

# Articles of Association of Llais y Goedwig

## 1. Company name

The company's name is Llais y Goedwig and in this document it is called the company

## 2. Liability of members

- (1) The liability of members is limited
- (2) Every member of the company promises, if the company is dissolved while he she or it is a member or within twelve months after he she or it ceases to be a member to contribute such sum (not exceeding £1) as may be demanded of him her or it towards the payment of the debts and liabilities of the company and of the costs charges and expenses of winding up

## 3. The Objects

The company's objects (the Objects) are

- (1) To promote and represent community woodland groups in Wales
- (2) To provide assistance and support to local community woodland groups and initiatives

## 4. Application of the Income and Property

- (1) The income and property of the company shall be applied solely towards the promotion of the objects
- (2) A Board Member may pay out of, or be reimbursed from, the property of the company reasonable expenses properly incurred by him or her when acting on behalf of the company.
- (3) None of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any individual member of the company. This does not prevent:
  - (a) a member who is not also a Board Member from receiving reasonable and proper remuneration for any goods or services supplied to the company;
  - (b) a Board Member from:
    - (i) buying goods or services from the company upon the same terms as other members or members of the public;
    - (ii) receiving a benefit from the company in the capacity of a beneficiary of the company, provided that the Board Members comply with the provisions of sub clause (6) of this clause, or as a member of the company and upon the same terms as other members;
- (4) No Board Member may be paid or receive any other benefit for being a Board Member.

(5) A Board Member may:

- (a) sell goods, services or any interest in land to the company;
- (b) be employed by or receive any remuneration from the company;
- (c) receive any other financial benefit from the company,

if :

- (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised by the Board Members in accordance with the conditions in subclause (6) of this clause.

(6) (a) If it is proposed that a Board Member should receive a benefit from the company that is not already permitted under sub-clause (3) of this clause, he or she must:

- (i) declare his or her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) not be counted in determining whether the meeting is quorate;
- (iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Board Members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the company to contract with or employ that Board Member rather than with someone who is not a Board Member and they must record the reason for their decision in the minutes. In reaching that decision the Board Members must balance the advantage of contracting with or employing a Board Member against the disadvantage of doing so (especially the loss of the Board Member's services as a result of dealing with the Board Member's conflict of interest).

(c) The Board Members may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Board Member body comprises a majority of Board Members who have not received any such benefit.

(d) If the Board Members fail to follow this procedure, the resolution to confer a benefit upon the Board Member will be void and the Board Member must repay to the company the value of any benefit received by the Board Member from the company.

(7) A Board Member must absent himself or herself from any discussions of the Board Members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, "Board Member" shall include any person firm or company connected with the Board Member.

## **5. Dissolution**

- (1) If the members resolve to dissolve the company, the company Board Members will remain in office and be responsible for winding up the affairs of the company in accordance with this clause.
- (2) The Board Members must collect in all the assets of the company and must pay or make provision for all the liabilities of the company.
- (3) The Board Members must apply any remaining property or money:
  - (a) directly for the Objects;
  - (b) by transfer to any company or charities for purposes the same as or similar to the company;
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the company specifying the manner in which the Board Members are to apply the remaining property or assets of the company and the Board Members must comply with the resolution if it is consistent with paragraphs (a)–(b) inclusive in sub-clause (3) above.

## **6. Amendments**

- (1) The company may amend any provision contained in these articles provided that:
  - (a) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the company;
  - (b) any resolution to amend a provision of these articles is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) A copy of any resolution amending these articles shall be sent to any authorities with whom the company is registered within twenty one (21) days of it being passed.

## **7. Membership**

- (1) The subscribers to the memorandum are the first members of the company.
- (2) Membership is open to organisations or individuals who are approved by the Board Members.

There will be two categories of membership:

- (a) Full (voting) members who are community-led groups involved in managing or using a local woodland.  
Each group should nominate an official representative to vote on their behalf.
  - (b) Associate (non-voting) members which are groups, individuals or other organisations who support the aims and objectives of the company and wish to benefit from membership.
- (3)
    - (a) The Board Members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application.
    - (b) The Board Members must inform the applicant in writing of the reasons for the refusal within twenty-one (21) days of the decision and make the minutes of this decision available to the membership of the company

- (c) The Board Members must consider any written representations the applicant may make about the decision. The Board Members' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable.
- (4) The Board must keep a register of names and addresses of the members which must be made available to any member upon request subject to the data protection act.

