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# **ARTICLES OF ASSOCIATION OF FOUNDATION FOR ENVIRONMENTAL EDUCATION ("FEE")**

**(as adopted by Special Resolution dated 8<sup>th</sup> June 2012 and as altered by Special  
resolution dated 20<sup>th</sup> April 2020)**

## **PART A. INTRODUCTION**

### **1. NAME**

1.1 The name of the Company intended to be regulated by these Articles is "Foundation for Environmental Education" and it is referred to throughout these Articles as "FEE".

### **2. REGISTERED OFFICE**

2.1 The Registered Office will be situated in England and Wales.

### **3. INTERPRETATION**

3.1 In these Articles:-

"the Act"	means the Companies Act 2006;
"Affiliate Member"	means a person admitted as an affiliate member under Article 10;
"the Articles"	means these Articles of Association of FEE;
"Associate Member"	means a person admitted as an associate member under Article 9;
"Board of Directors"	means the board of directors of FEE and (where appropriate) includes a Committee and the Directors acting by written resolution;
"Board of Directors' Meeting"	means a meeting of the Board of Directors;

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"Business Day"	means any day other than a Saturday or Sunday;
"Chair"	means (subject to the context) either the President or where the President is not present or has not taken the chair at a meeting means the person who is chairing a Board of Directors' Meeting or General Meeting at the time;
"Chief Executive Officer"	means the person appointed to such office by the Board of Directors from time to time;
"Clear Days"	in relation to a period of notice means the 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;
"Commission"	means the Charity Commission for England and Wales;
"Committee"	means a Committee of the Board of Directors exercising powers delegated to it by the Board of Directors;
"Companies House"	means the office of the Registrar of Companies;
"Director"	means any director of FEE. The directors are charity trustees as defined by section 97 of the Charities Act 1993;
"Electronic Communication"	means as defined in the Electronic Communications Act 2000;
"FEE"	means the company intended to be regulated by these Articles;
"Full Member"	means a person admitted as a full member under Article 8;
"General Assembly"	means a General Assembly of the Members of FEE;

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"General Meeting"	means a general meeting of the Members of FEE (and including a General Assembly);
"Honorary Member"	means a person admitted as an honorary member under Article 11;
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly;
"Member"	means any member of FEE, of whatever class;
"the Memorandum"	means the Memorandum of Association of FEE;
"the Objects"	means the objects of FEE set out in Article 4;
"Observers"	means those persons (other than Directors) present under Article 36 at an Board of Directors' Meeting;
"President"	means the President of FEE elected from time to time pursuant to Article 34;
"Programme"	means any programme approved by the General Assembly from time to time and at the date of adoption of these Articles includes:- <ul style="list-style-type: none"> <li>- Blue Flag ;</li> <li>- Eco-Schools;</li> <li>- Learning about Forests;</li> <li>- Young Reporters for the Environment;</li> <li>- Green Key;</li> </ul>
"Registered Office"	means the registered office of FEE;
"Secretary"	means the Secretary of FEE appointed from time to time pursuant to Article 30.1.5;
"Sustainable Development"	means development which meets the needs of the present without compromising the ability of future generations to meet their own needs

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"Vice President"	means the person elected as Vice President of FEE under Article 34;
"Working Party"	means a body established by the Board of Directors to make recommendations to the Board or Directors but without decision-making powers.

### 3.2 In the Articles:-

- 3.2.1 terms defined in the Act are to have the same meaning;
- 3.2.2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
- 3.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- 3.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 3.2.5 references to Articles are to those within the Articles; and
- 3.2.6 the index and headings are not to affect their interpretation.

## 4. OBJECTS

### 4.1 The Objects of FEE are specifically restricted to the following:-

- 4.1.1 to promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment; and
- 4.1.2 to advance the education of the public in subjects relating to Sustainable Development and the conservation, protection and improvement of the physical and natural environment.

## 5. POWERS

- 5.1 FEE may do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, FEE has power:

### **Staff and Volunteers**

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- 5.1.1 to employ, engage and remunerate such staff, consultants and advisers as are necessary for carrying out the work of FEE and provide pensions to staff, their relatives and dependants. FEE may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the condition in that Article;
  - 5.1.2 to recruit or assist in recruiting and managing voluntary workers including the payment of their reasonable expenses to the extent permitted by Article 6;

### **Property**

- 5.1.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 5.1.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 5.1.5 to sell, lease, licence, exchange, dispose of or otherwise deal with all or any part of the property belonging to FEE. In exercising this power FEE must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

### **Borrowing**

- 5.1.6 to borrow money and to charge the whole or any part of the property belonging to FEE as security for repayment of the money borrowed as as security for a grant or the discharge of an obligation. FEE must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

### **Grants and Loans**

- 5.1.7 to make grants, donations or loans solely for the purpose of furthering one or more of the Objects;

### **Fund Raising**

- 5.1.8 to raise funds, to invite and receive contributions. In doing so, FEE must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

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## **Publicity**

5.1.9 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information or publicise the work of FEE and other organisations operating in similar fields;

5.1.10 to promote or carry out research and publish the results of it;

## **Contracts**

5.1.11 to co-operate with and enter into contracts with any person or organisation;

## **Bank or building society accounts**

5.1.12 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of FEE;

