

No. of Company: **06900509**

THE COMPANIES ACTS 1985 – 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

-OF-

**BORNEO ORANGUTAN SURVIVAL FOUNDATION (GLOBAL)**

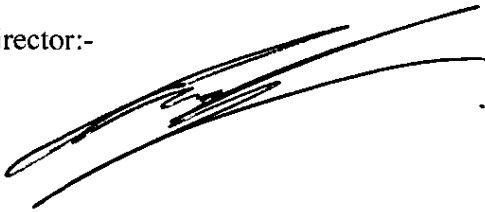
PASSED on 8<sup>th</sup> May 2009.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on 8<sup>th</sup> May 2009 the following SPECIAL RESOLUTION was duly passed:-

-RESOLUTION-

“That the Memorandum and Articles of Association of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification be and the same are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for its existing Memorandum and Articles of Association, and to the exclusion thereof”.

Director:-



Presented By:

**D & D LAW AGENCY SERVICES LIMITED**

Linden House

Court Lodge Farm

Warren Road

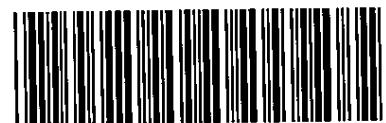
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TUESDAY



A24

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17/11/2009

147

COMPANIES HOUSE

**THE COMPANIES ACTS 1985 – 2006**

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

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

**OF**

**BORNEO ORANGUTAN SURVIVAL FOUNDATION (GLOBAL)**

**COMPANY NUMBER: 06900509**

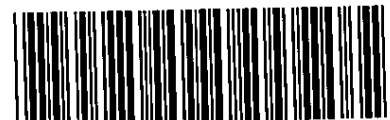
**INCORPORATED THE 8<sup>TH</sup> MAY 2009**

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**D & D LAW AGENCY SERVICES LIMITED**  
(Incorporating Dunn & Duncan - Established 1733)

Linden House, Court Lodge Farm, Warren Road, Chelsfield, Kent, BR6 6ER  
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Regulated by HM Revenue & Customs – MLR 12290308

TUESDAY



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COMPANIES HOUSE

**THE COMPANIES ACTS  
1985 -2006**

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

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**MEMORANDUM OF ASSOCIATION**

**OF**

**BORNEO ORANGUTAN SURVIVAL FOUNDATION (GLOBAL)**

**(Adopted by special resolution dated 8<sup>th</sup> May 2009)**

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1. The charity's name is "**BORNEO ORANGUTAN SURVIVAL FOUNDATION (GLOBAL)**" (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England.
3. The objects of the Charity (the "Objects") are to promote and support projects concerning the conservation and survival of the world orangutan population and the protection of their habitat and the flora and fauna within such habitat, including (but without limitation of the foregoing):
  - 3.1 to promote and support the projects conducted by Borneo Orangutan Survival Foundation in Indonesia<sup>1</sup> ("BOSF") concerning the survival and conservation of the world orangutan population;
  - 3.2 to promote, co-ordinate and support other institutions, organisations and societies, whether in the United Kingdom or elsewhere and whether of a local or international nature established to promote and support the conservation projects conducted by BOSF including (but not limited to) National Member organisations;
  - 3.3 to encourage and promote the education and awareness of the public in the United Kingdom and throughout the world, concerning the conservation of the natural environment and its contribution towards the survival of the world orangutan population; and

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<sup>1</sup> The Balikpapan Orangutan Survival Foundation, domiciled in Balikpapan, established based on the notarial deed of M. Rashid Umar, S.H. No. 31 dated 16 December 1998. The Balikpapan Orangutan Survival Foundation amended its article of association and changed its name to the Borneo Orangutan Survival Foundation (the "Foundation"), domiciled in Jakarta, based on notarial deeds of Rufina Indrawati Tenggono, S.H. No. 1 dated 18 September 2003 and No. 1 dated 18 December 2003. The Foundation's article of association (deed of establishment and its amendments) have been approved by the Minister of Justice and Human Rights of the Republic of Indonesia by virtue of decree No. C-52.HT.01.02.TH 2004 dated 21 January 2004

