

Company Number: 812535

Charity Number: 242619

The Companies Act 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

GWENT WILDLIFE TRUST LIMITED

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THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of GWENT WILDLIFE TRUST LIMITED**INTERPRETATION**

1. In the Articles of Association the following words shall have the following meanings:

WORDS	MEANING
"The Act"	The Companies Act 2006
"Articles"	The Articles of Association, and the regulations of the Association from time to time in force
"Auditor or Auditors"	The person or persons required to carry out external scrutiny of the accounts by the Act, the Charities Act and such other prevailing legislation or regulation as may be applicable
"The Board"	The Board of Trustees for the time being of the Charity
"The Charities Act"	The Charities Act 2006
"The Charity"	The above-named company governed by the Articles
"The Chairman"	The Chairman of the Trustees
"The Chief Executive"	The person employed to run the day-to-day affairs of the Charity pursuant to Article 14 (b)
"Connected Person"	As defined by the Charities Commissioners for the time being.
"In writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
"Month"	Calendar month
"The Office"	The registered office of the Charity
"The Secretary"	The Company secretary of the Charity as prescribed by the Act
"Trustee"	A member of the Board appointed or elected pursuant to Article 12
"United Kingdom"	Great Britain and Northern Ireland

And words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders. And words importing persons shall include corporations.

2. (a) Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

(b) References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NAME

3. The name of the company (hereinafter called "the Charity") is "GWENT WILDLIFE TRUST LIMITED".

OFFICE

4. 2. The registered office of the Charity will be situated in Wales.

OBJECTS

5. 3. The objects for which the Charity is established are:

- a. For the benefit of the public, to advance, promote and further the conservation, maintenance and protection of:
 - i. Terrestrial and marine habitats and their wildlife.
 - ii. Places of natural beauty.
 - iii. Places of zoological, botanical, geographical, archaeological or scientific interest.
 - iv. Features of landscape with geological, physiographical, or amenity value in particular, but not exclusively, in ways that further biological conservation.
- b. To advance the education of the public in:
 - i. The principles and practice of sustainable development.
 - ii. The principles and practice of biodiversity conservation.
- c. To promote research in all branches of nature study and to publish the useful results thereof.

Sustainable development is primarily defined as “Development that meets the needs of the present without compromising the ability of future generations to meet their own needs” (Brundtland commission).

POWERS

6. The charity has the following powers, which may be exercised only in promoting the Objects:

- a) To establish, purchase, form, own, maintain and improve sanctuaries, nature reserves or other facilities.
- b) To promote, organise, carry out, support and participate in educational programmes, study days, courses, conferences, seminars and other educational events.
- c) To establish, promote the establishment of, form and maintain exhibitions, record centres, libraries and collections of records and other objects of educational value.
- d) To provide accommodation and refreshments and other ancillary services for members of the public attending or visiting facilities and events provided by the Charity.
- e) To put before planning authorities such environmental considerations and information as may further the Objects.
- f) To facilitate and manage the collection and use of biological records and other data related to the natural world.
- g) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- h) To support, administer or set up other charities and undertake and execute charitable trusts.
- i) To raise funds and to invite and receive contributions, provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
- j) To take and accept any grant, gift of money, property or other assets whether subject to any special trusts or not.
- k) To request grants, sponsorship and other forms of funding.

- l) To borrow money with or without security (but only in accordance with the restrictions imposed by the current Charities Act).
- m) To acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property.
- n) To let or dispose of, or turn to account, property of any kind (but only in accordance with the restrictions imposed by the current Charities Act).
- o) To purchase, lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity.
- p) To make grants or donations or loans of money and to give guarantees.
- q) To set aside funds for special purposes or as reserves against future expenditure.
- r) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- s) To deposit or invest in funds in accordance with the regulations and guidelines laid down by the Trustee Act 2000 (or any statutory re-enactment or modification thereof), and in particular to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification.
- t) To delegate the management of investments to a financial expert, but only on terms that:
 - 1) The investment policy is set down in writing for the financial expert by the Trustees.
 - 2) Every transaction is reported promptly to the Trustees.
 - 3) The performance of the investments is reviewed regularly with the Trustees.
 - 4) The Trustees are entitled to cancel the delegation arrangement at any time.
 - 5) The investment policy and the delegation arrangement are reviewed at least once a year.
 - 6) All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt.
 - 7) The financial expert must not do anything outside the powers of the Trustees.
- u) To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.
- v) To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- w) To pay for indemnity insurance for the Trustees subject to clause 7.
- x) To employ paid and unpaid agents, staff or advisers.
- y) To provide and contribute to superannuation or pension funds for the employees of the Charity or otherwise assist such employees their widows or widowers and dependents.
- z) To enter into contracts to provide services to or on behalf of other bodies.
- aa) To acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
- bb) To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- cc) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Charity.
- dd) To do anything else within law which promotes or helps to promote the Objects.