## **Investments**

5.1.13 to deposit or invest funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.14 to employ a professional fund manager in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.15 to arrange for the investments or other property of FEE to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

## **Insurance**

5.1.16 to insure the assets of FEE to such amount and on such terms as the Board of Directors decides, to pay premiums out of income or capital and to use any insurance proceeds to restore the asset or for any other use which furthers the Objects;

5.1.17 to insure and to indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their

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duties;

5.1.18 to take out insurance to protect FEE and those who use premises owned by or let or hired to FEE;

5.1.19 to take out indemnity insurance to cover the liability of the Directors and officers of FEE who are not Directors for negligence, default, breach of duty or breach of trust in relation to FEE in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

### **Other Organisations**

5.1.20 to establish, promote, assist or support (financially or otherwise) any charitable trusts, companies, industrial and provident societies, associations or institutions formed for one or more of the charitable purposes included in the Objects;

5.1.21 to co-operate with other charities, voluntary bodies and public and statutory authorities and to exchange information and advice with them;

5.1.22 to acquire, merge with or enter into partnership or joint venture arrangements with any other charity;

5.1.23 to affiliate, register, subscribe to or join any organisation;

5.1.24 to act as agent or trustee for any organisation;

### **Reserves**

5.1.25 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

### **Formation expenses**

5.1.26 to pay out of the funds of FEE the costs of registering FEE as a charity and of complying with all relevant registration requirements; and

### **General**

5.1.27 to do anything else within the law which promotes or helps to promote the Objects.

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## 6. APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of FEE shall be applied solely towards the promotion of the Objects.
- 6.2 No Director shall be paid any salary or fees or receive any remuneration or other benefit in money or money's worth from FEE subject to the following:-
- 6.2.1 directors are entitled to be reimbursed reasonable out of pocket expenses (including but not limited to travel costs) properly incurred in enabling them to carry out their duties as Directors;
  - 6.2.2 the payment of reasonable and proper out of pocket expenses to those Directors who are engaged by FEE as volunteers in the work of FEE or in work which is directly funded (in whole or in part) by FEE and which are actually incurred by them in carrying out their work as volunteers;
  - 6.2.3 directors may benefit from trustee indemnity insurance cover purchased at FEE's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993; and
  - 6.2.4 directors may receive an indemnity from FEE in circumstances specified in Article 46.
- 6.3 No income or property of FEE may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Director receiving:-
- 6.3.1 a benefit from FEE in the capacity of a beneficiary of FEE;
  - 6.3.2 reasonable and proper remuneration for any goods or services supplied to FEE; and
  - 6.3.3 the payment of reasonable and proper out of pocket expenses to those Members who are engaged by FEE as volunteers in the work of FEE or in work which is directly funded (in whole or in part) by FEE and which are actually incurred by them in carrying out their work as volunteers.
- 6.4 This Article shall not prevent application of income and/or property by way of payment of:-



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- 6.4.1 interest on money lent by any Member or Director or connected person at a reasonable and 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 of Directors;
- 6.4.2 rent for property let by any Member or Director or connected person if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Member or Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- 6.4.3 fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 6.4.4 a grant to an organisation or body which employs a Director for the purpose of meeting his employment costs. Provided that:-
- 6.4.4.1 the conflict of interest provisions in Article 29 are complied with and in particular where his employment is solely or mainly funded by FEE the Director withdraws from any meeting of the Board of Directors whilst the funding to that organisation or body is being discussed; and
- 6.4.4.2 at no time shall a majority of the Directors be in employment which is solely or mainly funded by FEE.

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## **PART B. MEMBERSHIP**

### **7. MEMBERS**

7.1 There are four classes of Membership of FEE as follows:-

7.1.1 Full Members admitted under the provisions of Article 8;

7.1.2 Associate Members admitted under the provisions of Article 9;

7.1.3 Affiliate Members admitted under the provisions of Article 10; and

7.1.4 Honorary Members admitted under the provisions of Article 11.

7.2 A person may not be admitted as a Member unless:-

7.2.1 he has signed a written application to become a Member in such form as the Board of Directors requires; and

7.2.2 he is approved by the Board of Directors.

7.3 Membership of FEE is personal and not transferable.

7.5 The Directors must keep a register of members recording the names and addresses of Members as well as the status of a Member as a Full Member, or an Associate Member, or an Affiliate Member or an Honorary Member.

7.6 Members must exercise their Membership rights only in the interest of FEE and not for any private interest they may have.

### **8. FULL MEMBERS**

8.1 The Subscribers to the Memorandum of Association of FEE shall be the first Full Members

8.2 Except as set out in Article 8.1, Full Members shall be appointed by the Board of Directors with a subsequent confirmation of appointment by a 2/3 majority vote of the General Assembly

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- 8.3 The criteria for admission to Full Membership shall be that the applicant is an organisation that has been approved by the Board of Directors to represent FEE in its country or region and that the applicant shall accept such responsibilities for running at least two Programmes and other activities as the Board of Directors may from time to time require by standing order issued under Article 45 prescribe.
- 8.4 Full Members shall pay such membership fees as the General Assembly may from time to time prescribe.
- 8.5 At any meeting of the General Assembly a Full Member shall (provided all membership fees due to FEE have been paid) have two votes.
- 8.6 The continued satisfaction by a Full Member of the membership criteria referred to in Article 8.3 may be reviewed by the Board of Directors from time to time and at least every four years in such manner as the Board of Directors may from time to time by standing order issued under Article 45 prescribe. In the event that at any time, the General Assembly considers the performance of a Full Member to be unsatisfactory it may by 2/3 majority vote, resolve that such Full Member shall be reclassified as an Associate Member or terminate their membership.

