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COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies

For official use For official use

[] [] [] []

Name of company

THE RADNORSHIRE WILDLIFE TRUST LIMITED

*Insert full name of
company

I, **JOHN LEWIS EVANS**

of **25 KING STREET HEREFORD**

†Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of
the above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at **25 King Street**
Hereford

Declarant to sign below

the **Sixteenth** day of **April**
One thousand nine hundred and **eighty seven**
before me **J. H. SHORE.**

JLE Evans
Jeffrey Shore.

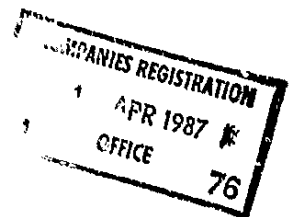
Presentor's name, address and
reference (if any):

Gabb & Co.
25 King St.
Hereford
HR4 9BX

JE 219393

For official use
New Companies Section

Post room



G

COMPANIES FORM No. 10

10

Statement of first directors and secretary and intended situation of registered office

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

* insert full name
of company

Name of company

* THE RADNORSHIRE WILDLIFE TRUST LIMITED
--

The intended situation of the registered office of the company on incorporation is as stated below

1 GWALIA ANNEXE	Postcode	LD1 6AS
ITHON ROAD		
LLANDRINDOD WELLS		
POWYS		

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

	Postcode	

Number of continuation sheets attached (see note 1)

--

Presentor's name address and
reference (if any):

Gabb & Co.
25 King St.
Moreford
WPC 6BX

JE 219393

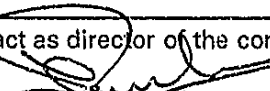
For official Use
General Section

Post room

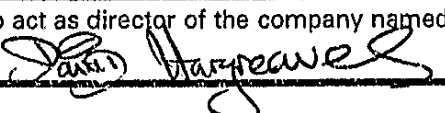


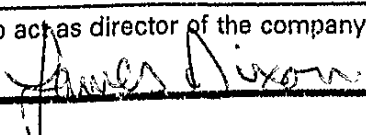
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) HAROLD GORDON PARKER		Business occupation Retired Medical Practitioner
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) POST-AR-DULAS, LLANAFAN FAWR, BUILT WELLS POWYS		Date of birth (where applicable) (note 6)
Postcode LD2 3LW		
Other directorships † HEREFORDSHIRE & RADNORSHIRE NATURE TRUST. BRECKNOCK NATURALISTS' TRUST.		
I consent to act as director of the company named on page 1		
Signature 		Date 8th April 1987

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) DAVID PETER HARGREAVES		Business occupation ECOLOGIST
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) ARION HOUSE, TEMPLE ST, LIANDRINDOD WELLS POWYS		Date of birth (where applicable) (note 6)
Postcode LD1 5DP		
Other directorships † HEREFORDSHIRE & RADNORSHIRE NATURE TRUST.		
I consent to act as director of the company named on page 1		
Signature 		Date 8th April 1987

Name (note 3) JAMES BENNIE DIXON		Business occupation RESEARCH ECOLOGIST
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) TELFAN NEWBRIDGE-ON-WYE LLANDRINDOD WELLS POWYS		Date of birth (where applicable) (note 6)
Postcode LD1 6LH		
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 9th April 1987

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	MERVYN HUGHES	
Previous name(s) (note 3)	NONE	
Address (notes 4 & 7)	Cwrt Newydd Franksbridge Llandrindod Wells Powys LD1 5SA Tel: Hundred House (098 24) 295	
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature	Date 10 th April 1987	

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
	Postcode	
I consent to act as secretary of the company named on page 1		
Signature	Date	

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
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delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date 10 th April 1987
Signed	Date 10 th April 87
Signed	Date 10 th April 1987
Signed	Date 10 th April 1987
Signed	Date
Signed	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) CAROLINE JANE JACOBS		Business occupation SECRETARY
Previous name(s) (note 3) URRY		Nationality BRITISH
Address (note 4) THE LLETHYR LLYSDINAM NEWBRIDGE ON WYE LLANDRINDOD WELLS		Date of birth (where applicable) (note 6)
Postcode	LD1 6NB	
Other directorships † NIL		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 9/4/87