INCOME

7. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee (as defined in the Articles of

Association) shall be appointed to an office of the Charity by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity; provided that nothing in this document shall prevent any payment in good faith by the Charity:

- 1) Of reasonable and proper remuneration for any services rendered to the charity by a member, officer or employee of the Charity who is not a Trustee.
- 2) Of interest on money lent by any member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Charity.
- 3) Of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company.
- 4) Of reasonable and proper rent for property demised or let by any member of the Charity or a Trustee.
- 5) To any Trustee of reasonable and properly incurred out-of-pocket expenses.
- 6) To any Trustee or officer (not being a Trustee) who possesses specialist skills or knowledge required by the Charity for its proper administration of reasonable charges for work of that nature done by him or by his or her firm, when instructed by the Charity to act on its behalf. Provided that:
 - a) At no time a majority of the Trustees benefit under this provision, and
 - b) A Trustee or officer shall withdraw from any meeting whilst his or her own instructions or remuneration, or that of his or her firm, is being discussed.
- 7) Of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Trustees (or any of them) in relation to the Charity provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.
- 8) Of an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings).

LIABILITY

8. The liability of the members is Limited.

ASSETS

9. Every member of the Charity undertakes to contribute to the assets of the Charity, 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 Charity 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 contributors among themselves, such amounts as may be required not exceeding £1.

WINDING UP

10. If upon the winding up or dissolution of the Charity 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 Charity, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity, 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 Charity under or by virtue of Clause 57 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

ACCOUNTS

11. True and fair accounts shall be kept of the sums of money received and expended by the Charity, and the matters in respect of which such receipts and expenditure take place, and of the property credits and liabilities of the Charity; and subject to any reasonable restrictions as to the time and matter of inspecting the same that may be imposed in accordance with the regulations of the Charity for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more registered Auditor or Auditors in accordance with the Companies Act and the Charities Act.

ALTERATIONS

12. Clauses in the Articles of Association may be altered by special resolution which is hereby defined as one passed by a majority of not less than three-fourths of the membership present and voting at a general meeting of which not less than 21 clear days' notice has been given specifying the purposes for which the meeting has been called.

MEMBERSHIP

13. Membership is open to individuals or organisations who apply to the Charity in a form required by the Board.

14. The membership of the Charity shall consist of such individuals or organisations as the Board shall from time to time determine and agree to admit as members of the Charity. The Board shall have the power to create categories of membership.

15. (a) Each category of membership shall pay to the Charity such single or annual or other periodic subscription 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 of the facilities, activities or services of the Charity as the Board may from time to time determine. The Council shall have discretion to change the amount of such subscription or fees where it feels this is appropriate, having considered the circumstances of the person/s concerned.

(b) A member or organisation may resign as a member by giving written notice to the secretary or chief executive of the Charity. Failure to give such notice before the end of a relevant subscription period shall render such member liable to pay the whole subscription due in respect of the class of membership concerned for the rest of that period.

16. (a) If a member shall resign or fail to pay the subscription within three months after the date the same became due, he shall not be entitled to exercise any of the rights conferred by the Articles or the regulations of the Charity and if, after due notice, he has not paid the due subscription, after a further period of two months, he shall be deemed to have withdrawn from the Charity and that member's name shall be erased from the Register of Members, provided that it shall be in the discretion of the Board to restore his name and membership rights on payment of the arrears due.

