

THE WOODLAND TRUST

Notice is hereby given that an Extraordinary General Meeting of the above Company will be held at the Holne Chase Hotel, Ashburton, Devon on Thursday the first day of August 1991 at 11 o'clock in the forenoon for the purpose of considering and (if thought fit) passing the following resolution which will be proposed as a special resolution, viz:

That the Articles of Association of the Company be altered by adding at the end of Article 50 the words "or by one Director *R* and the Executive Director" *Company Secretary*  
A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

Dated this 1st day of August 1991.

By order of the Council

Secretary *W. Waddams*  
*W. Waddams*

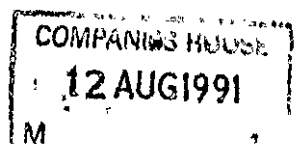
We being a majority in number of the members having a right to attend and vote at the above mentioned Extraordinary General Meeting and being a majority together representing not less than 95% of the total voting rights at that Meeting of all the members hereby pursuant to Section 369 Companies Act 1985 agree that the above resolution may be proposed and if thought fit passed at the Meeting notwithstanding that less than 21 days notice thereof has been given.

Signed: *K Watkins* K WATKINS ... *S Edgcumbe* S EDGCUMBE

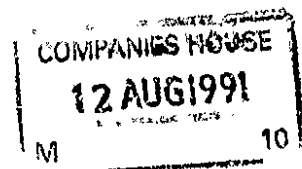
..... C P WRIGHT *R H Trafford* R H TRAFFORD

*D G Waddams* D G WADDAMS ... *T H White* T H WHITE

*T W Wright* T W WRIGHT ... *D H Marks* D H MARKS



MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
THE WOODLAND TRUST



THE COMPANIES ACT 1948 TO 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
THE WOODLAND TRUST

(Subject to S30 CA'85 as to deletion of "Limited")

1. The name of the Company (hereinafter called "the Trust") is "The Woodland Trust."

2. The registered office of the Trust will be situated in England.

3. The objects for which the Trust is established are to conserve restore and re-establish trees and in particular broad leaved trees plants and all forms of wildlife in the United Kingdom of Great Britain and Northern Ireland and thereby to secure and enhance the enjoyment by the public of the natural environment of those territories. In furtherance of the aforesaid objects but not otherwise the Trust may have the following powers:-

- (i) to acquire and take over the unincorporated body known as "The Woodland Trust" and/or all or any of the assets and liabilities of the aforesaid body.
- (ii) from time to time to acquire by purchase exchange gift or otherwise freehold or leasehold land and any rights or interests therein and to sell let or otherwise dispose of any land belonging to the Trust which is not required for the purpose of the Trust subject to such consents as may be required by law.
- (iii) to raise money by mortgaging or charging all or any of such property of the Trust as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years subject to

- such consents as may be required by law.
- (iv) to take any other action which the Trust considers advisable and in particular to produce or have produced any form of printed matter and circulate the same in such manner as the Trust thinks fit.
  - (v) to provide assistance whether financial or otherwise and advice to owners or occupiers of land and to manage and enter into management agreements in respect of land not owned or leased to the Trust.
  - (vi) to undertake and execute any charitable trusts which may lawfully be undertaken by the Trust and may be conducive to its objects.
  - (vii) to borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit subject to such consents as may be required by law.
  - (viii) to invest the monies of the Trusts not immediately required for its purposes in or upon such investments securities or property 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 and subject also as hereinafter provided.
  - (ix) to establish and support or aid in the establishment and support of any charitable associations or institutions charitable companies or other charitable bodies corporate and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
  - (x) do all such other things as shall further the attainment of the above objects or any of them.

Provided that:-

- (a) In case the Trust shall take or hold any property which may be subject to any trusts the Trust shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The objects of the Trust shall not extend to the regulation of relations between workers and employers or

organisations of workers and organisations of employers.

(c) 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.

4. The income capital and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 members of the Trust and no member of its Board of Directors shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment in good faith by the Trust:-

(a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Board of Directors) for any services rendered to the Trust.

(b) of interest on money lent by any member of the Trust or of its Board of Directors at a reasonable and proper rate per annum not exceeding two per centum less than the published base lending rate of a clearing bank to be selected by the Board of Directors.

(c) of reasonable and proper rent for premiums demised or let by any member of the Trust or of its Board of Directors.

(d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors may also be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Board of Directors of reasonable out-of-pocket expenses.

(f) to any member of its Board of Directors being a solicitor or other person engaged in any profession of all usual professional or other charges or work done by him or his firm in connection with the work of the Trust.

5. The liability of the members of the Trust is limited.

6. 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.

7. 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 charitable 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 members 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 other charitable object.

WE the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
THE WOODLAND TRUST

INTERPRETATION

1. In these Articles:-

"the Act"	means the Companies Act 1985.
"the Acts"	means the Companies Acts 1948 to 1985.
"the Articles"	means the articles of the Trust.
"the Seal"	means the Common Seal of the Trust.
"Secretary"	means any person appointed to perform the duties of the Secretary of the Trust.
"the Trust"	means the above-named Company.
"the United Kingdom"	means Great Britain and Northern Ireland.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the Trust.

MEMBERS

2. The maximum number of members shall be twelve or such

other number as the directors shall decide.