## **9. ASSOCIATE MEMBERS**

- 9.1 Associate Members shall be appointed by the Board of Directors with a subsequent confirmation of appointment by a 2/3 majority vote of the General Assembly.
- 9.2 The criteria for admission to Associate Membership shall be that the applicant is an organisation that has been approved by the Board of Directors to represent FEE in its country or region and that the applicant shall accept such responsibilities for running at least one Programme and such other activities as the Board of Directors may from time to time require by standing order issued under Article 45 prescribe.
- 9.3 Associate Members shall pay such membership fees as the General Assembly may from time to time prescribe by standing order issued under Article 45.
- 9.4 At any meeting of the General Assembly an Associate Member shall (provided all membership fees due to FEE have been paid) have one vote.

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- 9.5 The continued satisfaction by an Associate Member of the membership criteria referred to in Article 9.2 may be reviewed by the Board of Directors from time to time and at least annually in such manner as the Board of Directors may from time to time require by standing order issued under Article 45 prescribe.
- 9.6 Associate Members must demonstrate that they are working towards Full Membership which they shall be expected to attain within three to five years of admission as an Associate Member.

## **10. AFFILIATE MEMBERS**

- 10.1 Affiliate Members shall be appointed by the Board of Directors with a subsequent confirmation of appointment by a 2/3 majority vote of the General Assembly which, where the Affiliate Member is a national organisation, must include the vote in favour of such appointment of the Full or Associate Member which is based in the country or region where the Affiliate Member is based.
- 10.2 The criteria for admission to Affiliate Membership shall be that the applicant is an organisation that has been collaborating with FEE and that the applicant shall accept such responsibilities for running Programmes or other activities as the Board of Directors may from time to time by require standing order issued under Article 45 prescribe.
- 10.3 Affiliate Members shall pay such membership fees as the General Assembly may from time to time prescribe by standing order issued under Article 45.
- 10.4 An Affiliate Member shall be entitled to receive notice of and attend at all meetings of the General Assembly, but shall not be entitled to vote at any meeting of the General Assembly.
- 10.5 The continued satisfaction by an Affiliate Member of the membership criteria referred to in Article 10.2 may be reviewed by the Board of Directors from time to time and at least every four years in such manner as the Board of Directors may require from time to time by standing order issued under Article 45 prescribe.

## **11. HONORARY MEMBERS**

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- 11.1 Honorary Members shall be appointed by the Board of Directors with a subsequent confirmation of appointment by a 2/3 majority vote of the General Assembly
  - 11.2 The criteria for admission to Honorary Membership shall be that the applicant has made significant contribution to the Objects of FEE and such other criteria as the Board of Directors may from time to time require by standing order issued under Article 45 prescribe.
  - 11.3 Honorary Members shall not be required to pay any membership fee.
  - 11.4 Honorary Members shall be entitled to receive notice of and attend and speak at all meetings of the General Assembly, but shall not be entitled to vote at any meeting of the General Assembly.

## **12. TERMINATION OF MEMBERSHIP**

- 12.1 A person will cease to be a Member:-
  - 12.1.1 on giving written notice of resignation to the Secretary;
  - 12.1.2 if being an individual, that Member dies or is adjudged bankrupt;
  - 12.1.3 if, being an organisation, that Member is dissolved or passes a resolution for winding-up or if a petition is presented for the winding-up of that Member;
  - 12.1.4 if a 2/3 resolution of a General Meeting so resolves;
  - 12.1.5 if that Member fails to pay any membership fee payable by it and such fee remains unpaid more than six months after written notice has been sent by the Board of Directors to that Member requesting payment and stating that failure to make payment will result in termination of membership; or
  - 12.1.6 if that Member does not continue to meet the relevant membership criteria as set out in these Articles or in any rules of procedure issued by standing order under Article 45 and the Board of Directors passes a resolution that such Member be suspended from membership (in which case, the relevant Member shall cease to be a Member from the date of passing of the resolution of the Board of Directors and this shall be confirmed by 2/3 resolution at the next following General Assembly or, if such resolution is not passed, the

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Member shall be restored to membership at the closure of that General Assembly).

### **13. LIABILITY OF MEMBERS**

13.1 The liability of the Members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets in of FEE in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:-

13.1.1 payment of FEE debts and liabilities incurred before he, she or it ceased to be a Member;

13.1.2 payment of the costs, charges or expenses of winding up; and

13.1.3 adjustments of the rights of the contributories among themselves.

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## **PART C. GENERAL ASSEMBLY**

### **14. GENERAL ASSEMBLY**

- 14.1 The next General Assembly following the General Assembly held on 13 September 2018 shall be held no later than 30 September 2021. Thereafter, there must be no more than 27 months between one General Assembly and the next.
- 14.2 The General Assembly is to be held at such time and place as the Board of Directors decides.
- 14.3 The business of the General Assembly is:-
- 14.3.1 to confirm the appointment of new Members (if applicable);
  - 14.3.2 to appoint the Directors;
  - 14.3.3 to elect the President, and
  - 14.3.4 to transact any other business specified in the notice convening the meeting.