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation sheet

Name (note 3) MICHAEL HAYDN JACOBS		Business occupation HEAD FORESTER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) THE LLETHYR LLYSDINAM NEWBRIDGE-ON-WYE LLANDRINDOD-WELLS		Date of birth (where applicable) (note 6)
Postcode	LD1 6NB	
Other directorships † NIL		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 9-4-87

Name (note 3) MERVYN HUGHES		Business occupation RETIRED ACCOUNTANT
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) CWRT NEWYDD FRANKSBRIDGE LLANDRINDOD WELLS POWYS Cwrt Newydd Franksbridge Llandrindod Wells Powys LD1 5SA Tel: Hundred House (098 24) 295		Date of birth (where applicable) (note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 10th April 1987

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) ALAN EDGAR PAYNE.		Business occupation RENT COLLECTOR. TREASURERS RADNORDIS COUNCIL.	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) "TYN-Y-CWMWL" CHURCH LANE, NANTMEL, LLANDRINDOD WELLS, POWYS.		Date of birth (where applicable) (note 6)	
Postcode LD1.6EH.			
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>A. Payne</i>		Date 8.4.87.	

† enter particulars of other directorships held or previously held (see note 6) if this space is insufficient continuation

Name (note 3) YVONNE PATRICIA PAYNE		Business occupation LEGAL SECRETARY	
Previous name(s) (note 3) FLETCHER		Nationality BRITISH	
Address (note 4) TYN-Y-CWMWL CHURCH LANE NANTMEL, LLANDRINDOD WELLS POWYS		Date of birth (where applicable) (note 6)	
Postcode LD1 6EH			
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>Y. Payne</i>		Date 8th April 1987	

Name (note 3) SARAH CHRISTINE BRAMHALL		Business occupation TEACHER	
Previous name(s) (note 3) SHILLITO		Nationality BRITISH	
Address (note 4) 9, NORTH RD., BUILTH WELLS POWYS		Date of birth (where applicable) (note 6)	
Postcode LD2 3BU			
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>S. Bramhall</i>		Date 9th April 1987	

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
DAVID JOHN WILLIAMS		FOREST OFFICER.	
Previous name(s) (note 3)		Nationality	
Address (note 4) 2 ROSSLARE		BRITISH.	
TEMPLE AVENUE, LLANDRINDOD WELLS		Date of birth (where applicable)	
Postcode LD1 5LP		(note 6) /	
Other directorships † NIL.			
I consent to act as director of the company named on page 1			
Signature <i>D. J. Williams</i>		Date 8.4.87	

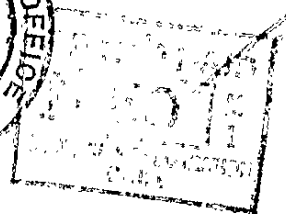
† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3)		Business occupation	
JOHN ERIC MESSENGER		SCIENTIFIC OFFICER	
Previous name(s) (note 3)		Nationality	
Address (note 4) 4 PENRHIN, LLANYRE		BRITISH	
LLANDRINDOD WELLS		Date of birth (where applicable)	
POWYS		Postcode LD1 6DY	
Other directorships † NIL			
I consent to act as director of the company named on page 1			
Signature <i>J. E. Messenger</i>		Date 8-4-87	

Name (note 3)		Business occupation	
NIGEL WILLIAM BALDWIN		CHARTERED SURVEYOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) TY DERWEN, CORTAY PARK		BRITISH	
LLANYRE, LLANDRINDOD WELLS		Date of birth (where applicable)	
POWYS		Postcode LD1 6DI	
Other directorships † NIL			
I consent to act as director of the company named on page 1			
Signature <i>N. W. Baldwin</i>		Date 9-4-87	

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



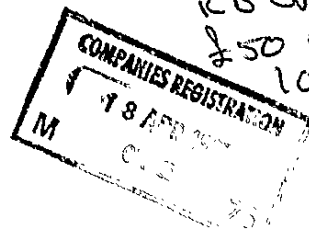
MEMORANDUM OF ASSOCIATION OF:

THE RADNORSHIRE WILDLIFE TRUST LIMITED

- 1 The name of the Company (hereinafter called "the Trust") is the "RADNORSHIRE WILDLIFE TRUST LIMITED".
- 2 The registered office of the Trust shall be in Wales.
- 3 The Objects of the Trust are:-

