

THE COMPANIES ACTS 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
*KNIGHTON TREE ALLOTMENTS TRUST***

Each subscriber to this Memorandum and Articles of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>

Dated

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MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

KNIGHTON TREE ALLOTMENTS TRUST

Interpretation

1. In this Memorandum and Articles if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column hereof:-

Words	Meanings
The Board and the Trustees	The Board and the Directors as defined in the Statutes
Trust	<i>KNIGHTON TREE ALLOTMENTS TRUST</i>
the Statutes	the Companies Act 2006 and every other enactment for the time being in force concerning companies and affecting the Trust
these Articles	These Articles of Association as originally framed or as from time to time altered by special Resolution
the Office	The registered office of the Trust
The United Kingdom	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man
Month	Calendar Month
Secretary	Any other person appointed to perform the duties of the Secretary of the Trust
In Writing	Written, printed, lithographed, or electronic or partly one and partly another, and other modes of representing or reproducing words in a visible form

Name

2. The name of the company (hereinafter called “the Trust”) is ***Knighton Tree Allotments Trust***.

Office

3. The Trust’s registered office is to be situated in Wales.

Objects

4 (1) The objects for which the Trust is established are for the benefit of the public in and around Knighton and the Teme Valley, including the members of the Trust, so that they can plant and maintain woodlands to provide themselves with affordable access to firewood, fruit, nuts and other woodland products in a sustainable manner by:-

- (a) setting up a Model Tree Allotment where skills can be learnt and shared and where trees are planted wherever appropriate to produce a sustainable supply of woodland products, including firewood, fruit, nuts, and timber whilst encouraging biodiversity. The distribution of the woodland products from this Model Tree Allotment will go to all those directly involved in working and managing the Model Tree Allotment including those who are also Trustees or members of the Trust;***
- (b) acquiring and providing affordable use of land for local people to grow their own firewood and woodland products by the setting up of Tree Allotments;***
- (c) promoting education, skill-sharing and knowledge of woodland management, sustainable eco-systems, biodiversity, and related scientific and artistic endeavour;***
- (d) managing all lands held by the Trust in a sustainable fashion, so as to enhance the diversity, productivity and beauty of the environment, in accordance with organic principles, for the benefit and happiness of present and future generations;***
- (e) encouraging participation in all of the above activities of the Trust by the general public and specific interest groups of all ages, abilities and backgrounds;***
- (f) acquiring lands whether freehold or leasehold, with or without buildings and fixtures, and of a character, size and location to be decided by the Trustees.***

4 (2) In furtherance of the above objects but not further or otherwise the Trust shall have the power to do all such lawful things as shall further the attainment of the above objects or any of them.

5. The income and property of the Trust from whatever source derived shall be applied solely towards the promotion of its objects set forth in this Memorandum and Articles 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 the members of the Trust (and no Trustee shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money’s worth from the Trust) PROVIDED THAT nothing herein shall prevent any payment in good faith by the Trust:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust

(not being a Trustee) for any services rendered to the Trust;

(b) of interest on money lent by any member of the Trust (or any Trustee) at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let to the Trust by any member of the Trust or by a Trustee;

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the capital;

(e) to any Trustee of reasonable and proper out-of-pocket expenses.

6. The liability of the members is limited.

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

8. If upon the winding-up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Trust but shall be given or transferred to some other institution(s) having objects similar to the objects of the Trust.

Membership

9. The subscribers to the Memorandum of Association of the Trust and such other persons as are admitted to membership in accordance with these Articles shall be members of the Trust.

10. All members shall sign a written consent which includes an endorsement of the objects of the Trust to become a member or sign the Register of Members which includes an endorsement of the objects of the Trust on becoming a member. In the case of an unincorporated association or body which wishes to become a member the name of the association shall be entered in the Register of Members together with the name of its representative appointed in accordance with Article 40. In the event that the member revokes such authorisation it shall advise the Secretary, in writing by Notice sent to the Office and the Secretary shall insert the name of the new representative in the Register of Members, in place of the person whom they replace.

11. The Board shall admit to membership such persons as it shall think fit. The Board need not give reasons for declining to accept any person as a member.

12. Membership shall not be transferable. A member shall cease to be a member:-

(a) if by notice in writing to the Secretary they resign their membership;

(b) if, at a meeting of the Board at which not less than half of the Trustees are present, a resolution shall be passed resolving that the member be expelled. A resolution as aforesaid shall not be passed unless the member has been given not less than fourteen clear days' notice in writing of the meeting at which the matter is to be considered, specifying the conduct or circumstances alleged to justify expulsion, and has been afforded a reasonable

opportunity of being heard by or of making written representation to the Board.

