredth part of the capital of such company;
 - (iv) of reasonable and proper rent for premises demised or let to the Company by any member of the Company or its Council; or
 - (v) of all reasonable professional or other charges to any member of the Council being a person engaged in any profession or business or to his firm, for any professional services rendered by him or his firm to the Company.
7. A licence has been granted by the Attorney General under Section 18(1) of the Companies Act 1931 on condition that:
- (a) the Company shall be registered as a Charity under the Charities Registration and Regulation Act 2019 as an institution established for charitable purposes;
 - (b) no alteration shall be made to or in the Memorandum and Articles of Association for the time being in force, unless the same have previously been submitted to, and approved by the Attorney General.
8. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Company 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 Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves.

This Memorandum of Association was approved and adopted by Special Resolution of the
Company on 2021

THE COMPANIES ACTS 1931 TO 2004

ISLE OF MAN

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

Manx Wildlife Trust

PRELIMINARY

1. The Regulations contained in Table A of the Companies (Memorandum and Articles of Association) Regulations 1988 shall not apply to the Company, except so far as the same are repeated or contained in these Articles, and the following (as amended from time to time) shall be the regulations of the Company.

INTERPRETATION

2. (1) In these articles-
'the Act' means the Companies Acts 1931 to 2004 including any statutory modification or re-enactment thereof for the time being in force;
'the articles' means the articles of the Company;
'clear days' in relation to the period of a 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;
'electronically' means, as the context may require, by the use of technology including but not limited to any phone or internet based communication services allowing for oral or visual communication, attendance at meetings and/or the sending and receiving of messages and documents;
'executed' includes any mode of execution;
'office' means the registered office of the Company;
'the seal' means the common seal of the Company;
'secretary' means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company, shall have the meanings so defined.

PRIVATE COMPANY

3. The Company is a private company within the meaning of Section 26 of the Companies Act 1931 and accordingly, no invitation shall be issued to the public to subscribe for any shares or debentures of the Company.

MEMBERS

4. The Council may from time to time designate vary or cancel different categories and forms of membership of the Company (such as for example individual, joint, family, junior, corporate or other forms of membership) and shall determine the membership fee applicable to each category of membership and shall designate and specify what if any rights as regards receiving notice of, attendance at, appointing proxies for, counting towards the quorum of and voting at general meetings of the Company shall accrue to such different forms of membership.

5. Subject to these Articles, any person who applies in writing or electronically and remits the relevant membership fee, as determined from time to time by the Council, shall become a member of a Company membership class. These classes, and the voting rights attached to them, shall be determined by the Council and may be altered and replaced at the Council's discretion.

6. The Council shall have power at its absolute discretion to refuse an application for membership of the Company.

7. Any incorporated or unincorporated company society or body which becomes a member of the Company may appoint, in writing, a person to act on its behalf at general meetings of the Company.

8. Any member of the Company who wishes to retire shall indicate that desire in writing, to the Company at its registered office, and upon receipt thereof their name shall be removed from the register of members.

9. Any member of the Company who shall have neglected or failed to pay their membership fee after it became due shall be liable to have their name removed from the register of members at the discretion of the Council.

10. There shall be no maximum number of members.

GENERAL MEETINGS

11. The Company shall hold a general meeting (hereinafter called the Annual General Meeting) in every calendar year at such time and place as may be determined by the Council and not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

12. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.

13. The Council may whenever it thinks fit convene an Extraordinary General Meeting and the Council shall convene an Extraordinary General Meeting on the written requisition of not less than 20 members entitled to vote at a general meeting, in each case by at least 14 days notice in writing.

NOTICE OF GENERAL MEETINGS

14. Subject to the provisions of the Act relating to Special Resolutions, 21 days notice at the least of every Annual General Meeting and 14 days notice at the least of every Extraordinary General Meeting (exclusive of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given to all members of the Company entitled to vote at a general meeting. In the event that the Council has determined to allow attendance at any general meeting by members electronically, then the notice shall state that fact and specify the procedures and protocols to be followed in order to attend electronically.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. 10 members of the Company present shall be a quorum. Members and officers may be present and attend any general meeting of the Company either in person or by proxy, or, if the notice of the meeting allowed for attendance at the meeting electronically then members and officers may also attend the meeting electronically in accordance with the procedures and protocols as specified in the notice and provided that the Chair of the meeting is satisfied that such member is able to participate fully in the meeting by being able to hear the proceedings and by being able to speak and be heard at the proceedings and if the Chair of the meeting is not so satisfied then the person in question will be deemed not to be present at the meeting. If all of the attendees of a meeting are attending electronically then the meeting shall be deemed to take place where the Chair of the meeting is physically located during the meeting.

16. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the 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 at such other time and place as the Chair of the meeting shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

17. The Chair or Vice-Chair shall preside at every general meeting, but if at any meeting he shall not be present, willing or able to preside within fifteen minutes after the time set for the meeting, those members present at the meeting shall select another member of the Council to preside, or if no member of the Council is present, or if all members of the Council present decline to take the chair, those members of the Company present shall choose one of themselves to preside.