For the public benefit -

- a) To promote the conservation, maintenance and study of places used for charitable purposes and objects of botanical, zoological, geological, ecological, or scientific interest.
- b) To promote the education of the public in the study, understanding and enjoyment of natural flora and fauna.
- c) In furtherance of the above Objects, but not otherwise; to promote, organise and carry out study and research in the principles and practice of nature conservation and to publish the useful results of such research, and to make grants or donations for such purposes.
- d) In furtherance of the above Objects but not otherwise; to co-operate with other bodies of allied interest where this may assist in attaining the aims of the Trust.
- e) In furtherance of the above, but not otherwise; to liaise with voluntary and statutory bodies and individuals involved in land use and development and to advise on the design and management of sites.
- f) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscriptions, donation, legacy or otherwise.
- g) Subject to such consents as are required by law; to borrow and raise money in such manner as the Trust may think fit.
- h) To establish, form, own, lease, maintain and manage sanctuaries and reserves for the conservation, study, understanding and enjoyment of the geological and physiographical features and also of the communities of wild flora and fauna which live therein.
- i) To purchase, take on lease or exchange, hire or otherwise acquire any real and personal estate which shall be available and necessary for the furtherance of the said Charitable Objects.



- j) To purchase, construct, maintain and alter any houses, buildings, works, appliances, apparatus, furniture, fixtures, fittings, conveniences and things necessary for the purposes of the Trust.
- k) To take any gift of land or other property which may be subject to any trust established for exclusively charitable purposes similar to the Objects of the Trust.
- l) Subject to such consents as are required by law; to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Trust.
- m) To undertake and promote studies, research, publications, periodicals, and information concerning the Objects of the Trust, and to publish the useful results of such studies and research.
- n) To organise lectures and meetings, and by these or any other means as seems necessary or expedient, promote the Objects of the Trust.
- o) To establish and execute all contracts, agreements and undertakings as may be legally necessary for forwarding the Objects and activities of the Trust.
- p) To do all other lawful things as shall further the attainment of the above Objects.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any Trusts, the Trust shall only deal or invest the same in such manner as allowed by law, having regard to such Trusts.
- (ii) 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.
- (iii) 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 as regards such property. The Council of Management or Governing Body 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 Council of Management or Governing Body 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 Council of Management or Governing Body 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.

- 4 The income and property of the Trust from whatever source shall be applied solely towards the promotion of its Objects as set forth in the Memorandum 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 Council of Management or Governing Body 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 Council of Management or Governing Body for any services rendered to the Trust.
 - b) Of interest on money lent by any member of the Trust or of its Council of Management or Governing Body at a rate not exceeding Two per centum less than the minimum lending rate prescribed for the time being by the Bank of England, or Three per centum whichever is the greater.
 - c) Of reasonable and proper rent for premises demised or let by any member of the Trust or its Council of Management or Governing Body.
 - d) Of fees, remuneration or other benefit in money or money's worth to a company of which a member of Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company.
 - e) To any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses.
- 5 The liability of the members 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 payments 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 adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.
- 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 charitable 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 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 so far as effect cannot be given to such provisions, then to some other charitable Object, with the consent of the Charity Commissioners for England and Wales.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of Subscribers:

Harold Gordon Parkes
Pont ar duais
Manafon Tawe
Bwlth Wells LD2 3LW
Retired Medical Practitioner.

David Peter Hargreaves
Heron House, Temple St,
Llandrinod Wells, LD1 5DP
Ecologist

James Bennie Dixon
Tegfan
Newbridge-on-Wye
Llandrinod Wells LD16 4H

Davy
Research Ecologist
Newlyn Hughes
Burt Newydd
Frankbridge
Llandrinod Wells.
Davy LD1 5SA
Retired Accountant

Dated this 10th day of April 1987.

Witness to the above signatories:-

M. J. Moore

Midland Bank Ltd
Bankers
Llandrinod Wells
Powys, LD1 5SA
(PAGE 4)

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF:

THE RADNORSHIRE WILDLIFE TRUST LIMITED

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
These presents	The Articles of Association, and the regulations of the Association from time to time in force.
The Trust	The above named company
The Council	The Council of Management for the time being of the Trust.
Chairman	Chairman of the Council.
The Office	The registered office of the Trust.
The Seal	The Common Seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender, and vice versa.

Words importing persons shall include corporations.