(c) when any such resolution as is referred to in subclause (b) of this clause is passed, then the member shall forthwith cease to be a member but without prejudice to liability of the member to pay to the Trust any sum owed to the Trust.

Annual General Meetings

13. The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Trust and at such place as the Trustees may determine.

14. Subject to Article 13 the Trust shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next.

Extraordinary General Meetings

15. The Trustees may whenever they think fit and shall on requisition in accordance with the Statutes convene an Extraordinary General Meeting.

Notice of General Meetings

16. An Annual General Meeting and any Extraordinary General Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least and any other general meeting by fourteen days' notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day on which it is given PROVIDED that a meeting of the Trust shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

(a) if a meeting is called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority of the members having a right to attend and vote at that meeting being a majority together representing not less than at least 75% of the total voting rights at that meeting of all the members.

Contents of Notice

17. Every notice calling a general meeting shall specify the place, day and the hour of the meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Trust in general meeting to all Members and to the Trustees and Auditors. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

Routine Business

18. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

(a) reading, considering and adopting the balance sheet and income and expenditure account

and reports of the Board and other related documents and the election of Trustees and the election of an auditor if one is required.

Proceedings at General Meetings

Quorum

19. No business shall be transacted at any general meeting or adjourned meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of three members or ten percent of the total membership whichever is the greater. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Board may determine.

Chairing

20. The Chairperson, if any, of the Board shall preside at every general meeting of the Trust or if there is no chairperson or if they shall not be present within fifteen minutes after the time appointed for holding the meeting or they are unwilling to act, the Board members present shall elect one of their number to be the chairperson of the meeting.

Adjournment

21. The chairperson may, with the consent of a 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 an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

Voting

22. At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) duly demanded.

(a) by the chairperson; or

(b) by at least two members present in person or by proxy; or

(c) by any member or members present in person or by proxy representing not less than 1/10th of the total voting rights of all the members having the right to vote at the meeting;

23. Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may be withdrawn.

25. Except as provided in Article 27 if a poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

27. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

28. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Trust duly convened and held and may consist of several instruments in like form each signed by one or more members (or being corporations or unincorporated associations their authorised representatives).

Votes of Members

29. The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

30. No member shall have more than one vote except for the chairman in accordance with Article 26 and except that a member may be appointed a proxy by another member.

31. No person shall vote on any matter in which they are personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

32. No member shall be entitled to vote at any general meeting unless all monies presently payable by them to the Trust have been paid.

33. On a poll votes may be given either personally or by proxy.

34. The instrument appointing a proxy shall be in writing and under the hand of the appointor or their attorney duly authorised in writing, or, if the appointor is a corporation either under seal or under the hand of any officer or attorney duly authorised. A proxy need not be a member of the Trust.

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for the taking of the poll, or, in the case of a poll not taken forthwith but taken not more than 48 hours after it is demanded, shall be delivered to the chairman at the meeting at which the poll was demanded, and in default the instrument of proxy shall not be treated as valid.

36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“Knighton Tree Allotments Trust.

I/We, _____, of _____, being a member/members of the above named Trust, hereby appoint _____, of _____, or failing him, _____, of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Trust to be held on _____, and at any adjournment thereof.

Signed on _____.”

37. Where it is desired to afford members an opportunity voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“Knighton Tree Allotments Trust.

I/We, _____, of _____, being a member/members of the above named Trust, hereby appoint _____, of _____, or failing him, _____, of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the (Annual or Extraordinary or Extraordinary, as the case may be) General Meeting of the Trust to be held on _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 for*/against*

Resolution No 2 for*/against*

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on _____.”

38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Trust at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

40. Any corporation or unincorporated association or body which is a member may by authorisation of its directors or other governing body authorise such person as they think fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same powers as the corporation or unincorporated association or body could have exercised if it had been an individual member.

The Board

41. There shall be a Board of not less than three and unless otherwise determined by the Trust in general meeting not more than seven Trustees.

Appointment of Trustees

42. The Board before the very first Annual General Meeting shall comprise all the subscribers to this Memorandum and Articles of Association. Thereafter the Board shall comprise such Trustees as may be elected at the Annual General Meeting.

43. The Trust may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee until the next Annual General Meeting provided the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with these Articles as the maximum number of Trustees.

Disqualification and removal of Trustees

44. The office of a Trustee shall be vacated if the Trustee:-

(a) ceases to be a Trustee by virtue of any provision of the Statutes or becomes prohibited by law from being a Trustee;

or

(b) is, or may be, suffering from mental disorder and either:-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(c) resigns his office by notice to the Trust.

Expenses

45. The Trustees may be paid all reasonable out of pocket travelling, and other expenses properly incurred by them in attending and returning from meetings of Board or any committee or general meeting of the Trust or in connection with the business of the Trust.