- 3.4 to do such other things to promote and support conservation projects concerning the preservation and development of orangutans and their natural habitat as the Trustees may from time to time determine.
4. In furtherance of the objects set out above but not otherwise the Charity shall have the following powers:-
- 4.1 to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trust or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 4.2 to make grants, donations and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Charity as security for the performance of contracts entered into by any person, association, company local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Charity;
- 4.3 to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient: Provided that in raising funds the Charity shall not undertake or carry out any trading activities unless authorised by this Memorandum of Association or by law to do so;
- 4.4 to carry out trade insofar as (a) the trade is exercised in the course of carrying out the primary objects of the Charity or (b) the trade is temporary and ancillary to the carrying out of the objects of the Charity or (c) those profits of any trade exercised by the Charity which do not fall within either (a) or (b) above are not liable to tax;
- 4.5 to make representations (written or verbal), produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others making representations, producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Charity or for the purpose of informing contributors and others of the needs or progress of the Charity;
- 4.6 to operate bank accounts in the name of the Charity and to draw make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- 4.7 to invest any moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought

fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- 4.8 to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- 4.9 to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- 4.10 subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity;
- 4.11 subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit;
- 4.12 to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Charity on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants;
- 4.13 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers (the "Managers") the exercise of all or any of its powers of investment provided always that:-
  - (a) the Managers shall be authorised to carry on regulated activities under the Financial Services and Markets Act 2000;
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;
  - (c) the Managers shall be under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Charity within 14 days and to report regularly on the performance of investments managed by them;
  - (d) the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (e) the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation;
  - (f) the Charity shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed requiring the

remedy of any breaches of those terms and otherwise shall not be liable for any acts and defaults of the Managers;

- 4.14 to permit any investments belonging to the Charity to be held in the name of any bank or company as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- 4.15 to insure the Charity or any of its land and buildings against any foreseeable risk or loss;
- 4.16 to pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Trustee which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Charity;
- 4.17 to establish charitable trusts for any particular purposes of the Charity, to act as trustees of any such special charitable trust whether established by the Charity or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be conducive to its objects;
- 4.18 to take and accept any gift of money, property or other assets, whether subject to any special trust or not;
- 4.19 to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Charity or calculated to further its objects;
- 4.20 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Charity or similar charitable purposes and to exchange information and advice with them;
- 4.21 to employ and pay any person or persons not being members of the board to supervise, organise, carry on the work of and advise the Charity and to pay annual sums or premiums for or towards the provision of pension for such persons or their dependents;
- 4.22 to amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects altogether or mainly similar to those of the Charity;
- 4.23 either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Charity;
- 4.24 to the extent permitted by charity law, to campaign or to support campaigns on any matter relevant to the objects of the Charity;

- 4.25 to pay out of the funds of the Charity the costs, charges and expenses of an incidental to the formation and registration of the Charity;
  - 4.26 to do all such other lawful things as shall further the attainment of the objects of the Charity or any of them.
5. The income and property of the Charity shall be applied solely towards the promotion of the objects as set forth in this Memorandum of Association and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing in this Memorandum of Association shall prevent any payment in good faith by the Charity:
  - 5.1 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a professional, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Board benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner is under discussion;
  - 5.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a Trustee;
  - 5.3 of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate;
  - 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
  - 5.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
  - 5.6 to any Trustee of reasonable out-of-pocket expenses;
  - 5.7 of reasonable and proper premiums in respect of Trustee Indemnity Insurance, effected in accordance with Clause 4.17 above.
6. The liability of the Members is limited.
7. Every Member (as defined in the Articles of Association of the Charity) undertakes to contribute such amount as may be required (not exceeding £1 (one Pound Sterling)) to the Charity's assets if it should be wound up while he or she is a Member or within one year afterwards, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the members of the

Charity, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Charity and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.



