

THE COMPANIES ACT 1985 and 1989

A PRIVATE

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Coedwig Gymunedol Long Wood Community Woodland

PRELIMINARY

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

INTERPRETATION

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

MEMBERSHIP

4. The first members of the Company shall be the Subscribers to the Memorandum of Association.
5. The Board of Directors may admit to membership;
 - a) Any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
 - b) Any society, Company, community council, local authority or unincorporated association which is in agreement with the objects of the Company;

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

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

CATEGORIES OF MEMBERSHIP

8. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors;
 - a) "Employee Members" shall be members who have been Employees for a Qualifying Period. The Qualifying Period shall be 6 months employment with the Company or such other period set from time to time by the members in general meeting.
 - b) "Community Members" shall be members who live, work or have interest within the community of Llanfair Clydogau, Llangybi and Llanbedr Pont Steffan and support the aims and objectives of the Company.
 - c) "Corporate Members" shall be members admitted under Article 5(b) and shall include representatives from the community councils of Llanfair Clydogau, Llangybi and Llanbedr Pont Steffan.

REGISTER OF MEMBERS

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

CESSATION OF MEMBERSHIP

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

GENERAL MEETINGS

12. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.
13. The business of an Annual General Meeting shall include;
 - 1) The receipt of the reports of the Chairperson and Board of Directors of the Company;
 - 2) The consideration of audited accounts (if any) presented by the Board of Directors;
 - 3) The election of the Board of Directors;
 - 4) The election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meeting and meetings of the Board of Directors;
 - 5) A decision on the application of any profits;
 - 6) The appointment and the fixing of the remuneration of the Auditors (if any).

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

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

NOTICES

16. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 26 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
17. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.
18. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
19. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Where notice is sent by e mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of 12 hours after the notice has been sent.
20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
22. No business shall be transacted at a General Meeting unless a quorum of members is present in person. 5 members or if greater, one third of the membership, entitled to vote for the time being shall be the quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting it becomes members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
24. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
25. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
26. Decisions at General Meetings shall be made by passing resolutions:
 - a) The decisions involving an alteration to clauses of the Memorandum or Articles of Association, other than those specified, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three fourths of the members of the Company present and voting at an Extraordinary General Meeting.
 - b) All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Memorandum or Articles of Association or the Act (or any other statute or regulation) require otherwise.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-
 - a) the Chairperson, or
 - b) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
28. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

29. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
30. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the like form, each signed by one or more members.
31. Votes may be given personally only by the member
32. Each member shall not have more than one vote.
33. In the case of an equality of votes the Chair shall have a second or casting vote.

BOARD OF DIRECTORS

34. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.
35. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve no more than one year. At the first Annual General Meeting following this period all of the Directors shall retire and may offer themselves for re-election.
36. One third of the Board of Directors being those directors longest in office since their last election will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
37. Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
38. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 5 and not more than 12.
39. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed in Articles 38 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

PROCEEDINGS OF THE BOARD OF DIRECTORS

40. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.
41. In the case of an equality of votes the Chairperson shall have a second or casting vote.
42. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
43. The quorum necessary for the transaction of business of the Board of Directors shall be 5 Directors.
44. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 38, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
45. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
46. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
47. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

POWERS OF THE BOARD OF DIRECTORS

48. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
49. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
50. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

51. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
52. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

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

REMUNERATION OF DIRECTORS

54. Any remuneration of Directors shall only be in respect of services actually rendered to the Company, subject to the provisions of Clause 6 of the Memorandum of Association, including the payment of fair and proper wages in the case of Directors employed by the Company. Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company

SECRETARY AND OTHER EXECUTIVE OFFICERS

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

ACCOUNTS

56. The Board of Directors shall cause proper books of account to be kept with respect to:
- a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - b) All sales and purchases of goods and/or services by the Company, and

- c) The assets and liabilities of the Company.
57. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions and are prepared in accordance with Part VII of the Act.
58. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.
59. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

APPLICATION OF SURPLUS

60. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:
- a) To creating a general reserve for the continuation and development of the Company;

RULES OR BYE LAWS

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

INDEMNITY

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

DISSOLUTION

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

AMENDMENT TO ARTICLES

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