### **15. GENERAL MEETINGS**

- 15.1 A Meeting of the Members other than a General Assembly is called a General Meeting.
- 15.2 A General Meeting is to be called by the Board of Directors.
- 15.3 On receiving a requisition from at least one third of the Full Members having the right to attend and vote at a meeting of the General Assembly the Board must immediately convene a General Meeting.

### **16. NOTICE OF MEETINGS**

- 16.1 The date and venue of a General Assembly shall be notified to all Members at least four months in advance and, subject to that, a General Assembly must be called by at least 21 Clear Days' notice.

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- 16.2 A General Meeting must be called by at least 14 Clear Days' notice.
- 16.3 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Members at the General Meeting.
- 16.4 The notice must specify:-
- 16.4.1 the time, date and place of the General Meeting;
  - 16.4.2 the general nature of the business to be transacted; and
  - 16.4.3 in the case of a General Assembly, that it is the General Assembly.
- 16.5 Notice of a General Meeting must be given to all of the Members, the Directors and FEE's auditors (if any).
- 16.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

## **17. QUORUM**

- 17.1 No business may be transacted at a General Meeting unless a quorum is present.
- 17.2 The quorum for a General Meeting is one third of the Full Members for the time being, present in person or by their duly appointed representative.
- 17.3 A Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment. It shall be for the President to decide whether or not FEE should arrange for any video or telephone conferencing facilities should be made available at a General Meeting but no Member shall have any right to demand such facilities.
- 17.4 If a quorum is not present within 30 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board of Directors decides.



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17.5 If at the adjourned meeting there are again insufficient Full Members present within 30 minutes from the time of the adjourned General Meeting to constitute a quorum then those Members who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

17.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

## **18. CHAIR AT GENERAL MEETINGS**

18.1 The President, or any member of the Board of Directors nominated by the President, is to chair all General Meetings.

18.2 If the President is not present within 15 minutes from the time of the General Meeting then the Vice President must nominate a member of the Board of Directors to chair the General Meeting.

18.3 If neither the President nor the Vice President is present and willing to act within 15 minutes from the time of the General Meeting, the Members present must choose one of their number to chair the Meeting.

## **19. ADJOURNMENT OF GENERAL MEETINGS**

19.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.

19.2 The Chair may adjourn a General Meeting if it appears to the Chair that adjournment is necessary for the business of the meeting to be properly conducted.

19.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.

19.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 19.1 or 19.2 unless it is adjourned for 30 days or more in which case 7 Clear Days notice must be given.

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19.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

## **20. VOTING AT GENERAL MEETINGS**

20.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.

20.2 Each Full Member present in person or by duly authorised representative has two votes, whether voting is on a show of hands or a ballot.

20.3 Each Associate Member present in person or by duly authorised representative has one vote, whether voting is on a show of hands or a ballot.

20.4 If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.

20.5 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.

20.6 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

## **21. BALLOTS**

21.1 A ballot may be demanded by the Chair or any two Full Members before or on the declaration of the result of a show of hands.

21.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.

21.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.

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- 21.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 21.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 21.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

## **22. PROXIES AND REPRESENTATIVES**

- 22.1 Members shall not be entitled to appoint proxies to attend or vote at any General Meeting of FEE. However, Full Members, Associate Members and Affiliate Members shall appoint one named individual who is a duly authorised representative of that Member in writing. The Board of Directors may from time to time prescribe a form to appoint a representative by standing order made under Article 45.
- 22.2 The appointment of a representative will only be valid if the document appointing a representative (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the representative proposes to vote.

## **23. MEMBERS' WRITTEN RESOLUTIONS**

- 23.1 Subject to the Act, a written resolution signed by a 75% majority in the case of a Special Resolution and a simple majority in the case of an Ordinary Resolution, of votes available to all of the Members entitled to attend and vote at a General Meeting is as valid as if it had been passed at a General Meeting.
- 23.2 A resolution under Article 23.1 may consist of several documents in similar form each signed by one or more Members.



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## **PART D. DIRECTORS**

### **24. APPOINTMENT OF DIRECTORS**

- 24.1 Directors shall be appointed for a two year term of office by simple majority vote of the General Assembly and shall hold office until the next General Assembly following expiry of such two year term, subject to a right to offer himself for re-election by the General Assembly. The President shall be appointed for a four-year term of office and shall hold office until the next General Assembly following expiry of such four year term, subject to a right to offer himself for re-election by the General Assembly. There shall be no less than six Directors, but there shall be no maximum limit on the number of Directors.
- 24.2 The Board of Directors shall have the power to co-opt persons to the Board of Directors. Any person so co-opted shall hold office until the next General Assembly and shall then offer himself for election by the General Assembly.

### **25. COMPOSITION OF THE BOARD OF DIRECTORS**

- 25.1 The appointment of a Director is not to take effect until he has signed the prescribed Companies House form consenting to act. The appointment or election of any person as a Director who has not done so within one month of election or appointment is to lapse unless the Board of Directors resolves that there is good cause for the delay.
- 25.2 Except for the President, who need not be the nominated representative of a Full Member, a person may not be appointed as a Director unless he is a nominated representative of a Full Member.
- 25.3 Each Director (other than the President) will retire at the General Assembly next following expiry of his two year term of office and may (if he so wishes) offer himself for re-election.