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 shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

OBJECTS

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

MEMBERSHIP

- 3 For the purposes of registration the number of Full Members of the Trust is declared to be unlimited.
- 4 The provisions of Section 352 of the Act or any statutory modification or re-enactment thereof 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 the full membership declaring his adherence to the Objects of the Trust, and provide such particulars as the Council may from time to time determine. The Council may at its absolute discretion accept or reject for a good and proper reason any person or body applying for membership.
- 5 The membership of the Trust shall consist of:
 - a) **Individual Members.** Those who have paid a full membership fee to the Trust.
 - b) **Family Members.** Families (parents and children under 19 years of age on 31st December of the relevant membership year, or husband and wife) who have paid a membership fee applicable to this class of membership to the Trust.
 - c) **Corporate Membership.** Any society or body corporate or incorporate which has paid the membership fee applicable to this class of membership of the Trust. A corporate member shall enjoy the same rights and privileges as Individual Members.
 - d) **Honorary Membership.** May be conferred by the Council upon such persons as it may determine for such period and with such rights as it may decide. Save as provided herein, Honorary Members shall have no other rights nor be subject to any obligations referred to in the Memorandum or Articles of Association.
 - e) **Other categories** of membership as may be proposed by the Council and agreed by a General Meeting of the Trust.
- 6 The first members of the Trust shall be:-
 - i) the first subscribers to the Memorandum of Association and
 - ii) the fully paid-up members at the date of the application for Registration of the Company.
- 7
 - a) Each class of membership shall pay to the Trust such single or annual or other periodic subscriptions 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 facilities, activities or services of the Trust as may from time to time be in force. These shall be determined by the Council. Any alteration decided by the Council shall be announced at the Annual General Meeting, or not less than six months before the date at which it takes effect. The Council shall have discretion to reduce or remit membership fees where it feels this to be appropriate, having consideration of the circumstances of the person/s concerned.

- b) A member may resign on giving written notice to the Secretary before 31st December (or such other date as may be determined by the Council) in any year. Failure to give such notice shall render the member liable to pay the whole of the subscription due for the following year.
- 8 If a Member shall resign or fail to pay the due subscription by the time of the Annual General Meeting, in which case his membership is deemed to have lapsed, his name shall be erased from the Register of Members; provided that it shall be in the discretion of the Council to restore his name or membership rights on the payment of arrears due.
- 9 a) Any refusal or neglect by any member to comply with these presents or the regulations of the Trust, or failure to abide by the terms of any agreement, relating to Members, for the provision of facilities entered into by the Council on behalf of the Trust or the committing of conduct considered by the Council in its absolute discretion to be prejudicial to the interests and Objects of the Trust, shall render that member liable to suspension or expulsion from the Trust, on the passing of a resolution to that effect by the Council. Such a member shall have the right to be given reasonable opportunity to attend and be heard at a specially convened meeting of the Council.

b) A Member suspended or expelled under these presents shall automatically lose all rights and privileges of membership of the Trust.
- 10 The rights and liabilities of Members are not transferable.

OFFICERS AND THE COUNCIL

- 11 1) a) The Directors of the Trust shall be the Officers for the purposes of the Act.

b) The Officers of the Trust shall consist of the Chairman, Vice-chairman (or Vice-chairmen), Secretary and Treasurer. Such offices shall be honorary.

c) The Chairman and Vice-chairman/Chairmen, Secretary and Treasurer shall be elected annually at the Annual General Meeting. In the event of a casual vacancy for such offices, the Council may appoint another eligible person to act for an appropriate period, but not beyond the next Annual General Meeting. The number of Vice-chairmen shall be decided at the Annual General Meeting for the current year.
- 2) a) The Trust may, if and when they think fit, appoint a President and Vice-presidents. Such offices shall be honorary.

b) A President or Vice-president shall be elected upon nomination of the Council at the Annual General Meeting.

COUNCIL OF MANAGEMENT

- 12 The affairs of the Trust shall be managed by the Council in accordance with Articles 34 and 35 and by the Committees and Sub-committees to the extent that such duties shall be delegated to them by the Council, in accordance with Article 48.

13 The Council shall comprise:

- a) The Officers of the Trust.
- b) Chairmen of Committees.
- c) Elected members. Not more than twelve Members of the Trust or such other number as may be determined at the Annual General Meeting who shall be elected by the Members at the Annual General Meeting.
- d) Co-opted Members. Not more than six members to be co-opted by the Council and for the term and purposes determined thereby. The number of co-opted members should never exceed half of the number of elected members.