We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

**NAME AND ADDRESS OF  
SUBSCRIBERS**

**DANIEL JAMES DWYER**

2 Clovers End  
Patcham  
Brighton, East Sussex,  
BN1 8PJ

**DANIEL JOHN DWYER**

14 Goldfinch Close  
Chelsfield  
Kent  
BR6 6NF

Dated the 27<sup>th</sup> day of April 2009.  
WITNESS to the above Signatures

**BETTY JUNE DOYLE**

Flat 16, Homecoppice House  
1 Park Avenue  
Bromley  
Kent  
BR1 4EF

**THE COMPANIES ACTS  
1985 to 2006**

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

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**ARTICLES OF ASSOCIATION  
OF  
BORNEO ORANGUTAN SURVIVAL FOUNDATION (GLOBAL)  
(Adopted by special resolution dated 8<sup>th</sup> May 2009)**

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**INTERPRETATION**

1. In these Articles and the Memorandum:

the Act	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
Articles	these Articles of Association of the Charity;
the Board	the board of Trustees of the Charity;
Candidate National Member	A national organisation that is not already a National Member and which is applying to become a National Member and "Candidate National Members" shall be construed accordingly;
Charities Acts	Charities Act 1993 and 2006;
clear days	in relation to the period of a 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;
Executed	includes any mode of execution;
Members	a National Member accepted into membership of the Charity and having the right to vote at General Meetings;
Memorandum	the Memorandum of Association of the Charity;

month	a calendar month;
National Member	a national office or national affiliated organisation working under the name 'Borneo Orangutan Survival' or "Primates Helping Primates" and "National Members" shall be construed accordingly;
Objects	the objects of the Charity set out in the Memorandum;
Office	the registered office of the Charity;
these presents	the Articles and the regulations of the Charity from time to time;
the seal	the common seal of the Charity if it has one;
Secretary	the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity;
Trustee	a member of the Board;
the United Kingdom	Great Britain and Northern Ireland;

Words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of these Articles and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

#### **MEMBERSHIP OF THE COMPANY**

2. The number of Members with which the Charity proposes to be registered is unlimited.
3. The first Members shall be the subscribers to the Memorandum who upon the Charity becoming a registered Charity shall retire and be replaced with the Members appointed by the Board and thereafter such Members as the Board shall determine from time to time.
4. Membership of the Charity is open to any National Member and Candidate National Member which promotes the Objects and which applies to the Charity to become a Member in the form approved by the Board and is subsequently approved by the Board in its absolute discretion. The Board will have the sole right to determine whether an organisation applying for membership qualifies for membership.

5. Any Member which wishes to include in its name "Borneo Orangutan Survival", "BOS" or any similar name shall be required to have as its principal purpose objects that are substantially the same as Object 3.1 of the Memorandum and must adhere to those objects at all times.
6. Members shall be entitled to attend and vote at General Meetings. Members shall have the following votes at all General Meetings of the Charity depending on their size of membership:

<b>No of Members</b>	<b>No of Votes</b>
Less than 500	1
500 or more and less than 1,000	1
1,000 or more and less than 2,500	2
2,500 or more and less than 5,000	3
5,000 or more and less than 10,000	4
10,000 or more and less than 25,000	5
25,000 or more and less than 50,000	6
50,000 or more and less than 100,000	7
100,000 or more and less than 250,000	8
250,000 or more and less than 500,000	9
More than 500,000	10

7. A Candidate National Member shall become a Member subject to the unanimous approval of the Board, where all members of the Board shall be present in person or by proxy.
8. Membership shall not be transferable and a Member shall cease to be a Member:-
  - (1) if it shall cease to exist according to the laws of the country in which it is established; or
  - (2) if by notice in writing to the Secretary the Member resigns as a Member. The Member is deemed to have resigned when the letter of resignation is received at the Office; or
  - (3) by resolution of the Board passed by the approval of not less than 75% of the members of the Board present in person or by proxy and voting at the meeting of the Board convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting the resolution.

#### **PATRONS**

9. The Board may appoint any person to be a Patron of the Charity (and remove any Patron) on such terms as they shall think fit.
10. A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the Charity and to be given notice of General Meetings as if a Member and shall also have the right to receive accounts of the Charity when available to Members.

