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THE COMPANIES ACT 1985 TO 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
OF  
THE NATIONAL BOTANIC GARDEN OF WALES

- 1 The Company's name is "The National Botanic Garden of Wales" <sup>1</sup>
- 2 The Company's registered office is to be situate in Wales
- 3 The objects for which the Company is established are, to promote for the public benefit <sup>2</sup>
  - (i) The advancement of education in the science of plants and related subjects and the conservation of plant species of the world especially those of Wales, Great Britain and Western European Seaboard, in particular but not exclusively by
    - (a) The establishment, development and maintenance of a national botanic garden for Wales open to the public,
    - (b) The establishment of a national conservation asset of local, national and international plant species,
    - (c) The development of a centre for research in plant biodiversity and the creation of an exemplar of good horticultural practice,
    - (d) The provision of formal and informal education and interpretation experiences for people of all ages and abilities particularly to enhance understanding of the interaction of people, plants, landscape and the environment in a sustainable future,

AND

- (ii) The advancement of public appreciation of Welsh culture and historical heritage by the restoration of the historic landscaped environment and building at the site of the national botanic garden referred to in (i) a above

<sup>1</sup> Amended by Special Resolution dated 28 August 1996

<sup>2</sup> Amended by Special Resolution dated 25 November 2015

THURSDAY



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RM 10/12/2015 #67  
COMPANIES HOUSE

In furtherance of the said objects, but not further or otherwise and only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects, the Company shall have the Power:

- a to develop plant species considered to be of interest or value and especially those of medicinal, crop, folkloric or ornamental value
- b to initiate, commission, foster, support, undertake and participate in investigation, research, studies and surveys into the science of plants and related subjects, and to disseminate the results thereof
- c to provide advice, instruction and education in relation to the science of plants
- d to provide other services (including quarantine and phytosanitary certification) in relation to plants
- e to develop and care for collections of plants, preserved plant material, books and records, and other objects relating to plants, and to keep the collections as reference collections, secure that they are available to persons for the purpose of study, and to add to and adapt them as scientific needs and the Company's resources allow
- f to afford to members of the public opportunities to enter any land or buildings owned, occupied or managed by the Company, for the purpose of gaining knowledge and enjoyment from the Company's plants, collections and research and development activities
- g subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company
- h to raise funds and to invite and receive contributions of money, property or other assets from any individual, firm, or company whatsoever or any body, organisation or authority or from government or any government department, institution or body or from the European Community or any institution or body established by the European Community whether subject to any special trust or not, by way of subscription, donation, gift, grant, devise, bequest, legacy or award or otherwise howsoever, provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may see fit
- i to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company
- j to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments and to open and operate bank, building society and other accounts
- k to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company

- l. to invest the money's of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit and to hold, sell or otherwise deal with such investments, securities or property, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- m. to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property and any rights privileges interests or options to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects
- n. subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects
- o. to cause to be written and printed or otherwise reproduced and circulated periodicals, magazines, journals, papers, books, leaflets or other documents or films or recorded tapes and to procure the publication of articles, letters, announcements, interviews, photographs and any written or printed material in newspapers, magazines, journals or other publications
- p. to hold exhibitions, meetings, lectures, classes, seminars, conferences and courses either alone or with others
- q. to co-operate and have discussions, consultations and correspondence and enter into arrangements with any groups, organisations, contractors or other third parties or with government or any government department, committee, organisation or representative or with any authorities, whether supra-national, national, local or otherwise or any schools, colleges, universities or other educational establishments of whatsoever nature
- r. to make any donation or subscription either in cash or assets for the furtherance of the objects of the company
- s. to make known any of the objects of the Company by such means as may seem expedient, by advertising and by any other means
- t. subject to Clause 4 hereof, to employ and pay any person or persons (other than a Director save to the extent provided in Clause 4) to supervise, organise, administer, carry on the work of, advise and provide services to the Company
- u. to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- v. to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body

- w to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company
- x to do all or any of the things hereinbefore authorised either alone or in conjunction with any of the charitable organisation, institution, society or body with which this Company is authorised to amalgamate
- y. to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company
- z to establish, support and promote by any means subsidiaries, divisions and local branches (whether autonomous or not)
- aa subject to Clause 7 hereof, to cease carrying on or wind up any activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory
- bb to carry on any other activity (except any form of permanent trading) and do anything of any nature which in the opinion of the directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely, directly or indirectly, to advance the objects of the Company
- cc to do all such other lawful things as shall further the above objects or any of the them or shall seem necessary, incidental or conducive to the pursuit of the objects of the Company or any of them
- dd to create, maintain and operate the national botanic garden referred to in the objects so as to achieve a high reputation and become a leading visitor attraction within the UK

Provided that

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company 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 Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company 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 have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated

- 4 The income and property of the Company 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 Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

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

- a of reasonable and proper remuneration of any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
- b of interest on money lent by any member of the Company or a Director at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the Board of Directors or 3 per cent whichever is the greater,
- c of reasonable and proper rent for premises demised or let by any member of the Company or a Director,
- d. of fees, remuneration or benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100<sup>th</sup> part of the capital of that company;
- e. of any premium in respect of any insurance or indemnity to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust which they may be guilty in relation to the Company, provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the Directors (or any of them),
- f of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by his or her firm, when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her firm, is under discussion, and
- g to any Director of reasonable and proper out-of pocket expenses.

- 5 The liability of the members is limited

6 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company 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

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NAMES AND ADDRESSES OF SUBSCRIBERS

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LORD MORRIS OF CASTLE MORRIS  
THE OLD HALL, FOOLOW, EYAM VIA  
SHEFFIELD

ROBIN HERBERT  
29 GRESHAM STREET, LONDON

PROFESSOR GHILLEAN PRANCE  
DIRECTORS HOUSE, ROYAL BOTANIC GARDEN,  
KEW, RICHMOND, SURREY

BRIAN THOMAS  
MOUNT STUART GROUP  
5 ST JOHN'S SQUARE, CARDIFF

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Dated 22 February 1994

WITNESS to the above signatures -

LORD MORRIS OF CASTLE MORRIS.

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