(b) Any sum being less than the due subscription received by the Charity from a person whose name has been erased from the Register of Members pursuant to sub-clause (a) above shall be treated as a donation.

17. (a) Any refusal or neglect by any member to comply with the Articles or the regulations of the Charity or who fails to abide by the terms of any agreement relating to members or the provision of facilities entered into by the council on behalf of the Charity or the committing of conduct

considered by the Board in its absolute discretion to be disreputable or opposed to the general interest of the Charity shall render the member concerned liable to suspension or expulsion from the Charity on the passing of a resolution to that effect by the Board, provided that the member shall be given an opportunity to be heard by the Board before such decision is made.

(b) A member suspended or expelled under the Articles shall forfeit all rights in and claims upon the Charity or its property.

18. Membership is not transferable to anyone else.

SPECIAL MEMBERSHIPS

19. The charity may from time to time and if thought fit, elect a Patron, a President Emeritus, a President and Vice-Presidents. Such offices shall be honorary and do not confer a right to vote at meetings other than as an ordinary member if they are such.

(a) The Patron shall be elected at the Annual General Meeting of the Charity on the recommendation of the Board. The patron shall serve a term of four years and be eligible for re-election. The role and duties of the Patron shall be determined jointly by the Patron and the Board.

(b) The President Emeritus shall be elected upon the recommendation of the Board at the Annual General Meeting. The appointment shall be for life.

(c) The President and Vice-Presidents shall be elected upon the recommendation of the Board at the Annual General Meeting. They shall hold office for four years and shall be eligible for re-election for one further period of four years.

BOARD OF TRUSTEES AND THE CHIEF EXECUTIVE

20. The affairs of the Charity shall be managed by the Board in accordance with Article 44, with certain duties delegated to Sub-Committees by the Board in accordance with Article 48.

21. (a) The Board shall comprise a maximum of fifteen Trustees all of whom must be individual members of the Charity, who shall be elected by the members at the Annual General Meeting and shall hold office for four years in accordance with Article 38. At the end of that time, they will be eligible to be re-elected for a further period of four years. After that, they will not be eligible for election again until after a period of at least one year. The Directors of the Charity shall be the elected Trustees for the purpose of the Act.

(b) The officers of the Charity, who are Trustees, shall be the Chairman, Vice-Chairman or Vice-Chairmen, Secretary and Treasurer, who shall be elected annually by an ordinary resolution passed at the Board meeting prior to the Annual General Meeting. Each shall be eligible for re-election in accordance with Article 38. The Secretary and Treasurer may if desired be the same person.

22. (a) The election of the President, the Vice-President and of every Trustee shall, subject to the provisions of sub-clause (b) of this Article be by an arrangement agreed by a majority of those present physically or virtually.

(b) The Board may at any time direct that such elections shall be by postal ballot in which event the notice of proposal for election under Article 40 shall be given to the Secretary not less than 100 days and ballot forms shall be posted by the Secretary not less than 14 days before the relevant meeting at which the result of the postal ballot shall be taken.

23. (a) The Board shall determine the powers and duties of the Secretary and Treasurer. The appointment or dismissal of employees and consultants shall be carried out by the Chief Executive according to the policy of the Board from time to time.

(b) The Board shall appoint (and may dismiss or suspend) an executive officer to be called the Chief Executive whose role shall be to manage the day to day affairs of the Charity on such terms and subject to such conditions as the Board shall from time to time determine. The Chief Executive cannot be a member of the Board, but attends meetings in an ex-officio capacity.

24. Any casual Trustee vacancy on the Board may be filled by the Board but a person so appointed shall retain his post only till the next Annual General Meeting when he shall retire, but shall be eligible for election.

25. The Board may act notwithstanding any vacancy in their number so long as the number of Trustees is not reduced below five.

GENERAL MEETINGS

26. The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the preceeding Annual General Meeting.

27. All General Meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.

28. The Board 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 requisitions, as provided by the Act.

29. Twenty-one days' clear notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' clear 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 or medium, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the Articles or under the Act entitled to receive such notices from the Charity.

30. The accidental omission to give notice of a meeting or a postal ballot to, or the non-receipt of such notice, by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had at any meeting or any election.

