

Company Number: 743899

Charity Registration Number: 220173

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE HEREFORDSHIRE NATURE TRUST LIMITED

1. The name of the Company (hereinafter called "the Trust") is "THE HEREFORDSHIRE NATURE TRUST LIMITED".
2. The registered office of the Trust will be situate in England.
3. The Objects for which the Trust is established are:-
 - 3.1 For the benefit of the public to advance, promote and further the conservation, maintenance, and protection of:
 - (i) wildlife considered to be worthy of protection for the public benefit, and its habitats;
 - (ii) places of natural beauty;
 - (iii) places of zoological, botanical, geographical, archaeological or scientific interest;
 - (iv) features of landscape with geological and physiographical valuein any ways that are available in law and in particular, but not exclusively, by promoting biodiversity.
 - 3.2 To advance the education of the public in the principles and practice of:
 - (i) sustainable development;
 - (ii) biodiversity conservation.
 - 3.3 To promote research in all branches of the study of the natural world which will be for the public benefit and to record and/or publish the useful results thereof.

Sustainable development has been primarily defined as 'Development that meets the needs of the present without compromising the ability of future generations to meet their own needs' (Brundtland Commission).

4. **Powers**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to establish, purchase, form, own, maintain and improve sanctuaries, nature reserves or other facilities;
- 4.2 to promote, organise, carry out, support and participate in educational programmes, study days, courses, conferences, seminars and other educational events;
- 4.3 to establish, promote the establishment of, form and maintain exhibitions, record centres, libraries and collections of records and other objects of educational value;
- 4.4 to provide accommodation and refreshments and other ancillary services for members of the public attending or visiting facilities and events provided by the Trust;
- 4.5 to put before national, regional or local planning authorities and their agencies such environmental considerations and information as may further the Objects and to represent the views of the Trust at planning or other inquiries.
- 4.6 to facilitate and manage the collection and use of biological records and other data relating to the natural world;
- 4.7 to co-operate with other bodies or individuals;
- 4.8 to support, administer or set up other charities and undertake and execute charitable trusts;
- 4.9 to raise funds (but not by means of carrying on a trade or business on a continuing basis for the principal purpose of raising funds as opposed to carrying out the Objects in such a way that the profits from such trade or business are taxable);
- 4.10 to take and accept or refuse, any grant gift of money property or other assets whether subject to any special trusts or not;
- 4.11 to request and apply for grants sponsorship and other forms of funding;
- 4.12 to borrow money with or without security (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.13 to acquire or hire property rights or privileges of any kind and to construct restore improve maintain and alter such property;
- 4.14 to let, charge, mortgage or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);

- 4.15 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Trust;
- 4.16 to make grants or donations or loans of money and to give guarantees;
- 4.17 to set aside funds for special purposes or as reserves against future expenditure;
- 4.18 to draw make accept endorse discount negotiate execute and issue promissory notes bills cheques and other instruments and to operate bank accounts;
- 4.19 to make any kind of investment which it could make if it were absolutely entitled to the assets of the Trust;
- 4.20 to employ paid or unpaid agents staff or advisers ;
- 4.21 to provide and contribute to superannuation or pension funds for the officers and servants of the Trust or any of them or otherwise to assist such officers and servants their widows or widowers and dependants;
- 4.22 to enter into contracts to provide services to or on behalf of other bodies;
- 4.23 to arrange for the amalgamation of the Trust with any charitable organisation or organisations the purposes of which in its opinion are similar to the purposes of the Trust either alone or as amalgamated and to purchase or otherwise acquire the property, assets, liabilities and undertakings of such organisation or organisations;
- 4.24 to establish subsidiary companies to assist or act as agents for the Trust;
- 4.25 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Trust;
- 4.26.1 to provide indemnity insurance to cover the liability of the Board of Trustees as the trustee body of the Trust (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust: provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 4.26.2 to insure the Board of Trustees (or any of them) against the cost of a successful defence to a criminal prosecution brought against them as charity trustees;
- 4.26.3 to insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust, its members and employees when required;

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

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law, having regard to such trusts.

5. The income and property of the Trust, shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest on money lent to the Trust by any member or Trustee at a reasonable and proper rate per annum or a reasonable and proper rent for premises demised or let to the Trust by any member or Trustee but so that no member of the Board of Trustees shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Board of Trustees, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any utility company of which a member of the Board of Trustees may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he 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, such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their member to an extent at least as great as is imposed on the Trust under or by virtue of Clause (4) hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. 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 registered Auditor or Auditors.