### **26. OBLIGATIONS OF DIRECTORS**

- 26.1 The Board of Directors must set out the obligations of every Director to the Board of Directors and to FEE in writing. The statement of Directors

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obligations is not intended to be exhaustive and the Board of Directors must review and may amend it from time to time.

26.2 The statement of the obligations of the Directors to FEE must include:-

26.2.1 a commitment to its values and objectives (including equal opportunities);

26.2.2 an obligation to contribute to and share responsibility for the Board of Directors' decisions;

26.2.3 an obligation to read Board of Directors papers and to attend meetings, training sessions and other relevant events;

26.2.4 an obligation to declare relevant interests;

26.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board of Directors;

26.2.6 an obligation to comply with their fiduciary duties, including to:-

26.2.6.1 act in the best interests of FEE;

26.2.6.2 declare any interests a Director may have in matters to be discussed at Board of Directors' Meetings and not put himself in a position where personal or national interest or a duty owed to another conflicts with the duties owed to FEE;

26.2.6.3 secure the proper and effective use of FEE's property;

26.2.6.4 act personally;

26.2.6.5 act within the scope of any authority given;

26.2.6.6 use the proper degree of skill and care when making decisions;

26.2.6.7 act in accordance with the Articles; and

26.2.6.8 understand their obligations under general law.

26.2.7 an obligation to comply with their public benefit duties, including to:-

26.2.7.1 carry out FEE's aims for the public benefit;

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26.2.7.2 have regard to guidance on public benefit published by the Commission from time to time; and

26.2.7.3 report on FEE's public benefit in their Annual Report pursuant to Article 41.1.

26.3 A Director must sign and deliver to the Board of Directors a statement confirming he will meet his obligations to the Board of Directors and to FEE within one month of his appointment or election. The Board of Directors may change the statement from time to time.

## **27. RETIREMENT AND REMOVAL OF DIRECTORS**

27.1 Each Director (other than the President) will retire at the General Assembly next following expiry of his two year term of office and may (if he so wishes) offer himself for re-election.

27.2 At the General Assembly next following the expiry of the President's four year term of office, the President will retire and may (if he so wishes) offer himself for re-election.

27.3 A Director will cease to hold office if he:-

27.3.1 retires at the end of his term of office of two years (or in the case of the President four years) and either does not offer himself for re-election or if, having offered himself for re-election, is not re-elected by the General Assembly;

27.3.2 dies;

27.3.3 ceases to be a Director under the Act or is prohibited by law from being a Director;

27.3.4 becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;

27.3.5 is declared bankrupt or makes any arrangement or composition with his creditors;

27.3.6 is removed from office under Article 28;

27.3.7 resigns by written notice to the Secretary;

27.3.8 is absent without good reason from three consecutive Board of Directors Meetings which are held no more frequently than once per

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month and the Board of Directors resolves (by a majority of the Directors present and voting) that he should cease to be a Director;

27.3.9 fails to sign a statement of his obligations under Article 26 within one month of his election or appointment and the Board of Directors resolves that he be removed; or

27.3.10 is disqualified from acting as a Director by virtue of section 72 of the Charities Act 1993.

## **28. COMPLAINTS ABOUT DIRECTORS**

28.1 If the President receives a written complaint identifying the complainant and alleging conduct detrimental to the interests of FEE which, in his reasonable opinion, suggests that there is a prima facie case for the complaint to be investigated in accordance with the provisions of this Article, he may suspend the Director concerned.

28.2 Conduct detrimental to the interests of FEE includes, but is not limited to:-

28.2.1 any breach of a Director's obligations as set out in the statement of obligations of Directors signed by him under Article 26 or otherwise; and

28.2.2 conviction for any offence which is likely to bring FEE into disrepute.

28.3 Where the President is absent or the complaint is about the President then the Vice President may exercise the power to suspend a Director under Article 28.1 in the same circumstances as the President.

28.4 The Director whose conduct is complained of must immediately be notified in writing either by the Secretary or by the President or the Vice President of the complaint and of any suspension which if exercised under Article 28.1 or 28.2 will be effective from the date of the notice. During the period of any suspension the Director must not:-

28.4.1 participate in a Board of Directors' Meeting ;

28.4.2 authorise or incur expenditure on behalf of FEE;

28.4.3 make use of any property belonging to FEE in his capacity as a Director;



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- 28.4.4 hold himself out as a Director of FEE; or
- 28.4.5 seek to commit FEE to any obligation.
- 28.5 On receipt of a complaint under Article 28.1 the President or the Vice President must immediately refer the matter for full investigation to a Committee established to hear complaints (a "Standards Committee").
- 28.6 The Standards Committee must carry out its investigation promptly and during the course of its investigation:-
- 28.6.1 give to the Director whose conduct is complained of an opportunity to answer the complaint and justify why he should not be removed from office as a Director; and
- 28.6.2 consider the evidence supporting the complaint and any evidence presented by the Director.
- 28.7 On completion of its investigation the Standards Committee may either:-
- 28.7.1 conclude that no further action be taken and lift any suspension which has been imposed on the Director; or
- 28.7.2 remove the Director from his office as a Director.
- 28.8 The Standards Committee must notify the Director whose conduct is complained of as to its decision in writing. If its decision is that no further action be taken and/or any suspension should be lifted then the Director will be restored to his office with effect from the date upon which the written notice of the Standards Committee's decision is given to the Director.
- 28.9 If its decision is to remove the Director whose conduct is complained of from his office, then the Director will be deemed to have been removed from his office with effect from the date upon which the written notice of the Standards Committee's decision is given to him.
- 28.10 A Director who is removed from office following an investigation carried out by the Standards Committee may appeal against the decision of the Standards Committee to the Board of Directors.