14 The election of the President, the Vice presidents, Officers and of every Member of the Council (not being co-opted members) shall be by a show of hands of those present at the Annual General Meeting.

15 The Council shall, subject to Sections 10(5) and 13(5) of the Act, have the power to appoint or dismiss such employees or consultants as it thinks fit, and to determine their powers and duties.

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

17 a) The Council may act notwithstanding any vacancy in their number, so long as the number of Members is not reduced below eight.

b) The Council shall consist of the following until the first Annual General Meeting:

Nigel William Baldwin, Ty Derwen, 14 Cortray Park, Llanyre, Llandrindod Wells, Chartered Surveyor; Sarah Christine Bramhall, Bryn Dery, 9 North Road, Builth Wells, Teacher; David Peter Hargreaves, Arvon House, Temple Street, Llandrindod Wells, Ecologist; Mervyn Hughes, Cwrt Newydd, Franksbridge, Llandrindod Wells, Retired Accountant; Caroline Jane Jacobs, The Llethyr, Newbridge on Wye, Llandrindod Wells, Secretary; Michael Haydn Jacobs, The Llethyr, Newbridge on Wye, Llandrindod Wells, Head Forester; John Eric Messenger, 4 Penrhiw, Llanyre, Llandrindod Wells, Scientific Officer; Harold Gordon Parker, Pont-ar-dulas, Llanafan Fawr, Builth Wells, Retired Medical Practitioner; Alan Edgar Payne, Tyn-y-cwmwl, Church Lane, Nantmel, Llandrindod Wells, Rent Collector; Yvonne Patricia Payne, Tyn-y-cwmwl, Nantmel, Llandrindod Wells, Legal Secretary; David John Williams, 2 Rosslare, Temple Avenue, Llandrindod Wells, Forest Officer; James Bennie Dixon, Tegfan, Newbridge on Wye, Llandrindod Wells, Research Ecologist.

GENERAL MEETINGS

- 18 The Trust shall hold an Annual General Meeting in each calendar year, the date and place being determined by the Council. All resolutions there taken shall be deemed Special.
- 19 Ordinary General Meetings shall be held at intervals and at places determined by Council. Resolutions there taken shall be deemed Ordinary.
- 20 The Council may whenever they think fit convene an Extraordinary General Meeting, and must do so upon written application by at least 25 Members of the Trust; or in default as provided by Section 368 of the Act. Resolutions there taken shall be deemed Special.
- 21 Twenty one days' notice in writing at the least shall be given 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 the meeting and in the case of special business the general nature of that business. Notice 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 think fit.
- 22 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 23 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business 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 Council and of the Auditors, the election of Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 24 No business shall be transacted at any General Meeting unless a quorum of twenty five members or 25% of the Membership is present, in person or by proxy given as in Article 33, whichever is the less.
- 25 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 such other place as the Council may determine.

- 26 The Chairman or in his absence the Vice-chairman shall preside as Chairman at every General Meeting, but if neither the Chairman nor the Vice-chairman is present within fifteen minutes after the time appointed for holding the same, or if the Chairman or Vice-chairman shall be unwilling to preside, the members present shall choose some Council Member to preside provided he agrees or if all the Council Members decline to take the chair, any Member of the Trust present, provided he agrees.
- 27 The Chairman may, within 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 which might have been transacted at the meeting at 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 the 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

- 28 Each individual Member shall have one vote only and there shall be one vote only for each family in the case of Family Members and each group in the case of Corporate Members.
- 29 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.
- 30 At any General Meeting a resolution 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 a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second and casting vote.
- 31 A poll may be demanded by the Chairman of the Meeting or by at least three Members present in person or by proxy. A demand for a poll may be withdrawn.
- 32 A poll on any question shall be taken forthwith. Any 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 upon by the Chairman of the Meeting at which a poll is demanded.
- 33 A Member shall be entitled to appoint another Member as his proxy to speak and to vote for him at a General Meeting. A proxy shall not be entitled to vote except on a poll. The instrument of proxy shall be in the following form:-

Members shall sign every instrument to which the seal is affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

