

THE COMPANIES ACTS 1985 and 1989

Company No. 743899

Charity Registration No. 220173

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

DRAFT

ARTICLES OF ASSOCIATION
of
THE HEREFORDSHIRE NATURE TRUST LIMITED

(adopted pursuant to a Special Resolution passed on [] 2003)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter containing shall bear the meaning set out opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

“the Act”	The Companies Act 1989 including any statutory modification or re-enactment for the time being in force
“the Board”	The Board of Trustees for the time being of the Trust
“the Chair”	Chairperson of the Trust
“the Company”	The Herefordshire Nature Trust Limited
“the Council of Management”	The former trustee body of The Herefordshire Nature Trust Limited
“the Chief Executive Officer”	The person employed to run the day to day affairs of the Trust pursuant to Article 53
“in writing”	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form
“month”	Calendar month
“the Office”	The registered office of the Trust
“the Seal”	The common seal of the Trust
“the Secretary”	The person appointed pursuant to Article 53
“these presents”	The Articles of Association, and the regulations of the Association from time to time in force
“the Trust”	The above-named company
“Trustee”	A member elected to be a Trustee of the Board and director of the Company
“the United Kingdom”	Great Britain and Northern Ireland

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine and neuter genders and words importing persons shall include corporations.

2. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

OBJECTS

3. The Trust is established for the charitable purposes expressed in the Memorandum of Association.

MEMBERSHIP

4. The membership of the Trust shall consist of such persons or categories of persons as the Board shall from time to time determine and agree to admit as members of the Trust and unless the members of the Trust in General Meeting otherwise provide at any time there shall be no maximum number of members.

5. The provisions of the Act shall be observed by the Trust and every member of the Trust (not having subscribed to the Memorandum and Articles of Association) shall sign a written application for membership in such form and containing such particulars as the Board may from time to time determine. The Board may accept or for good and sufficient reason reject any person or body applying for membership.

6. Employees of the Trust shall be eligible to become members of the Trust but such persons shall not be eligible for election or appointment as Trustees and shall not be entitled to vote at general meetings of the Trust.

7. (a) Each category of membership shall pay to the Trust such single or annual or other periodic subscription and accept such terms and conditions of membership or any changes therein and shall pay such other fees or sums in respect of the use of any of the facilities activities or services of the Trust as the Board may from time to time determine. The Board shall have discretion to increase or reduce the amount of such subscription or fees where it feels this is appropriate.

(b) A member may resign as a member on giving written notice to the Trust. Failure to give such notice before the end of a relevant subscription year shall render such member liable to pay the whole of the subscription due in respect of the class of membership concerned for the following year. A member resigning during the course of the year shall not be entitled to any refund of subscription.

8. (a) If a member shall resign or fail to pay the subscription within three months after the date the same became due, he shall not be entitled to exercise any of the rights conferred by these presents or the regulations of the Trust and if, after due notice, he has not paid the due subscription, after a further period of two months, he may be deemed to have withdrawn from the Trust and that member's name may be erased from the Register of Members. It shall be in the discretion of the Board to restore his name and membership rights on payment of the arrears due.

(b) Any annual sum being less than the due subscription received by the Trust from a person whose name has been erased from the Register of Members pursuant to sub-clause (a) above shall be treated as a donation.

9. (a) Any member who refuses or neglects to comply with these presents or the regulations of the Trust or who fails to abide by the terms of any agreement relating to members or the provision of facilities entered into by the Board on behalf of the Trust or who commits conduct considered by the Board in its absolute discretion to be disreputable or opposed to the general interests of the Trust may be suspended or expelled from the Trust on the passing of a resolution to that effect by the Board. The member shall be given an opportunity to be heard by the Board before such decision is made.

(b) A member suspended or expelled under these presents shall forfeit all rights in and claims upon the Trust or its property.

10. The rights and liabilities of members shall not be transferable.

PRESIDENT AND VICE-PRESIDENTS

11. (a) The Board may from time to time and if thought fit appoint a President and Vice-Presidents. Such offices shall be honorary, and for a period of five years. The President and Vice-Presidents shall be eligible for reappointment.

(b) The President and Vice-Presidents shall be entitled to attend and to speak at meetings of the Board but are not directors or trustees and shall not be entitled to vote at meetings of the Board.

BOARD OF TRUSTEES

12. The affairs of the Trust shall be managed by the Board in accordance with the provisions of these Articles and by the other Committees and Sub-Committees to the extent that such duties shall be delegated thereto by the Board in accordance with Article 28.

13. Until the first Annual General Meeting after the adoption of these Articles the Board shall consist of the existing members of the Council of Management. At this Annual General Meeting of the Trust the whole of the Board shall retire from office and the Board shall be elected in accordance with these Articles.