Vacancies

46. The Board may act for all purposes notwithstanding any vacancy in its membership save that a sole continuing Trustee may act only for the purpose of filling vacancies or of calling a general meeting. All proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Board has been improperly appointed or is not otherwise properly qualified.

Meetings of the Board

47. The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by email or post to each Trustee at least seven days (excluding Saturdays Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. The Trustees shall meet at least twice each year.

48. Two Trustees may at any time and the Secretary shall upon the request in writing of two Trustees summon a meeting of the Board.

Quorum

49. The quorum necessary for the transaction of the business of the Board shall be three.

Voting

50. All questions shall be decided by the votes of the majority of the Trustees present and voting thereon at a meeting of the Board.

51. A resolution in writing signed by all the Trustees for the time being entitled to receive notice of a Board Meeting shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

Chairperson

52. (a) The Trustees may appoint any one of their number to be Chairperson of the Board and may at any time remove them from office.

(b) Unless they are unwilling to do so, the Chairperson so appointed shall preside at every meeting of the Board at which they are present.

(c) If the Chairperson is absent from any meeting of the Board those Trustees present shall elect one from their number to serve in that capacity for that meeting.

(d) In the case of an equality of votes the Chairperson shall have a second casting vote.

Committees

53. (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee.

(b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).

(c) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.

(d) The deliberations of any such committee shall be reported regularly to the Board and any

resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.

(e) All delegations under this Article shall be revocable at any time.

(f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

(g) For the avoidance of doubt, the Board may delegate the implementation of decisions and policies of the Board concerning the financial affairs of the Trust to any committee or committees.

Proceedings of Committees

54. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

55. All acts done by any meeting of the Board or a committee thereof or by any person acting as a Trustee or member of the committee shall as regards all persons dealing in good faith with the Trust notwithstanding that there was some defect in the appointment or continuance in office of any Trustee or member of the committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or member of the committee and had been entitled to vote.

Minutes

56. The Board shall cause Minutes to be made in books provided for the purpose of:-

(a) all appointments of officers made by the Board;

(b) the names of the Trustees present at each meeting of the Board and of the names of any committee members present at each committee meeting; and

(c) all resolutions and proceedings at all meetings of the Trust and of the Board and of committees of the Board.

Powers of the Board

Borrowing Powers

57. The Board may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any other body where this will directly promote the purposes of the Trust.

General Powers

58. The affairs of the Trust shall be managed by the Board who may pay all expenses incurred in forming and registering the Trust and may exercise all such powers of the Trust as are not by the Statutes or by these Articles required to be exercised by the Trust in general meeting and without

prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Trust and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Trust in general meeting but no such regulation so made by the Trust shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

59. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Trust shall be signed drawn accepted endorsed or otherwise executed, as the case may be in such manner as the Board shall from time to time by resolution determine.

Regulations

60. The Board shall have power from time to time to make repeal or alter regulations as to the management of the Trust and the affairs thereof as to the duties of any officers or servants of the Trust and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same powers shall not be inconsistent with the Memorandum and Articles of Association of the Trust.

Officers

61. The Board may appoint or engage on such terms (subject to the Memorandum of Association) and to discharge such duties as they may think fit, a Treasurer and Secretary and any such other officers and servants as they may think fit and may dismiss any Treasurer, Secretary, officer or servant so appointed or engaged.

Accounts

62. Accounting records sufficient to show and explain the Trust's financial transactions and otherwise complying with the Statutes shall be kept at the office or such other place within Great Britain as the Trustees think fit.

63. The Trust may at a general meeting impose reasonable restrictions as to the time and manner in which the books and accounts of the Trust may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable times during usual business hours.

64. The Board shall lay before the Annual General Meeting of the Trust each year an income and expenditure account of the Trust and a balance sheet for the previous accounting year. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Trust. A copy of every balance sheet together with copies of the said reports shall, not less than twenty one days clear before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Trust.

Notices

65. A notice may be served upon any member of the Trust either personally or by sending it by email or through the post in a prepaid letter, addressed to such member at their registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty four hours after the posting to prove that the letter containing the notice was properly

addressed stamped and posted.

66. If a member has not a registered address for service, any notice shall be sufficiently served on them by posting up in the Office such notice addressed generally to the members. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to shall not be entitled to have a notice served on them.

67. The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings at that meeting.

Indemnity

68. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust, and incurred by them in the execution and discharge of their duties or in relation thereto.

Single Member

69. If, and for so long as, the Trust has only one member, the following provisions shall apply:

- (a) one person entitled to vote upon the business to be transacted, being the sole member of the Trust or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and Article 19 shall be amended accordingly;
- (b) a proxy for the sole member of the Trust may vote on a show of hands; and
- (c) all other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to the Trust which has only one member.