3. The first members of the Trust shall be the subscribers to the Memorandum and the Articles of the Trust.
4. Such persons as the Board of Directors of the Trust shall admit by unanimous decision of the directors present at a meeting of the directors duly convened shall in addition be members of the Trust.
5. A member shall cease to be a member:-
  - (a) forthwith upon his ceasing for any reason to be a director of the Trust unless prior to such member ceasing to be a director the directors have by unanimous decision of those present at a meeting of the directors duly convened resolved that such member shall continue to be a member of the Trust after his ceasing to be a director
  - (b) on a resolution to that effect being passed by the directors at any time

#### GENERAL MEETINGS

6. The Trust shall in each year hold a General Meeting as its 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 Trust and that of the next. Provided that so long as the Trust holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors may appoint.
7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The directors may, whenever they think 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 requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any

two members of the Trust may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least and a meeting of the Trust other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting to such persons as are, under the Articles, entitled to receive such notices from the Trust

PROVIDED that a meeting of the Trust shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting by all the members entitled to attend and vote thereat: and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
10. 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 the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon 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 to such other day and at such other time and place as the 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.
14. The chairman if any, of the board of Directors shall preside as chairman at every General Meeting of the Trust, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
15. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
16. The chairman may, with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairman; or
- (b) by at least three members present in person; or by proxy
- (c) by any 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.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost then an entry to that effect in the book containing the minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in Article 17 if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
20. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll

demande on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. 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 General Meetings (or being corporations by their duly authorised representative) shall be as valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held.

#### VOTES OF MEMBERS

22. Every member shall have one vote.
23. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Trust have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Trust.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notari ally certified copy of that power or authority shall be deposited at the registered office of the Trust or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight 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, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity or revocation as aforesaid shall have been received by the Trust at the office before the

commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

31. Any corporation which is a member of the Trust may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust.

#### APPOINTMENT OF DIRECTORS

32. (a) The number of directors shall not be less than three and unless otherwise decided by the Trust in General meeting no more than twelve and the first directors shall be the subscribers to the Memorandum and the Articles of the Trust.
- (b) The directors may co-opt a director who shall serve as a director (subject as provided in the Articles) until the next following Annual General Meeting of the Trust and thereafter provided the appointment of that director is ratified by the Trust at such Annual General Meeting.

#### POWERS AND DUTIES OF DIRECTORS

33. The affairs of the Trust shall be managed by the directors who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not by the Act or by the Articles required to be exercised by the Trust in General Meeting subject nevertheless to the provisions of the Act or the Articles and to such regulations being not inconsistent with the aforesaid 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 directors which would have been valid if that regulation had not been made.
34. All cheques promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Trust shall be signed drawn accepted

endorsed or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.

35. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the directors
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors
- (c) of all resolutions and proceedings at all meetings of the Trust and of the directors and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

#### DISQUALIFICATION OF DIRECTORS

36. The office of a director shall be vacated if the director:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a director by reason of any order made under Sections 296-300 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Trust; or
- (e) ceases to be a director by virtue of Section 303 of the Act; or
- (f) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
- (g) is absent from all meetings of the directors during a period of two consecutive years.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### PROCEEDINGS OF DIRECTORS

37. The directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any 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. A director may and the secretary on the requisition of a director shall at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
38. The quorum necessary for the transaction of the business of the directors shall be three or such greater number as the directors may determine.
39. Notwithstanding Article 38 should the number of directors fall below three the continuing directors may act for the purpose of co-opting one or more additional directors in accordance with Article 32 above.
40. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the directors present may choose one of their number to be chairman of the meeting.
41. The directors may delegate any of their powers to committees consisting of such member or members of their body and such other persons not being members of their body as they think fit provided always that the majority of members of any such committee shall be directors. Such a committee may be a Management Committee and the directors may entrust to and confer upon any such committee or the Management Committee any of the powers exercisable by the directors upon such terms and conditions and with such restrictions as the directors may think fit and either collaterally with or to the exclusion of their own powers and the directors may from time to time revoke, withdraw, alter or vary all or any of such powers. The directors may appoint additional persons to any such committee including the Management

Committee and may revoke the appointment of any member of any such committee including the Management Committee. All acts and proceedings of the Management Committee or any other such committee shall be reported to the directors as soon as possible.

42. A committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
44. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a director.
45. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

CHIEF EXECUTIVE : DIRECTOR : DIRECTOR GENERAL

46. The directors may from time to time appoint a person who may or may not be a member of the Management Committee to the office of Chief Executive, Director or Director General for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
47. The directors may entrust to and confer upon the Chief Executive, Director or Director General any of the powers exercisable by them upon such terms and conditions and

with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Chief Executive, Director or Director General shall not incur expenditure on behalf of the Trust without the prior consent of the directors.

#### SECRETARY

48. The secretary shall be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed by them may be removed by them.
49. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place, of the secretary.

#### THE SEAL

50. The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by two directors or by one Director and the Company Secretary.

#### ACCOUNTS

51. The directors shall cause accounting records to be kept in accordance with Section 221 of the Act.
52. The accounting records shall be kept at the registered office of the Trust or, subject to Section 222 of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
53. The directors 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 directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the directors or by

the Trust in General Meeting.

54. The directors shall from time to time in accordance with Sections 227-231 and Section 242 cause to be prepared and to be laid before the Trust in General Meeting such profit and loss accounts balance sheets group accounts (if any) and reports as are referred to in those sections.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting together with a copy of the auditors report shall not less than twenty-one days before the date of the meeting be sent to every member of the Trust provided that this article shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware.

#### AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the Acts.

#### NOTICES

57. A notice may be given by the Trust to any member either personally or by sending it in the post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Trust for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing this notice and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
58. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative

or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Trust.

No other person shall be entitled to receive notices of General Meetings.