14. The Board shall consist of:-

(a) Not less than ten and not more than fourteen members of the Trust who shall be elected by the members at an Annual General Meeting and

(b) The Treasurer (if any)

15. The Trustees and Treasurer shall be the directors of the Trust for the purposes of the Act and shall be officers of the company and as charity trustees have control of the Trust and its property and funds.

16. (a) The election of each Trustee shall subject to the provisions of sub-clause (b) of this clause be by show of hands unless a ballot of those present shall be demanded by five members of the Trust being members present at the meeting, or notice of a ballot has been included in the Notice of the Annual General Meeting.

(b) The Board may at any time direct that such elections shall be by postal ballot in which event the notice of proposal for election under Article 23 to be given to the Secretary shall be not less than 30 days and ballot forms shall be posted by the Secretary not less than 14 days before the relevant meeting at which the result of the postal ballot shall be given.

(c) The Board shall elect a Chair and Vice-Chair and may elect a Treasurer from among the members of the Board at the first meeting of the Board after the Annual General Meeting. The Board shall determine their period of office and they shall be eligible for re-election at the end of that period. The term of membership of the Board of the Chair and the Vice-Chair shall be deemed to continue until the end of their terms of office as Chair or Vice-Chair and the provisions of these Articles as to retirement by rotation of members of the Board shall not apply to the persons so appointed until the Annual General Meeting following the end of their term of office.

(d) The Chairs of any Committees shall be elected annually by those Committees at the first meeting of the Committee after the Annual General Meeting.

17. Any vacancy in the Board may be filled by the Board by co-option but a person so appointed shall retain his post only till the next Annual General Meeting when he shall retire, but shall be eligible for election.

18. The Board may act notwithstanding any vacancy in their number so long as the number of Trustees is not reduced below six.

19. The Trust may from time to time at a General Meeting increase or reduce the number of Trustees, and may make the appointments necessary for effecting any such increase.

20. No person shall be elected as a Trustee who is not eligible for appointment as a director of a company or who has not signed a declaration of willingness to act as a charity trustee of the Trust.

RETIRING MEMBERS OF THE BOARD

21. At each Annual General Meeting of the Trust except for the first Annual General Meeting after the adoption of these Articles one third of the Trustees, being made up from the longest serving Trustees, shall retire from office, but as between Trustees who became Trustees at the said first Annual General Meeting or thereafter on the same date those to retire shall (unless they agree otherwise among themselves) be determined by lot.

22. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost. Provided that no Trustee shall serve on the Board

for a longer consecutive period than nine years save where such period includes a period during which the Trustee served as Chair or Vice-Chair of the Board.

23. No person not being a Trustee retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to trusteeship, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose and second such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above-mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than 10 intervening days.

24. In addition and without prejudice to the provisions of the Act, the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only until the next Annual General Meeting.

DISQUALIFICATION OF TRUSTEES

25. The office of a Trustee shall be vacated if:-

- (a) He ceases to be a Trustee by virtue of any provision of the Act or if he becomes prohibited by law from being a director; or
- (b) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) He is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) He resigns his office by notice to the Trust; or
- (e) He ceases to be a member of the Trust; or
- (f) He shall have been absent without permission of the Board for three consecutive meetings of the Board and the Board resolve that he be deemed to have resigned.

POWERS OF THE BOARD

26. The business of the Trust shall be directed by the Board which may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

27. The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the number of Trustees shall at any time be or reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

28. The Board may delegate any of its powers to committees consisting of such Trustees as they think fit, and shall have power to co-opt to committees individuals who are not Trustees provided that the number of co-opted members on a committee shall not exceed one third of the total number of members of that committee. Co-opted members of a committee shall not be entitled to vote on issues delegated by the Board for decision by that committee. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any

regulations made by the Board. All acts and proceedings of any such committee shall be reported to the Board as soon as practicable.

29. The Board shall have power to appoint or dismiss consultants as it thinks fit. The appointment or dismissal of employees other than the Chief Executive Officer shall be carried out by the Chief Executive Officer according to the policy of the Board from time to time.

PROCEEDINGS OF THE BOARD

30. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be six Trustees or one-third of the Trustees on the Board whichever shall be the greater.

31. Three Trustees may, and on their request the Secretary shall, at any time, summon a meeting of the Board by notice served upon the each Trustee. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

32. The Chair, or in his absence the Vice-Chair, shall be entitled to preside at all meetings of the Board at which he shall be present, but if neither the Chair nor the Vice-Chair is present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chair of the Meeting.

33. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Board generally.

34. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

35. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all General Meetings of the Trust and of the meetings of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if apparently signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

36. A resolution in writing signed by all the Trustees for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

GENERAL MEETINGS

37. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

38. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

39. The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitioners, as provided by the Act.

40. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

41. The accidental omission to give notice of a meeting or a postal ballot to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at any meeting or any election.