## **8. Termination of Membership**

Membership is terminated if:

- (1) the member organisation ceases to exist, or, if an individual, dies;
- (2) the member resigns by written notice to the company unless, after the resignation, there would be less than two members
- (3) any sum due from the member to the company is not paid in full within six (6) months of it falling due;
- (4) the member is removed from membership by a resolution of the Board Members that it is in the best interests of the company that membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one (21) days' notice in writing of the meeting of the Board Members at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the board.

## **9. General meetings**

- (1) The company must hold its first annual general meeting within eighteen (18) months of the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) The Board Members may call an extraordinary general meeting at any time.
- (4) The Board Members must call an extraordinary general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Board Members fail to call or hold the meeting within twenty-eight days (28) of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of these articles.

## **10. Notice**

- (1) The minimum period of notice required to hold any general meeting of the company is twenty eight (28) clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all members entitled to

attend and vote.

- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Board Members.

## **11. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
  - (a) Four (4) members entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth (1/10) of the total voting membership at the time, whichever is the greater.
- (3) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board Members shall determine.
- (4) The Board Members must re-convene the meeting and must give at least fourteen (14) clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen (15) minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **12. Chair**

- (1) General meetings shall be chaired by the Chair of the board or a nominee of the board.
- (2) If he or she is not present within fifteen (15) minutes of the time appointed for the meeting a Board Member nominated by the Board Members shall chair the meeting.
- (3) If there is only one Board Member present and willing to act, he or she shall chair the meeting.
- (4) If no Board Member is present and willing to chair the meeting within fifteen (15) minutes after the time appointed for holding it, the voting members present and entitled to vote may choose an appropriate person to chair the meeting.

## **13. Adjournments**

- (1) The voting members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- (4) If a meeting is adjourned by a resolution of the members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## **14. Votes**

- (1) Each voting member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## **15. Representatives of Other Bodies**

- (1) An organisation that is a voting member of the company may nominate any person to act as its representative at any meeting of the company.
- (2) The organisation must give written notice to the company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the company. The nominee may continue to represent the organisation until written notice to the contrary is received by the company.
- (3) Any notice given to the company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **16. Officers and Board Members**

- (1) The company and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this article. The Officers and other members of the committee shall be the Board Members of the company and in these articles are together called "the Board Members".
- 2) The company shall have the following Officers:
  - A chair,
  - A secretary,
  - A treasurer.
- (3) A Board Member must be a member of the company or the nominated representative of an organisation that is a member of the company.
- (4) No one may be appointed a Board Member if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Board Members shall be not less than four (4) but (unless otherwise determined by a resolution of the company in general meeting) shall not be greater than ten (10).
- (6) The first Board Members (including Officers) shall be those persons elected as Board Members and Officers at the last AGM of the Llais y Goedwig Association (before incorporation).
- (7) A Board Member may not appoint anyone to act on his or her behalf at meetings of the Board Members.

## **17. The Appointment of Board Members**

- (1) The company in general meeting shall elect the Officers and the other Board Members.
- (2) The Board Members may appoint any person who is willing to act as a Board Member subject to Clause 16 (3). The board may also appoint Board Members to act as officers.  
Any Board Member so co-opted shall retire at the AGM immediately following their co-option.
- (3) At least one third of the Board Members (in order of time since last elected) shall retire with effect from the conclusion of the annual general *meeting* but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected as a new Board Member or an Officer at any annual general meeting unless prior to the meeting the company is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a Board Member or as an officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

## **18. Powers of Board Members**

- (1) The Board Members must manage the business of the company and have the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the Board Members must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to co-operate with other companies, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (d) to establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;
  - (e) to acquire, merge with or enter into any partnership or joint venture arrangement with any company or Association formed for any of the Objects;
  - (f) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (g) to obtain and pay for such goods and services as are necessary for carrying out the work of the company;
  - (h) to open and operate such bank and other accounts as the Board Members consider necessary and to invest funds and to delegate the management of funds subject to the signature of two Board Members approving the transaction.
  - (i) to do all such other lawful things as are necessary for the achievement of the Objects;

- (2) No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board Members.
- (3) Any meeting of Board Members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board Members.