PROCEEDINGS AT GENERAL MEETINGS

31. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is 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 Board and of the Auditors, the election of Patron, President, Vice-Presidents and Trustees in the place of those retiring, and the appointment of, and the fixing of, the remuneration of the Auditors.

32. Decisions at general meetings shall be made by passing resolutions. With the exception of changes to these Articles (see Clause 12) all decisions shall be made by ordinary resolution requiring a simple majority.

33. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members present in person shall be a quorum.

34. 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 some other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

35. 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 Vice-Chairman shall be unwilling to preside, the members present shall choose some Trustee to preside provided he agrees or if all Trustees present decline to take the chair, any member of the Charity present, provided he agrees.

36. 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 business which might have been transacted at the meeting from 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

37. Each individual or joint member shall have one vote only and there shall be one vote only for each family in the case of family members and each corporate member in the case of corporate members.

38. 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 Charity in respect of his membership, shall be entitled to vote on any question at any General Meeting or in any postal ballot.

39. At any General Meeting a resolution put to the vote of the meeting shall be decided by any arrangement agreed by a majority of those present physically or virtually unless before or on the declaration of the result of the vote a hidden poll is demanded. Unless a poll is taken, the declaration by the Chairman of the Meeting of the result of the vote shall be final. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second and casting vote.

40. A hidden 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.

41. A hidden poll on any question shall be taken forthwith. Any other business on the agenda may be proceeded with whilst awaiting the result of the 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 by the Chairman of the Meeting at which the poll is demanded.

42. A member shall be entitled to appoint another member as his proxy to speak and 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:

“I/We hereby appoint the Chairman of the Meeting, or failing him... to be my/our proxy to vote and speak for me/us at the Annual / Extraordinary General Meeting of the Charity to be held on at and at any adjournment thereof”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if he desires a person other than the Chairman of the Meeting to be the proxy, he may strike out the words “Chairman of the Meeting or failing him” and insert the proxy’s name. The instrument of proxy must be lodged with the Secretary at least two clear days before the General Meeting.

POWERS OF THE BOARD

43. The business of the Charity shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by statute or by the Articles required to be exercised or done by the Charity in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statutes for the time being in force and affecting the Charity, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in General Meeting, but no regulation made by the Charity in General Meeting shall invalidate any prior acts of the Board which would have been valid if such regulation had not been made.

44. The Trustees for the time being of the Board may act notwithstanding any vacancy in their body, provided always that in case the Trustees shall at any time be, or be reduced in number to, less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board, for the purposes of admitting persons to membership of the charity, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

DECLARATION OF TRUSTEES INTERESTS

45. A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity, or is any transaction or arrangement entered into by the Charity, which has not previously been declared. A Trustee must absent himself from any discussion of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity, and any personal interest, including, but not limited to, any personal financial interest. The conflict of interest may be with the Trustee or a Connected Person.

DISQUALIFICATION OF TRUSTEES

46. The office of a member of the Board shall be vacated if:

- a) He ceases to be a member of the Board by virtue of any provision of the Act or Charities Act, or if he becomes prohibited by law from being a trustee or director; or
- b) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c) He becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, as determined by a registered medical practitioner; or
- d) He resigns his office by notice to the Charity; or
- e) He ceases to be a member of the Charity; or

- f) He shall have been absent without permission of the Board for three consecutive meetings of the Board and the Board resolve that he be deemed to have resigned; or
- g) He contravenes the Code of Conduct for Trustees.

47. (a) At each Annual General Meeting of the Charity, the Trustees who have served for four years shall retire from office and shall be eligible for a further period of four years. After serving two consecutive four year terms a Trustee shall not be eligible for re-election to the same post until a period of at least one year has elapsed. The Chairman, Vice-Chairmen, Secretary and Treasurer may continue to serve on an annual basis after four successive years in office by an ordinary resolution passed at the Board meeting prior to the Annual General Meeting.

(b) Where a valid amendment is made to the specified duration of office in this Article and the Articles, where applicable, any period of time served in office prior to the amendment shall be counted towards calculating the amended duration.