18. Subject to Article 19, if a poll in writing is demanded it shall be taken in such a manner as the Chair of the meeting shall direct and the result of the poll shall be conclusive and the result entered in the minute book.

19. No poll shall be demanded on the election of a Chair of a meeting or on any question of adjournment.

21. A member of the Company whose membership fee is in arrears at the date of a general meeting shall not be entitled to vote at such meeting.

22. A resolution put to the vote of a meeting shall be decided on a show of hands by a majority of those present in person and entitled to vote unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded-

(a) by the Chair; or

(b) by at least three members whether attending either in person, by proxy or electronically and having the right to vote at the meeting

23. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive and the result entered in the minute book.

24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

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

26. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

27. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

28. The Chair of a meeting may permit any person who is not a member of the Company to be present and speak but not to vote at such meeting

VOTES OF MEMBERS

29. Every member of the Company shall be entitled to vote at general meetings in accordance with Article 4 and the rights accruing to the form of membership held. In any case of equality of votes the Chair shall have a second or casting vote.

30. On a show of hands every member entitled to vote and present in person shall have one vote. On a poll every member entitled to vote and present in person or by proxy or electronically shall have one vote.

31. A member in respect of whom an order has been made by any court having jurisdiction (whether in the Isle of Man or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

32. 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 Chair whose decision shall be final and conclusive.

33. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve)-

I/We, _____, of _____,

, being a member/members of the Company, hereby appoint

of _____

,or

failing him,

_____ of _____ as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 20 _____, and at any adjournment thereof.

Signed on _____ 20 _____

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

I/We,

, of _____

,being a

member/members of the Company, hereby appoint

of _____

or failing him,

of _____ as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on 20 _____, and at any adjournment thereof.

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

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

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

Signed this _____ day of _____ 20_____

35. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified to the satisfaction of the Council may-

- (a) be deposited at the office or at such other place within the Isle of Man as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the secretary or to any Council member; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

COUNCIL OF MANAGEMENT

37. The business of the Company shall be under the control of the Council.

38. The Council shall consist of not less than 6 and not more than 14 persons or such other number as may from time to time be determined by the Company in general meeting. Members of the Council shall either be a member of the Company or an appointed representative of a member of the Company under Article 7.

39. The members of the Company shall at each Annual General Meeting elect members of the Council in place of those who are retiring as members of the Council, or who have ceased to be members of the Council by virtue of Article 43, except in so far as it may be determined to reduce the number of members of the Council.

40. No person who is employed by the Company shall be eligible for election to the Council.

41. (i) Subject to Article 43, and article 41(ii), each member of the Council may serve for a period of three years. At each Annual General Meeting at least one-third of members shall retire by seniority. Members may be re-elected twice for further three-year periods but, after serving continuously for nine years, will not be eligible for re-election for at least one year. The Council may co-opt other members as appropriate.

(ii) If recommended by the Council, the members of the Company may resolve at a general meeting that any member due to retire pursuant to Article 41(i) may remain in post for a maximum of one further year until the next Annual General Meeting subject to the provisions of Article 22 being met. In the event that a member does so remain in post resulting in their being a member of the Council for more than nine years, they will remain ineligible for re-election for at least one year after they cease to be a member of Council.

42. The Council may at any time appoint a member of the Council to replace a retiring member of the Council or as an additional member of the Council, notwithstanding that such an appointment will increase membership of the Council to a number in excess of that provided by Article 38. Any such member appointed to be a member of the Council shall cease to be a member of the Council at the following Annual General Meeting but shall then be eligible to stand for election to the Council.

43. A member of the Council who:-

- (a) is disqualified in law for acting as a charity trustee, or
- (b) in the reasonable opinion of the Council is incapacitated from acting, or
- (c) communicates in writing to the Secretary their intention to resign, or
- (d) is by an Extraordinary Resolution in general meeting removed from office, or
- (e) becomes ineligible under Article 40 to be a member of the Council

Shall thereupon go out of office.

44. The Council may act for all purposes notwithstanding any vacancy in its membership and all proceedings at any meeting of the Council shall be valid and effectual notwithstanding that it may afterwards be discovered that any member of the Council has been informally elected or is not properly qualified.

POWERS OF THE COUNCIL OF MANAGEMENT

45. The business of the Company shall be managed by the Council which may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no direction by the Company in general meeting shall invalidate any prior act of the Council 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 Council by the Articles and a quorum of the Council at a meeting of the

Council convened in accordance with Article 52 may exercise all powers exercisable by the Council.

46. The Council may delegate any of its powers to any committee consisting of one or more Council members, or, two or more members of the Company, whether or not such members of the Company are members of the Council, provided that no powers are so delegated to any person who is not a member of the Council which could not be considered to be "delegable functions" within the meaning of that phrase in section 11(3) of the Trustee Act 2001. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered by the Council at any time. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Council in so far as they are capable of applying.