## **19. Disqualification and Removal of Board Members**

A Board Member shall cease to hold office if he or she:

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (2) resigns as a Board Member by notice to the company (but only if at least three Board Members will remain in office when the notice of resignation is to take effect); or
- (3) is absent without the permission of the Board from 3 consecutive meetings and the Board Members resolve that his or her office be vacated.

## **20. Proceedings of Board Members**

- (1) The Board Members may regulate their proceedings as they think fit, subject to the provisions of these articles.
- (2) Any Board Member may call a meeting of the Board Members.
- (3) The secretary must call a meeting of the Board Members if requested to do so by a Board Member.
- (4) Questions arising at a meeting will be decided by consensus, or where consensus cannot be reached, by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Board Members unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be three voting members or the number nearest to one third of the total number of Board Members, whichever is the greater or such larger number as may be decided from time to time by the Board Members.
- (8) A Board Member shall not be counted in the quorum present when any decision is made about a matter upon which that Board Member is not entitled to vote.
- (9) If the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Board Members.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board Members present may appoint one of their number to chair that meeting.

- (12) The person appointed to chair meetings of the Board Members shall have no functions or powers except those conferred by these articles or delegated to him or her in writing by the Board Members.
- (13) A resolution in writing signed by all the Board Members entitled to receive notice of a meeting of Board Members or of a committee of Board Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board Members or (as the case may be) a committee of Board Members duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Board Members.

## **21. Delegation**

- (1) The Board Members may delegate any of their powers or functions to a committee of two or more Board Members but the terms of any such delegation must be recorded in the minute book.
- (2) The Board Members may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the company except in accordance with a budget previously agreed with the Board Members.
- (3) The Board Members may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Board Members.

## **22. Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Board Members, or of a committee of Board Members, shall be valid notwithstanding the participation in any vote of a Board Member:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;if, without:
  - (d) the vote of that Board Member; and
  - (e) that Board Member being counted in the quorum,the decision has been made by a majority of the Board Members at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Board Member to keep any benefit that may be conferred upon him or her by a resolution of the Board Members or of a committee of Board Members if the resolution would otherwise have been void.

- (3) No resolution or act of
  - (a) the Board Members
  - (b) any committee of the Board Members
  - (c) the company in general meeting

shall be invalidated by reason of the failure to give notice to any Board Member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the company.

### **23. Minutes**

The Board must keep minutes of all:

- (1) appointments of Officers and Board Members made by the Board Members;
- (2) proceedings at meetings of the company;
- (3) meetings of the Board Members and committees of Board Members including:
  - (a) the names of the Board Members present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.
- (4) Minutes must be made available to members on request.

### **24. Annual Report and Return and Accounts**

- (1) The Board Members must:
  - (a) keep accounting records;
  - (b) prepare annual statements of accounts;
  - (c) Prepare an Annual Report;
- (2) The above should be presented to the AGM of the company, and submitted to any regulatory authorities with whom the company is registered.

### **25. Notices**

- (1) Any notice required by these articles to be given to or by any person must be:
  - (a) in writing; or
  - (b) given by e-mail or other electronic transmission of a text document.

- (2) The company may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in to the member's registered address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.
- (4) A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given forty-eight (48) hours after the envelope containing it was posted or, in the case of an electronic communication, forty-eight (48) hours after it was sent.

## **26. Rules**

- (1) The Board Members may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the company (including the admission of organisations to membership) and the rights 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 company in relation to one another, and to the company's employees and volunteers;
  - (c) the procedure at general meetings and meetings of the Board Members in so far as such procedure is not regulated by these articles;
  - (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the company to be kept in electronic form and requires a Board Member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated company.
- (3) The company in general meeting has the power to alter, add to or repeal the rules or byelaws.

- (4) The Board Members must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the company.
- (5) The rules or bye-laws shall be binding on all members of the company. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these articles.

## **27. Indemnity**

- (1) Every member, Board Member, 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 or it in or about the execution or discharge of the duties of his her or its office subject to the provisions of section 309 of the Companies Act 1985 as amended by the Companies (Audit, Investigations and Community Enterprise) Act 2004 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.