48. Those trustees co-opted onto the Board shall remain in office until the next Annual General Meeting.

49. The Charity may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee 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 Trustee shall have been put to the meeting and lost, provided that no Trustee shall serve on the council for a longer consecutive period than EIGHT years save as otherwise permitted in the Articles.

50. Members of the Trust are welcome to apply to become Trustees when such vacancies are advertised. They should be eligible under the checks required by the Charity Commissioners for the time being, and the Charity's own current professional application procedure, before being put forward for election.

51. The Charity may from time to time in General Meeting change the number of Trustees.

PROCEEDINGS OF THE BOARD

52. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be five Trustees or one-half of the Trustees whichever shall be the greater. A meeting of the Trustees may be held either in person or by any suitable means agreed by the Trustees in which all participants may communicate with all the other participants.

53. Any three Trustees may, and on request the Secretary shall, at any time, summon a meeting of the Board by notice served upon the remaining Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of the meeting.

54. The Chairman, or in his absence the Vice-Chairman, shall be entitled to preside at all meetings of the Board 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 Trustees present shall choose one of their number to be Chairman of the Meeting.

55. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being

vested in the Board generally. Every issue may be determined by a simple majority of the votes cast. Each trustee has one vote on each issue except for the Chair of the meeting who has a casting vote.

56. The Board may delegate any of their powers to committees consisting of such members of the Charity, whether or not Trustees, as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of any such committee shall be reported to the next Board meeting.

57. All acts done by any meeting of the Board or of any committee of the Board, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee 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 Board.

58. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Charity and of the Board and of committees of the Board, 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.

59. A resolution in writing signed by all the Trustees or of any committee of the council who are entitled to receive notice of a meeting of the Board 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.

LOCAL GROUPS

60. The Board may at its discretion approve the establishment (and where appropriate dis-establishment) of Local Groups formed for the purpose of either promoting the Charity within a defined geographical area, or promoting a special interest within the Objects of the Charity. The activities of a Local Group may include fund-raising and recruiting new members. The relationship of each Local Group with Gwent Wildlife Trust Limited shall be determined after consultations between the Board and representatives from each Local Group.

ACCOUNTS

61. The Board shall cause "books" of accounts or accounting records to be kept in accordance with the requirements of the Act and the Charities Act.

62. The books of accounts shall be kept in the office, or, subject, to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Charity.

63. The Board 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 Charity or any of them shall be open to the inspection of members not being officers of the Charity; and no member (not being an officer) shall have the right of inspecting any accounts or book or document of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting.

64. At the Annual General Meeting in every year the Board shall lay before the Charity a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet made up as at the date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors. Copies of such balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) together with a summary income and expenditure statement shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provision 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 read before the meeting as required by the Act. Nothing herein contained shall prevent any member from seeing and obtaining from the Charity a copy of its full accounts at any time. The Board must comply with the requirements of the Act and of the Charities Act as to keeping financial records and the preparation and transmission to the Registrar of Companies and the Charity Commission of annual returns, annual reports, and annual statements of account.

AUDIT

65. Once at least every year the account of the Charity 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 in accordance with the Act and the Charities Act.

66. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and the Charities Act.

NOTICES

67. A notice may be served by the Charity upon any member, either personally, by suitable means, post or otherwise, addressed to such member at his registered address as appearing in the Register of Members.

68. Any member described in the Register of members by a postal address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices 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 a postal address within the United Kingdom shall be entitled to receive notices from the Charity.

69. 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 proving 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.

70. A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

RULES

71. The Board may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

72. The bye laws may regulate the following matters but are not restricted to them:

- a) The admission of members of the Charity (including the admission of organisations to membership) and the right and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members.
- b) The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers.
- c) The setting aside of the whole or any part of parts of the Charity's premises at any particular time or times or for any particular purpose or purposes.
- d) The procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by the Act or by the Articles.
- e) Generally all such matters as are commonly the subject matter of company rules.

To this end a Code of Conduct document shall be required to be signed by each Trustee on election.

73. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of the members of the Charity all such rules or bye laws which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect anything contained in, the Articles of Association.

INDEMNITY

74. The Charity shall indemnify every Trustee or other officer or auditor of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

AMENDMENT

75. The provisions of the Articles may only be amended by a special resolution passed in accordance with Clause 12.