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28.11 The Board of Directors may delegate to a Committee constituted for the purpose the hearing of the appeal but no member of the Standards Committee may hear the appeal. Pending the outcome of the appeal the decision of the Standards Committee must stand.

28.12 If the decision of the appeal is that the Director should be restored to his office then he will be deemed to have been reappointed with effect from the date upon which the written notice of the appeal decision is given to the Director. The Board of Directors must notify the Director of the decision of the appeal in writing.

28.13 There will be no further appeal from the Board of Directors or the Committee established to hear the appeal.

## **29. DIRECTORS' INTERESTS**

29.1 A Director who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with FEE must declare his interest under section 177 of the Act before the matter is discussed by the Board of Directors.

29.2 Every Director must ensure that at all times the Secretary has a list of:-

29.2.1 any other body of which he is a director or officer;

29.2.2 any firm in which he is a partner;

29.2.3 any public body of which he is an official or elected member;

29.2.4 any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;

29.2.5 any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or

29.2.6 any other interest which is significant or material.

29.3 A decision of the Board of Directors will not be invalid because of the subsequent discovery of an interest which should have been declared.

29.4 Personal Interests:

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29.4.1 A Director has a personal interest in a matter which is to be discussed or determined by the Board of Directors if he will be directly affected by the decision of the Board of Directors in relation to that matter.

29.4.2 A Director who has a personal interest in a matter which is to be discussed or determined by the Board of Directors:-

29.4.2.1 may not count towards the quorum in relation to that matter;

29.4.2.2 may not take part in the discussion in relation to that matter;

29.4.2.3 may not vote in relation to that matter; and

29.4.2.4 must leave the Board of Directors' Meeting at which the matter is discussed and determined.

29.5 Non-Personal Interests:

29.5.1 A Director who has an interest in a matter which is to be discussed or determined by the Board of Directors but which is not a personal interest may, subject to his fulfilling his duty to act in the best interests of FEE and to the right of the remaining Directors to require that he should withdraw from the Board of Directors' Meeting at which the matter is to be discussed or determined:-

29.5.1.1 count towards the quorum in relation to that matter;

29.5.1.2 take part in the discussion in relation to that matter;

29.5.1.3 remain in the Board of Directors' Meeting at which the matter is to be discussed or determined; and

29.5.1.4 vote in relation to that matter.

29.5.2 A Director who has an interest in a matter which is to be discussed or determined by the Board of Directors regarding the making of a financial grant to or the award of a contract for goods and/or services to an organisation and which affects the Director because he is an employee of or member of or otherwise directly associated with that organisation:-

29.5.2.1 may not count towards the quorum in relation to that matter;

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- 29.5.2.2 may not take part in the discussion in relation to that matter;
  - 29.5.2.3 may not vote in relation to that matter; and
  - 29.5.2.4 must leave the Board of Directors' Meeting at which the matter is discussed and determined.

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## **PART E. BOARD OF DIRECTORS' MEETINGS**

### **30. FUNCTIONS OF THE BOARD OF DIRECTORS**

30.1 The Board of Directors must direct FEE's affairs in such a way as to promote the Objects. Its functions include:-

30.1.1 defining and ensuring compliance with the values and objectives of FEE;

30.1.2 recommending to the General Assembly policies and plans to achieve those objectives;

30.1.3 approving each year's accounts before publication;

30.1.4 monitoring FEE's performance in relation to its plans, budgets and decisions;

30.1.5 appointing the Secretary;

30.1.6 establishing and overseeing a framework of delegation of its powers to Committees, and Working Parties under Article 35 with proper systems of control;

30.1.7 satisfying itself that FEE's affairs are conducted in accordance with generally accepted standards of performance and propriety;

30.1.8 taking appropriate advice on the items listed in Article 30.1.1 to 30.1.6 and in particular on matters of legal compliance and financial viability;

30.1.9 appointing and removing the Chief Executive Officer; and

30.1.10 electing the Vice President.

30.2 None of the functions in Article 30.1 may be delegated.

### **31. POWERS OF THE BOARD OF DIRECTORS**

31.1 Subject to the Act and the Articles, the business of FEE is to be managed by the Board of Directors who may exercise all of the powers of FEE.

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31.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board of Directors which would have been valid without the alteration.

31.3 In performing their functions the Board of Directors must consider the interests of FEE's employees (if any).

## **32. BOARD OF DIRECTORS' MEETINGS**

32.1 Subject to the Articles, the Board of Directors may regulate Board of Directors' Meetings as it wishes.

32.2 Board of Directors' Meetings may be called by any Director or the Chief Executive Officer.

32.3 21 days notice of Board of Directors' Meetings must be given to each of the Directors.

