

Charity Number \_\_\_\_\_

**THE COMPANIES ACT 1985 AND 1989**

A PRIVATE

CHARITY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

**COETIR MYNYDD**

Incorporated the \_\_\_\_\_ day of \_\_\_\_\_

**THE COMPANIES ACT 1985 AND 1989**

**A PRIVATE  
CHARITY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**

**COETIR MYNYDD**

1. The name of the Charity (herein after called "Charity") is Coetir Mynydd.
2. The registered office of the Charity will be situated in Wales.
3. The Charity's objects shall include carrying on the business of:
  - (i) conserving for public benefit woodland and other conservation and amenity land in the vicinity of Mynydd Llandygai, Gwynedd.
  - (ii) promoting the enhancement, management and safety of woodland and common land in the Parish of Llandygai, Gwynedd.
  - (iii) advancing of the public education in woodland, wildlife, the environment, the countryside, local history and heritage.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (i) to draw, make, accept, endorse, discount, execute and issue promisory notes, bills, cheques, direct debit and other instruments, and to operate bank accounts in the name of the charity;
  - (ii) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (iii) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (iv) subject to clause 5 below to employ such staff, who shall not be Trustees of the Charity (hereinafter referred to as "the Trustee Directors"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
  - (v) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

- (vi) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
  - (vii) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
  - (viii) to do all such other lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects 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 Director 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 document shall prevent any payment in good faith by the Charity;
- (1) of the usual professional charges for business done by any Trustee Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustee Directors benefit under this provision and that a Trustee Director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
  - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee Director;
  - (3) of interest on money lent by any member of the Charity or Trustee Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustee Directors;
  - (4) of fees, remuneration or other benefit in money or money's worth to any Charity or company of which a Trustee Director may also be a member holding not more than 1/100th part of the issued capital of that Charity or company;
  - (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee Director;
  - (6) to any Trustee Director of reasonable out-of-pocket expenses.
6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amounts as may be required to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease 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 one pound.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

This clause 8 and clause 5 hereof may only be changed by a unanimous vote of all members at an Extraordinary General Meeting and section 17 of the Act shall not apply.

9. Words and expressions defined in the Articles have the same meanings in this Memorandum.

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CHARITY LIMITED BY GUARANTEE AND  
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ARTICLES OF ASSOCIATION OF

# **COETIR MYNYDD**

## **PRELIMINARY**

1. The Charity shall be bound by the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 except where modified by these Articles. These regulations will be referred to in these Articles as Table A. In the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail.

## **INTERPRETATION**

2. In these Articles:-
  - "the Act" means the Companies Act 1985 and 1989 including any statutory amendments or re-enactment thereof for the time in force.
  - "the area" means Wales.
  - "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
  - "Trustee Director" means a person who is a Director and also a Trustee of the Charity.
  - "Employee" means a person who is employed by the Charity (whether full or part time).
  - "executed" includes any mode of execution.
  - "the secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary.
3. Unless the context otherwise requires, words or expressions contained in these the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Charity.

## **MEMBERSHIP**

4. The first members of the Charity shall be the Subscribers to the Memorandum of Association.
5. The Board of Trustee Directors may admit to membership;
  - a) any person who is in agreement with the objects of the Charity, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
  - b) any society, Charity, local authority, local business or unincorporated association which is in agreement with the objects of the Charity;

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 8.

6. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Charity all such rights and powers as the body corporate or association would exercise if it were an individual person.
7. Every application for membership shall be considered by the Board of Trustee Directors at its first meeting after the application was made or as soon afterwards as it practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Charity whose decision on the matter shall be final. When refusing any application for membership, the Board of Trustee Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article

Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Trustee Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Charity, unless the Board decides to waive the subscription in any particular case.

## **CATEGORIES OF MEMBERSHIP**

8. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Trustee Directors;
  - a) "Individual Members" shall be voting members who have an interest and support the aims and objectives of the Charity.
  - b) "Household Members" shall include a number of named people who collectively have one vote and who have an interest and support the aims and objectives of the Charity and reside at one residential address.

- c) “Junior Members” shall be non-voting members under the age of 16 and have an interest and support the aims and objectives of the Charity.
- d) “Honorary Members” shall be voting members who are individuals given free membership on account of their standing in the community or commitment to the aims and objectives of the Charity.
- e) “Corporate Members” shall be voting members admitted under Article 5(b).

## **REGISTER OF MEMBERS**

9. The Charity shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall sign a written consent to become a member. Members shall inform the Secretary of change of address.