## **ANNUAL GENERAL MEETINGS**

11. The first Annual General Meeting of the Charity shall be held at such time not being more than 18 months after the incorporation of the Charity and at such place as the Board may determine.
12. Subject to Article 11, the Charity shall in each year hold an Annual General Meeting in addition to any other meetings in that Year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Annual General Meetings shall be held at such times and places as the Board shall determine.
13. The Annual General Meeting may be attended by:-
  - 13.1 one (1) representative appointed by each Member; and
  - 13.2 such guests as approved by the Chairman of the Board.
14. Each Member shall by no later than 14 clear days prior to the date of the General Meeting appoint a representative to attend the General Meeting and shall notify the Board in writing of the name of such representative.
15. If a representative has not been appointed by a Member or the representative so appointed has resigned and no replacement has been appointed within 14 clear days prior to the date of the General Meeting, then the Board may appoint such person as the Board considers appropriate as the representative of the relevant Member.
16. Each Annual General Meeting shall be chaired by the Chairman of the Board or in his/her absence, his/her Vice Chairman and which shall:-
  - 16.1 subject at all times to Articles 34 to 36, ratify the election and re-election of any members of Board;
  - 16.2 receive the accounts of the Charity for the previous financial year;
  - 16.3 receive an annual report from the Board;
  - 16.4 approve the appointment of any new members to the Board;
  - 16.5 receive such other reports and documents as may be required by law from time to time; and
  - 16.6 subject at all times to Articles 34 to 36, approve any amendments to the Articles.
17. The Chairman shall ensure that minutes are taken at the Annual General Meeting for circulation amongst all Members no later than 60 days following the date of the Annual General Meeting.

## **GENERAL MEETINGS**

18. All meetings of the Members other than Annual General Meetings shall be called General Meetings.

19. General Meetings may be convened at any time to discuss specific matters and may be called:-
- 19.1 by two members of the Board; or
- 19.2 on the requisition of at least 10% of the Members, whereupon a meeting shall be for a date not later than 30 days after the deposit of the requisition.

#### **NOTICE OF GENERAL MEETINGS**

20. An Annual General Meeting shall be called by at least 60 clear days' notice and all General Meetings including General Meetings called for the passing of a Special Resolution shall be called by at least 30 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-
- 20.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote at such meeting; and
- 20.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote at such a meeting, being a majority together holding not less than 90 percent (90%) of the total voting rights at that meeting of all the Members.
21. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all Members, Patrons and auditors of the Charity (if any).

#### **PROCEEDINGS AT GENERAL MEETINGS**

22. No business shall be transacted at any General Meeting unless a quorum is present. The representatives of 3 Members or 10% of the Members (whichever is less) present in person shall constitute a quorum for a General Meeting and an Annual General Meeting.
23. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
24. The Chairman of the Board or in his/her absence some other Member nominated by the Board shall preside as Chairman of the meeting, but if neither the Chairman nor such nominated Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the other Members present shall elect one of their number to be chairman.
25. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
26. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned

meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

27. A resolution put to the vote of a meeting shall be decided on a show of hands 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:
  - 27.1 by the Chairman of the meeting; or
  - 27.2 by at least two Members present in person or by proxy; or
  - 27.3 by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
28. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
29. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
30. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
31. A poll demanded by the Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
33. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at any General Meetings shall be as valid and effective as if the same had been passed at a meeting of the Charity convened and held.

#### **VOTES OF MEMBERS**

34. Subject to Article 32 and Article 33, every Member shall have one vote.
35. No Member through their representative shall debate or vote on any matter in which it is personally interested without the permission of the majority of the persons present and voting.

36. Any Member of the Charity entitled to attend and vote at any meeting of the Charity shall be entitled to appoint a person (whether a Member or not) as its proxy to attend and vote (by show of hands or poll).
37. The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Board may approve:

**BORNEO ORANGUTAN SURVIVAL FOUNDATION (GLOBAL)**

We [Member's name and address] being a Member of the above-named Charity hereby appoint

[name and address of proxy holder] or failing him/her,

[name and address of substitute] as our proxy to vote on our behalf at the [Annual/Adjourned] General Meeting of the Charity to be held on the ..... Day of ..... and any adjournment thereof.