47. The Council may invite a person to be Patron of the Company.

OFFICERS OF THE COMPANY

48. There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer of the Company who shall be Officers of the Company

49. At the first meeting of the Council after each Annual General Meeting and whenever a vacancy shall occur in the office of Chair or Vice-Chair or Secretary or Treasurer, the Council shall elect a Chair, a Secretary and a Treasurer and may elect a Vice-Chair for the ensuing year each of whom shall thereupon become a member of the Council in accordance with Article 42 if they are not already a member of the Council. Any such person who has not been elected at an Annual General Meeting as a member of the Council shall cease to be a member of the Council at the following Annual General Meeting but shall be eligible to stand for election to the Council.

PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

50. The Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it may think fit, and meet as often as necessary. Members of Council may be present and attend any Council meeting either in person or, if the notice of the meeting allowed for attendance at the meeting electronically then members of Council may also attend the meeting electronically in accordance with any procedures and protocols as specified in the notice and provided that the Chair of the meeting is satisfied that such member is able to participate fully in the meeting by being able to hear the proceedings and by being able to speak and be heard at the proceedings and if the Chair of the meeting is not so satisfied then the person in question will be deemed not to be present at the meeting. If all of the attendees of a meeting are attending electronically then the meeting shall be deemed to take place where the Chair of the meeting is physically located during the meeting.

51. The Secretary shall upon the request in writing of two members of the Council summon a meeting of the Council.

52. Reasonable notice of every meeting of the Council stating the date, time and place of the meeting, together with the general particulars of all business to be considered at such meeting, shall be sent by post or electronically to each member of the Council.

53. The Chair shall preside at all meetings of the Council at which they shall be present. In their absence the Vice-Chair (if any) will chair the meeting, otherwise Council shall choose one of its members to chair the meeting. The quorum of the Council shall be four members of the Council.

54. All questions shall be decided by the vote of a majority of the members of the Council present and voting thereon. In case of equality of votes the Chair or the member of the Council chairing the meeting shall have a second or casting vote at such meeting.

55. A resolution in writing signed by all members of the Council or any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

56. No member of the Council or of any committee of the Council shall be entitled to receive any payment for any work, act or activity carried out on behalf of the Company unless specifically authorised by the Council.

57. The Council or a committee of the Council may invite persons who are not members of the Council or such committee to attend a meeting of the Council or such committee and to address the meeting. Such persons shall be entitled to speak at the meeting but shall not be entitled to vote.

MINUTES

58. The Council shall cause minute books to be kept of the proceedings at general meetings of the Company and at meetings of the Council and shall cause entries to be made therein of all such resolutions to be put to the vote and the result of the voting and any such minutes signed by the Chair or Chair of the meeting or by a member of the Council present at the meeting shall be sufficient evidence of the passing of any resolution and of the amount of the majority voting in favour thereof.

THE SEAL

59. The Council shall provide a common seal for the purposes of the Company which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Company shall not be affixed to any instrument except pursuant to a resolution of the Council and in the presence of two members of the Council who shall both sign every instrument to which the Seal is applied.

ACCOUNTS

60. True accounts shall be kept of the income and expenditure of the Company, and the matters in respect of which such income and expenditure take place, of all sales and purchases of goods by the Company and of the property, credits and liabilities of the Company.

61. The books of accounts shall be kept at the registered office of the Company, or at such other place or places as the Council shall think fit, and shall always be open to inspection by members of the Council.

62. the Company may by resolution passed at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the members of the Company and subject thereto the books and accounts shall be open to inspection by the members of the Company at all reasonable times during usual business hours.

63. The Council shall lay before each Annual General Meeting an income and expenditure account of the Company and a balance sheet made up to a date not more than 6 months prior to the date of such meeting. Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Company and a report of the Auditors.

64. Copies of the accounts of the Company shall be filed in accordance with the Charities Registration and Regulation Act 2019

NOTICES

65. The Company may give any notice to a member either personally, by sending it by post in a prepaid envelope addressed to the member at their address as appearing in the register of members, by leaving it at that address or electronically by any method as may have been approved by Council and provided that the member in question has provided an electronic address for the purposes of receiving such notices. A member whose registered address is not within the British Islands and who gives to the Company an address within the British Islands at which notices may be given to him shall be entitled to have notices which are sent by post sent to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company other than notices sent electronically where that member has provided to the Company an electronic address for the purposes of receiving such notices.

66. A member present, either in person, by proxy or electronically, at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

67. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

68. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council or Officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for

negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

DISSOLUTION

69. If upon the dissolution and winding up of the Company 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 Company but the same shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of its Memorandum of Association such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by a judge of the High Court of Justice of the Isle of Man having jurisdiction with regard to charitable funds and if so far as effect cannot be given to such provision then to some other charitable object

Dated this day of 2021