37 The office of a Member of the Council shall be vacated:

- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- b) If he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs.
- c) If he ceases to be a Member of the Association.
- d) If by notice in writing to the Association she/he resigns his office.
- e) If he ceases to hold office by reason of any order made under Sections 295 to 300 of the Act.
- f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

- 38 At the first Annual General Meeting all Members of the Council shall retire and at the Annual General Meeting to be held in every subsequent year, one third of the Elected Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one third shall retire from office.
- 39 The Elected Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between Elected Members of equal seniority, the Elected Members to retire shall in the absence of agreement be selected from among them by lot. The length of time an Elected Member has been in office shall be computed from his last election or appointment.
- 40 Those Members co-opted onto the Council shall remain in office for one year only and shall retire from the Council at the first Council Meeting after the Annual General Meeting. Any co-opted Member so retiring may be co-opted for a further year at the Council's discretion.
- 41 Those who are Members of Council by virtue of being Chairmen of Committees shall retire from office at the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year. A retiring Chairman of a Committee shall be eligible for re-election.

- 42 The Trust may, at the meeting at which an Elected Member of Council retires in manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring Elected Member 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 Member shall have been put to the meeting and lost.
- 43 No person not being an Elected Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless not less than four nor more than twenty eight days before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by a Member duly qualified to be present and vote at the meeting for which such notice is given, of this intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his willingness to be elected.
- 44 In addition and without prejudice to the provisions of Section 303 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council for a good and proper reason 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 as the Member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

- 45 The Council may meet together for the dispatch of the business of the Trust, adjourn and otherwise regulate their meetings as they think fit, provided that at least two Officers and six other Council Members are present. Questions arising at any meeting shall be decided upon by a majority vote. In case of an equality of votes the Chairman shall have a second and casting vote.
- 46 The Chairman of the Council may, and on the request of two Members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to a notice of the meeting.
- 47 The Chairman, or in his absence the Vice-chairman, shall be entitled to preside at all meetings of the Council at which he shall be present, but if neither the Chairman nor the Vice-chairman is present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.
- 48 A meeting of the Council 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 Council generally.

- 49 The Council may appoint Committees consisting of such Members of the Trust or Members of the Council, or co-opted Members, as the Council may think fit, and shall give them such terms of reference and delegate such powers as the Council may think appropriate. The Chairmen of these Committees shall be Ex-officio Members of the Council. The Council may also appoint Members of the Trust or of the Council to act with their authority in any dealings with other parties. All these activities shall be governed by the provisions of these presents.
- 50 All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member 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 Member of the Council.
- 51 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 52 A resolution in writing signed by all the Members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

ACCOUNTS

- 53 The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Act.
- 54 The books of account shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Officers of the Trust.
- 55 The Council 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. No Member (not being an Officer) shall have any right of inspecting any account or book or document of the Trust except conferred by statute or authorised by the Council or by the Trust in General Meeting.
- 56 At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust made up to a date no more than seven months before such meeting), together with a proper balance sheet made

up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors. Copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 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 laid before the meeting as required by Section 236 of the Act.

AUDIT

- 57 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.
- 58 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the Members of the Council being treated as the Directors mentioned in those provisions.
- 59 A notice may be served by the Trust upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such a Member at his registered address as appearing in the Register of Members.
- 60 Any Member as being described in the register of Members by an address not within the United Kingdom, who shall from time to time give to the Trust an address within the United Kingdom at which notices may be 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.
- 61 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

- 62 The provision of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were represented in these Articles.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of Subscribers:

Harold Gordon Parker
Port an dular.
Wanstan Lane
Builth Wells LD2 3LW
Retired Medical Practitioner

David Peter Hargreaves
Arvon House, Temple St
Llandrinod Wells
Powys LD1 5DP
Ecologist.

James Bennie Dixon
Tegton
Newbridge-on-Wye
Llandrinod Wells LD16LH
Powys
Research Ecologist.

Marguerite Hughes
Burt Newbold
Frankesbridge
Llandrinod Wells.
Powys LD1 5SA
Retired Accountant

Dated this 10th day of April 1987.
Witness to the above signatories:-

M. J. Jones
Wentland Road, New
Builth Wells, Powys,
LD2 3LW

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2132736

I hereby certify that

THE RADNORSHIRE WILDLIFE TRUST LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 19 MAY 1987


W. G. R. WILLIAMS

an authorised officer