Signed [name] this ..... day of .....

38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
39. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
40. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

**THE BOARD**

41. The overall management and control of the Charity shall vest in the individual members of the Board of Trustees as directors and charity trustees, for the purposes of the Act.
42. Unless otherwise determined by an Ordinary Resolution at a General Meeting, the Board shall comprise of at least three and no more than five Trustees.
43. The Chairman of the Board shall be appointed or removed by 75% approval of the Board from time to time.



44. The first Trustees shall be the subscribers to the Memorandum and such persons as they may appoint.
45. Future members of the Board shall be appointed as provided subsequently in these Articles.
46. All Board members shall be entitled to one vote on any matter put to a vote at a meeting of the Board or any sub-committee of the Board except matters in respect of any matter in respect of which they have a personal financial interest, where they shall neither be counted in the quorum for that part of the meeting nor may they vote on the matter in question.
47. Voting at Board meetings shall be by simple majority. In the event of an equality of votes the Chairman or such other person presiding at the meeting shall have a second or casting vote.
48. No person shall be eligible to serve on the Board in any capacity for more than 8 years in succession. The officers of the Board comprising Chairman, Vice-chairman, Secretary and Treasurer shall be eligible to serve for a maximum of 6 years in succession provided that this maximum period may be extended for any one or more of the officers of the Board by resolution of the Members in General Meeting decided by a simple majority of votes cast so long as their aggregate term in office does not exceed 8 years in succession.
49. The term of office of any Trustee shall automatically terminate:-
  - 49.1 at the expiry of the period referred to in Article 61 if he/she is not re-elected or re-appointed in accordance with the provisions of these Articles;
  - 49.2 if they resign by written notice to the Secretary (but only if at least 3 Trustees of the Board will remain in office) to take effect when the letter of resignation is received at the Office.
50. Except to the extent permitted by Clause 5 of the Memorandum, no member of the Board shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.
51. The Trustees may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### **POWERS OF THE BOARD**

52. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and are not by statute or by these presents required to be exercised by the Charity in General Meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board 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 Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

53. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they may determine.
54. The Board shall have the power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Charity and the affairs thereof; as to prescribing conditions of membership and the rights and privileges of Members; as to the duties of any officers or servants of the Charity; as to the conduct of the business of the Charity by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
55. The Board and the Charity in General Meeting shall have the power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.
56. The Board shall have the power to elect from amongst one of them, by simple majority the Chairman, Vice-chairman, Secretary and Treasurer.
57. The Board shall have the power to remove from office by simple majority any officer or member of the Board but in the case of the Chairman by 75% approval of the Board.
58. The Board shall have the power to invite any person or persons to attend General Meetings in a non-voting capacity.
59. The Board shall have the power to appoint an Executive Director to have day to day conduct of the Charity and waive the requirement for his/her attendance at meetings of the Board, and for the avoidance of doubt such Executive Director shall have no voting rights in any matter to be discussed and approved at a meeting of the Board.

#### **APPOINTMENT AND RETIREMENT OF TRUSTEES**

60. The Board may appoint any person who is able and willing to act as a new or additional Trustee and such appointment or re-appointment (except in relation to the Chairman who shall be appointed in accordance with Article 56) shall be approved at the Annual General Meeting.
61. Subject to Article 49, Trustees shall serve in office for a term of two (2) years and thereafter may be reappointed by the Board for a further term of two (2) years, acting in accordance with Article 60.

#### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

62. A Trustee shall cease to hold office if:-
  - 62.1 he/she ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or

modification of that provision) or is otherwise prohibited by law from being a Trustee;

- 62.2 he/she dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 62.3 is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his/her office be vacated; or
- 62.4 a resolution of the Members passed by the approval of not less than 75% of the Members present in person or by proxy and voting at a General Meeting convened for this purpose. A resolution to terminate a Trustee's appointment shall not be passed unless the Trustee has been given not less than 14 days' notice in writing of the General Meeting at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or making a written representation prior to the Members voting the resolution and only for the following reasons:-
- (a) non-performance and non-compliance of its obligations as a Member of the Charity; or
  - (b) failure to carry out decisions ratified by the Board; or
  - (c) gross misconduct which is prejudicial to the Charity and adversely affects the reputation of the Charity; or
  - (d) any act or omission which adversely affects the Charity financially, politically or results in a conflict of interest.
63. In the event that a member ceases to hold office in accordance with Article 62.4, written notice shall be given by the Board to the Members, and the Board shall arrange for such vacancy to be filled as soon as possible and in any event within 60 days of such resolution. The Board shall in the interim period appoint a person to fill such vacancy until a permanent appointment has been.
64. In addition and without prejudice to the provisions of Section 168 and 169 of the Companies Act 2006, the Charity may by Special Resolution remove any Trustee before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead but any person to be appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed.

#### **PROCEEDINGS OF THE BOARD**

65. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Any Trustee may, and the Secretary at the request of a Trustee, shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

66. The Board shall hold at least 2 meetings each Year unless the Board shall decide by simple majority to hold a further meeting or meetings.
67. The quorum for the transaction of the business of the Board may be fixed by the Board but in the absence of any such resolution a quorum shall be constituted when there are at least two Trustees present. The Executive Director shall, unless otherwise agreed by the majority of the Board, attend every meeting of the Board.
68. The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
69. Unless the Chairman is unwilling to do so, the Chairman shall preside at every meeting of Board at which he/she is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed the meeting, the Vice-chairman shall preside or if they are also not present then the Trustees present may appoint one of their number to be chairman of the meeting.
70. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:-
  - 70.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 70.2 the composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;
  - 70.3 the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary;
  - 70.4 all delegations under this Article shall be recoverable at any time;
  - 70.5 the Board may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;
  - 70.6 for the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least one Trustee shall be required.
71. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a

member of the committee (as the case may be) and had been entitled to vote.

72. Every issue to be considered at a Board meeting may be determined by a simple majority of the votes cast at the meeting. A resolution in writing, signed by all the Trustees for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held.
73. Trustees and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

#### **MINUTES**

74. The Board shall keep minutes in books kept for the purpose:-
  - 74.1 of all appointments of officers made by the Board; and
  - 74.2 of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting.

#### **THE SEAL**

75. The Charity shall not be required to have a seal however if the Board determine to have a seal then the seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

#### **BANK ACCOUNTS**

76. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders from the payment of money from such account shall require two signatures at least one of which shall be that of a Trustee.

#### **ACCOUNTS**

77. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
78. The Board shall lay before the Annual General Meeting of the Charity in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Charity) together with a balance sheet made up as at the same date. Such accounts and balance sheets shall be accompanied by a report of the Board as to the state of affairs of the Charity and shall otherwise comply with the provisions of the Act. Copies of such accounts, balance sheets

and reports and of any other documents required by law to be annexed to or attached to them shall, not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Meetings of the Charity.

#### **AUDIT**

79. The Charity may chose to appoint auditors irrespective of whether auditors are required in accordance with the requirements of the Act and the Charities Act 1993 (as amended).

#### **ANNUAL REPORT AND ANNUAL RETURN**

80. The Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners.

#### **NOTICES**

81. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
82. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by electronic means (if the Member has so consented). A Member whose recorded address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.
83. A Member represented in person by its representative at any meeting of the Charity shall be deemed to have received notices of the meeting and, where necessary, of the purposes for which it was called.
84. Proof that an envelope containing a notice was properly addressed, repaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or within 24 hours if sent by electronic means.
85. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

#### **INDEMNITY**

86. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which 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 the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

87. The Board shall have power to resolve, pursuant to Clause 4.16 of the Memorandum, to effect Indemnity Insurance notwithstanding their interest in such policy.

#### **WINDING-UP**

88. The provisions of Clause 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

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DATED the 27<sup>th</sup> day of April 2009.  
WITNESS to the above Signatures

**BETTY JUNE DOYLE**

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