PROCEEDINGS AT GENERAL MEETINGS

42. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the Auditors, the election of President, Vice-President and Members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

43. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 20 members present in person shall be a quorum.

44. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at some other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum

45. The President or in his absence the Chair, or in his absence the Vice-Chair shall preside as Chair at every General Meeting, but if none of the President, the Chair or the Vice-Chair is present within fifteen minutes after the time appointed for holding the same, or if the President, the Chair and Vice-Chair shall be unwilling to preside, the members present shall choose some Trustee to preside provided he agrees or if all Trustees present decline to take the chair, any member of the Trust present, provided he agrees, may do so.

46. The Chair of the meeting may, with the consent of any quorate meeting (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

47. Each individual member shall have one vote only, Joint or Family members a maximum of two votes only and each Group member or Corporate member one vote only.

48. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question at any General Meeting or in any postal ballot.

49. At any General Meeting a proposal put to the vote of the 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 demanded. Unless a poll is taken, the declaration by the Chairman of the Meeting of the result of a show of hands shall be final. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second and casting vote.

50. A poll may be demanded by the Chair of the Meeting or by at least five members present in person or by proxy. A demand for a poll may be withdrawn.

51. A poll on any question shall be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedure for taking a poll shall be decided by the Chair of the Meeting at which the poll is demanded.

52. A member shall be entitled to appoint another member as his proxy to speak and vote for him at a General Meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if he desires a person other than the Chair of the Meeting to be the proxy, he may strike out the words "Chair of the Meeting or failing him", and insert the proxy's name. The instrument of proxy must be lodged with the Secretary at the Registered Office at least two clear days before the General Meeting.

CHIEF EXECUTIVE OFFICER AND SECRETARY

53. (a) The Trust shall have a Chief Executive Officer and a Secretary who shall be appointed by the Board for such periods and upon such terms and conditions as the Board may determine. If the terms and conditions so determined provide for the payment of remuneration to the Chief Executive Officer and the Secretary, the appointment shall be subject to the provisions of the Memorandum of Association and the provisions of Article 54 shall apply.

(b) Anything required or authorised to be done by or to the Chief Executive Officer or Secretary may, if either office is vacant or there is for any other reason no Chief Executive Officer or Secretary capable of acting, be done by or to any assistant or deputy or, if there is none such, by or to any member of the Board designated generally or specifically by the Board for the purpose.

54. Where the provisions of this clause apply, notwithstanding the fact that by virtue of the operation of the proviso to clause 5 of the Memorandum of Association no salaried officer shall serve as a member of the Board, the Chief Executive Officer and Secretary shall nevertheless have a right to attend and speak at meetings of the Board though they be not members of the Board.

55. The Board may delegate to the Chief Executive Officer or other senior manager such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to such conditions (including the withdrawal of authority at any time) as the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

NOTICES

56. A notice may be served by the Trust upon any member, either by hand, personally, or by sending it through the post in a pre-paid letter, addressed to such member at his registered address as appearing in the Register of members, or, if agreed by the member, by suitable electronic means.

57. Any member described in the Register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, and as provided by the Act, only those members who are described in the Register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

58. Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (a) on the date of being handed to the member personally
- (b) 2 clear days after being sent by first class post to his address
- (c) 3 clear days after being sent by second-class post to his address
- (d) 24 hours after having been sent by electronic means or delivered by hand

59. A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at the meeting.

ACCOUNTS

60. The Board shall cause books of account or accounting records to be kept in accordance with the requirements of the Act.

61. The books of account shall be kept at the Office or, subject to the provisions of The Companies Acts, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Trust.

62. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being officers of the Trust and no member (not being an officer) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Board or by the Trust in General Meeting.

63. At the Annual General Meeting in every year the Board shall lay before the Trust a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet made up as at the date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. Copies of such balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) together with a summary income and expenditure statement shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The

Auditor's report shall be open to inspection and be read before the meeting as required by the Act. Nothing herein contained shall prevent any member from seeking and obtaining from the Trust a copy of its full accounts at any time.

AUDIT

64. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

LOCAL GROUPS

66. The Board may at its discretion approve the establishment and where appropriate the disestablishment of local groups of members formed for the purpose of promoting the Trust within a defined geographical area. The activities of a local group shall be consistent with the aims and objectives of the Trust. The management of local groups shall be governed by regulations published by the Board after consultation with representatives of local groups from time to time.

SEAL

67. The Seal shall only be used by the authority of the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by any two persons being members of the Board.

DISSOLUTION

68. Clause 8 of the Memorandum of Association of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provision thereof were repeated in these Articles.