32.4 A Board of Directors' Meeting which is called on shorter notice than required under Article 32.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.

32.5 Questions arising at a Board of Directors' Meeting are to be decided by a majority of votes.

32.6 If there is an equality of votes the Chair is entitled to a second or casting vote.

32.7 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board of Directors is unaware at the time does not invalidate decisions taken in good faith.

## **33. QUORUM FOR BOARD OF DIRECTORS' MEETINGS**

33.1 The quorum for Board of Directors' Meetings is more than one half of the total number of Directors of FEE from time to time.

33.2 A Director may be part of the quorum at a Board of Directors' Meeting if he can hear comment and vote on the proceedings through telephone, video

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conferencing or other communications equipment. It shall be for the President to decide whether or not FEE should arrange for any video or telephone conferencing facilities to be made available at a meeting of the Board of Directors but no Member shall have any right to demand such facilities.

- 33.3 The Board of Directors may act despite vacancies in its numbers but if the number of Directors is less than two then the Board of Directors may act only to call a General Meeting.
- 33.4 At a Board of Directors' Meeting which remains inquorate for 30 minutes after its starting time or one which becomes inquorate the Directors present may act only to adjourn it to such other time and place as they decide or to call a General Meeting.
- 33.5 If at the adjourned meeting there are again insufficient Directors present within 30 minutes from the time of the adjourned Board of Directors' Meeting to constitute a quorum then those Directors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

#### **34. PRESIDENT AND VICE PRESIDENT**

- 34.1 FEE must have a President and a Vice President. The President is elected by the General Assembly for a four year term and the Vice President is elected on an annual basis by the Board of Directors from among its number. Both the President and the Vice President may be re-elected.
- 34.2 The President and the Vice President may each resign from their position at any time (without necessarily resigning as Directors at the same time).
- 34.3 The President is to chair all Board of Directors' Meetings at which he is present unless he is unwilling, or is not able, to do so.
- 34.4 If the President is not present within 15 minutes after the starting time of a Board of Directors' meeting then the Vice President must chair or nominate a Chair for that Board of Directors' Meeting.
- 34.5 If both the President and the Vice President are not present within 15 minutes after the starting time of a Board of Directors' Meeting, then the

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Board of Directors must elect one of the Directors who are present to chair the Board of Directors' Meeting.

34.6 The functions of the President are:-

34.6.1 to act as an ambassador for FEE and to represent the views of FEE to the general public and other organisations;

34.6.2 to ensure that Board of Directors' Meetings and General Meetings are conducted efficiently;

34.6.3 to give all Directors an opportunity to express their views; and

34.6.4 to ensure that the Board of Directors monitors the use of delegated powers.

34.7 The role of the Vice President is to deputise for the President during any period of his absence and, for that period, his functions shall be the same as those of the President.

34.8 Except to the extent that the Articles provide otherwise neither the President nor the Vice President has any authority beyond that of any other Director.

## **35. COMMITTEES AND WORKING PARTIES**

35.1 The Board of Directors and General Meetings may:-

35.1.1 establish Committees consisting of those Directors, employees and other persons whom the Board of Directors or General Meeting decide;

35.1.2 subject to Article 30.1 delegate to a Committee any of its powers; and

35.1.3 revoke a delegation at any time.

35.2 The Board of Directors and General Meetings may establish Working Parties consisting of those persons whom the Board of Directors or General Meeting decide. A Working Party may not take decisions on behalf of the Board of Directors or General Meeting but may consider issues in depth with a view to making recommendations to the Board of Directors or General Meeting.



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- 35.3 The members of a Committee or a Working Party are to be appointed by the Board of Directors or General Meeting but the Board of Directors or General Meeting may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board of Directors or General Meeting is to determine the chair of and quorum for each Committee or Working Party.
- 35.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or he resigns or is removed by the Board of Directors or General Meeting from the Committee or Working Party.
- 35.5 The Board of Directors or General Meeting must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 35.6 Every Committee or Working Party must report its proceedings and decisions to the Board of Directors or General Meeting as the Board of Directors or General Meeting determines.

## **36. OBSERVERS**

- 36.1 The Board of Directors may allow individuals who are not Directors to attend Board of Directors' Meetings as Observers on whatever terms they decide.
- 36.2 Observers may not vote, but may take part in discussions with the permission of and after giving advance warning to the Chair unless the Board of Directors decides otherwise.
- 36.3 The Board of Directors may exclude Observers from any part of a Board of Directors' Meeting where the Board of Directors considers the business is private.
- 36.4 The Board of Directors must exclude an Observer from any Board of Directors' Meeting at which a possible personal benefit to him is being considered.

## **37. DIRECTORS' WRITTEN RESOLUTIONS**

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- 37.1 A written resolution signed by all of the Directors entitled to receive notice of a Board of Directors' Meeting (provided they would constitute a quorum at a Board of Directors' Meeting) is as valid as if it had been passed at a Board of Directors' Meeting.
- 37.2 A written resolution signed by all of the Members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 37.3 A resolution under Articles 37.1 or 37.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee Members and will be treated as passed on the date of the last signature.