## **CESSATION OF MEMBERSHIP**

10. A member shall cease to be a member immediately that he/she or it:
- a) ceases to fulfil any of the qualifications for membership as specified by Article 5 and Article 8; or
  - b) resigns in writing to the Secretary and the resignation is accepted by the Board of Trustee Directors; or
  - c) is expelled by a Special Resolution carried in accordance with Article 26 at an Extraordinary General Meeting called to consider the matter; or
  - d) dies, if an individual person; or
  - e) is wound up or goes into liquidation, if a corporate body or association; or
  - f) fails to pay the annual subscription (if any) or any other monies due to the Charity.
11. The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

## **GENERAL MEETINGS**

12. The Charity shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Charity shall be held within eighteen months of incorporation.

13. The business of an Annual General Meeting shall include;
  - 13.1 The receipt of the reports of the Chairperson and Board of Trustee Directors of the Charity;
  - 13.2 the consideration of audited accounts (if any) presented by the Board of Trustee Directors;
  - 13.3 the election of the Board of Trustee Directors;
  - 13.4 a decision on the application of any surplus;
  - 13.5 the appointment and the fixing of the remuneration of the Auditors (if any).

All other business transacted at an Annual General Meeting shall be deemed Special.

14. Ordinary General Meetings of the Charity shall be held at annual intervals. The Charity in any General Meeting may decide to hold Ordinary General Meeting more frequently.
15. The Board of Trustee Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Charity, or any two members or ten percent of the membership, whichever is greater, may convene an Extraordinary General Meeting as provided by section 368 of the Act.

## **NOTICES**

16. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 26 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
17. Notice of every General Meeting shall be given by electronic means, or by local posters, or in the local press or in writing to every member of the Charity and to the Auditors (if any) and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.
18. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
19. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Where notice is sent by e mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of 12 hours after the notice has been sent.



20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

21. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
22. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. 15 members or if greater, one quarter of the membership, entitled to vote for the time being shall be the quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Trustee Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
24. The Chairperson or in their absence some other Trustee Director nominated by the Trustee Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Trustee Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
25. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
26. Decisions at General Meetings shall be made by passing resolutions:
  - a. Decisions involving an alteration to Clause 5 and 8 of the Memorandum of Association and to Articles 63 and 64 and this Article 26(a) shall require the unanimous vote of all the members of the Charity at an Extraordinary General Meeting testified by their signatures.
  - b. The decisions involving an alteration to clauses of the Memorandum or Articles of Association, other than those specified, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Charity present and voting at an Extraordinary General Meeting.

- c. All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Memorandum or Articles of Association or the Act (or any other statute or regulation) require otherwise.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-
- a) the Chairperson, or
  - b) by a member or members 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 be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
29. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Trustee Directors who shall send out notice of the ballot with the Notice of the General Meeting.
30. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the like form, each signed by one or more members.
31. Votes may be given personally or by proxy appointed by the member.
32. Each member or proxy shall not have more than one vote.
33. In the case of an equality of votes the Chair shall have a second or casting vote.

### **BOARD OF TRUSTEE DIRECTORS**

34. The business of the Charity shall be managed by a Board of Trustee Directors which shall be accountable to the members.
35. The initial Trustee Directors of the Charity shall be appointed by the subscribers to the Memorandum of Association, and shall serve no more than one year. At the first Annual General Meeting following this period all of the Trustee Directors shall retire and may offer themselves for re-election.

36. The Board of Trustee Directors will be elected annually by the members at the Annual General Meeting of the Charity. Retiring members shall be eligible for re-election without further nomination.
37. Invitations for nominations for Trustee Directors will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Charity.
38. Unless otherwise determined by the Charity in General Meeting the number of Trustee Directors shall be not less than 6 and not more than 12.
39. The Trustee Directors may at any time co-opt any person to the Board of Trustee Directors whether or not they are a member of the Charity, provided that the maximum number prescribed in Articles 38 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

#### **PROCEEDINGS OF THE BOARD OF TRUSTEE DIRECTORS**

40. The Board of Trustee Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.
41. In the case of an equality of votes the Chairperson shall have a second or casting vote.
42. A Trustee Director may, and the Secretary shall on the instruction of the Board of Trustee Directors, summon a meeting of the Board of Trustee Directors at any reasonable time. A meeting of the Board of Trustee Directors may be held either in person or by suitable electronic means agreed by the Trustee Directors in which all Trustee Directors may communicate with all other Trustee Directors.
43. The quorum necessary for the transaction of business of the Board of Trustee Directors shall be 3 Trustee Directors or one third of the Trustee Directors whichever is the greater.
44. If the Board of Trustee Directors shall at any time be reduced in number to less than the minimum prescribed in Article 38, it may act as the Board of Trustee Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Charity, but no other purpose.