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## **PART F. OFFICERS**

### **38. LIABILITY**

38.1 No officer is to be liable for losses suffered by FEE except those due to his own dishonesty or gross negligence.

### **39. INDEMNITIES FOR OFFICERS**

39.1 Subject to the Act every Director or officer is to be indemnified by FEE against any liability incurred in the discharge of his duties or in that capacity in defending any civil or criminal proceedings as long as:-

39.1.1 judgment is given in his favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him);

39.1.2 he is acquitted; or

39.1.3 relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of FEE.

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## **PART G. STATUTORY AND MISCELLANEOUS**

### **40. MINUTES**

- 40.1 The Secretary must keep minutes of all General Meetings. The names of the members present must be included in the minutes.
- 40.2 The Secretary must keep minutes of all Board of Directors' Meetings. The names of the Directors present must be included in the minutes.
- 40.3 Draft minutes of Board of Directors' Meetings must be distributed to the Directors as soon as reasonably possible after the meeting (not later than one month after the meeting) and always at least seven days before the next Board of Directors' Meeting (unless the next Board of Directors' Meeting is an urgent Board of Directors' Meeting).
- 40.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board of Directors' Meeting (as regards minutes of Board of Directors' Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 40.5 The Board of Directors must keep minutes of all of the appointments made by the Board of Directors.

### **41. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN**

- 41.1 FEE must comply with Part 15 of the Act in:-
  - 41.1.1 preparing and filing an annual Directors' report and annual accounts; and
  - 41.1.2 making an annual return to the Registrar of Companies.
- 41.2 FEE must comply with Part 16 of the Act relating to the audit or examination of accounts (to the extent that the law requires).
- 41.3 The annual Directors report and accounts must contain:-

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- 41.3.1 revenue accounts and balance sheet for the last accounting period;
  - 41.3.2 the auditor's report on those accounts (should auditors be appointed);
  - 41.3.3 the Board of Directors' report on the affairs of FEE;
  - 41.3.4 the Board of Directors' statement of the values and objectives of FEE; and
  - 41.3.5 a statement of the obligations of the Directors to FEE.
- 41.4 The Directors must comply with the requirements of the Charities Act 1993 with regard to
- 41.4.1 the preparation of an Annual Report and the sending of it together with the statements of account to the Charity Commission; and
  - 41.4.2 the preparation of an Annual Return and its transmission to the Commission.
- 41.5 The Directors must notify the Commission promptly of any changes to FEE's entry on the Central Register of Charities.
- 41.6 The accounting records of FEE must always be open to inspection by a Director or by an officer of the body which nominated him who has been duly authorised by that body to make such an inspection.

## **42. BANK AND BUILDING SOCIETY ACCOUNTS**

- 42.1 All bank and building society accounts must be operated by the Board of Directors and must include the name of FEE.
- 42.2 A cheque or order for the payment of money must be signed in accordance with the Board of Directors' instructions.

## **43. EXECUTION OF DOCUMENTS**

- 43.1 Unless the Board of Directors decides otherwise, documents which are executed as deeds must be signed by:-
  - 43.1.1 two Directors;
  - 43.1.2 one Director and the Secretary;
  - 43.1.3 one Director in the presence of a witness; or

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43.1.4 in any other manner the Board of Directors authorises.

#### **44. NOTICES**

- 44.1 Any notice to be given to or by any person pursuant to the articles:
- 44.1.1 must be in writing; or
  - 44.1.2 must be given in electronic form.
- 44.2 A Member present at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 44.3 FEE may give a notice to a Member, Director, Secretary or auditor either:-
- 44.3.1 personally;
  - 44.3.2 by sending it by post in a prepaid envelope;
  - 44.3.3 by facsimile transmission;
  - 44.4.4 by leaving it at his address;
  - 44.4.5 by Electronic Communication; or
  - 44.4.6 by Electronic Communication and via a website.
- 44.4 FEE may send or supply documents or information to Members by making them available on a website or other electronic means.
- 44.5 Notices under Article 44.3 may be sent:-
- 44.5.1 to an address which the person has given FEE;
  - 44.5.2 to the last known home or business address of the person to be served; or
  - 44.5.3 to that person's address in FEE's register of Members.
- 44.6 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 44.7 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.

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- 44.8 Proof that an Electronic Communication was made is conclusive evidence that the notice was given at the time stated on the delivery report.
- 44.9 A notice may be served on FEE by delivering it or sending it to the Registered Office.
- 44.10 The Board of Directors may make standing orders to define other acceptable methods of delivering notices.

#### **45. STANDING ORDERS**

- 45.1 Subject to Article 45.4 the Board of Directors may from time to time make standing orders for the proper conduct and management of FEE including (but without limitation) as to membership criteria, terms and manner of payment of membership subscriptions, mentoring of new Members, procedures and authorities of employees and national operators.
- 45.2 The Board of Directors must adopt such means as they think sufficient to bring the standing orders to the notice of Members.
- 45.3 Standing orders are binding on all Members and Directors.
- 45.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

#### **46. WINDING UP**

- 46.1 If FEE is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as imposed on FEE by Article 6 above.
- 46.2 The charity or charities to which FEE's property is transferred under Article 46.1 is to be nominated by the Members at or before the time of dissolution.
- 46.3 Subject to Articles 46.1 and 46.2 any property remaining must be used for some other charitable object..