45. The Chairperson or in their absence some other Trustee Director nominated by the Board of Trustee Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Trustee Directors shall elect one of their number to be Chairperson.
46. The Board of Trustee Directors shall cause proper minutes to be made of the proceedings of all meetings of the Charity, of the Board of Trustee Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Charity during the Charity's normal working hours and by any other person authorised by the Charity in General Meeting.
47. A resolution in writing signed by all Trustee Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Trustee Directors and may consist of several documents in like form signed by one or more Trustee Directors.

#### **POWERS OF THE BOARD OF TRUSTEE DIRECTORS**

48. The business of the Charity shall be managed by the Board of Trustee Directors who may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by the Act or by these Articles required to be exercised or done by the Charity in General Meeting.
49. No regulation made by the Charity in General Meeting shall invalidate any prior act of the Board of Trustee Directors which would have been valid had that regulation not been made.
50. The Board of Trustee Directors may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party.
51. The Board of Trustee Directors may delegate any of its powers to sub-committees consisting of such members of the Charity as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Trustee Directors.
52. The Trustee Directors of the Charity, will appoint two named Trustee Directors or a Trustee Director and the Secretary to sign on behalf of the Charity any legal documents including leases where signatures are required in the execution of the Charity's powers.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEE DIRECTORS**

53. The office of a Trustee Director shall be immediately vacated if he/she:
- a. ceases to be a Director by virtue of any provision of the Act or be prohibited by law from being a Trustee by virtue of section 45 of the Charities Act 1992; or
  - b. becomes bankrupt or make any arrangement or composition with their creditors generally; or
  - c. is, or may be, suffering from mental disorder and either;
    - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
    - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
  - d. resigns their office by notice to the Charity; or
  - e. shall for more than four consecutive meetings have been absent without permission of the Board of Trustee Directors from meetings of Trustee Directors held during that period and the Trustee Directors resolve that his/her office be vacated; or
  - f. is removed from office by resolution of the Charity in General Meeting in accordance with Section 303 of the Act.

## **REMUNERATION OF TRUSTEE DIRECTORS**

54. Trustee Directors may be paid all reasonable travelling, hotel and other expenses incurred by them in connection with their attendance at meetings of Trustee Directors, committees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

## **SECRETARY AND OTHER EXECUTIVE OFFICERS**

55. Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the Board of Trustee Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

## **ACCOUNTS**

56. The Board of Trustee Directors shall cause proper books of account to be kept with respect to:
- a. All sums of money received and expended by the Charity and the matters in respect of which the receipt and expenditure takes place.
  - b. All sales and purchases of goods and/or services by the Charity, and
  - c. The assets and liabilities of the Charity.
57. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions and are prepared in accordance with Part VII of the Act.
58. The books of account shall be kept at the registered office of the Charity or at such other places as the Board of Trustee Directors think fit, and shall always be open to the inspection of all members of the Charity upon approval of the Board of Trustee Directors during normal working hours and by such other persons authorised by the Charity in General Meeting.
59. The Board of Trustee Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Charity in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

## **APPLICATION OF SURPLUS**

60. The surplus funds of the Charity shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Trustee Directors and approved at the Annual General Meeting:
- a. to creating a general reserve for the continuation and development of the Charity;
  - b. to make a payment for social and charitable purposes.

## **RULES OR BYE LAWS**

61. The Board of Trustee Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Charity. The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Trustee Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Charity. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of the Charity.

## **INDEMNITY**

62. Every member, Trustee Director, Charity Secretary, auditor (if any) and other officer for the time being of the Charity shall be indemnified out of the assets of the Charity against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:
- a. fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
  - b. negligence; or
  - c. actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

## **DISSOLUTION**

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

## **AMENDMENT TO ARTICLES**

64. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 26 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

## **SOCIAL AUDIT**

65. A Social Audit of the Charity may, by resolution of the Charity in General Meeting, be undertaken annually of the Charity's activities, in addition to any Financial Audit required by law. The role of such a Social Audit would be to attempt to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Charity's overall performance in relation to its objects.

Such a Social Audit may be drawn up by an independent assessor appointed by the Charity in General Meeting, or by the Board of Trustee Directors who may submit their report for verification or comments to an independent assessor.

A Social Audit may include an assessment of the internal collective working of the employees of the Charity, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Charity's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Charity is located.