

No. of Company 5306975

The Companies Acts 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association

of

The Royal Forestry Society

Incorporated 7th December 2004

Messrs Grays
Solicitors
Duncombe Place
York
YO1 7DY

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

MEMORANDUM OF ASSOCIATION
of
THE ROYAL FORESTRY SOCIETY

1. Name

The name of the company is The Royal Forestry Society ('the Society').

2. Registered office

The registered office of the Society is in England.

3. Objects

The Society's objects are:

- 3.1 the advancement and dissemination of the knowledge and practice of forestry, arboriculture and allied sciences
- 3.2 the advancement of education in forestry, arboriculture and allied sciences;
and
- 3.3 the promotion of research in forestry, arboriculture and allied sciences and the publication of the results thereof

4. Powers

The Society has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to promote or carry out research
- 4.2 to provide advice and to form a library and collection of slides, photographs, films (however reproduced or readable) and other chattels dealing with silvicultural, arboricultural and related subjects
- 4.3 to hold excursions and meetings for discussion and the interchange of information and for the reading of papers bearing upon the Objects
- 4.4 to publish or distribute information conducive to the attainments of the Objects including (at quarterly or such other intervals as may be desirable) a journal of forestry

- 4.5 to hold examinations in the science and practice of forestry and arboriculture and grant certificates and diplomas to such candidates as show a sufficient degree of merit
- 4.6 to institute competitions in the writing of papers or essays on forestry and arboriculture and allied sciences and award prizes in connection with such competitions
- 4.7 to encourage the cultivation of such trees and shrubs of recent introduction or of newer varieties as may be found suitable to the climate of the United Kingdom with a view to facilitating the study of their habits, uses, value and cultural requirements
- 4.8 to co-operate with the government and other bodies having objects similar to those of the Society and appoint representatives on any such body or bodies
- 4.9 to support, administer, set up or amalgamate with other charities
- 4.10 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.11 to accept any gift of or otherwise acquire or hire property of any kind whether moveable or immovable and whether or not subject to any special trust for all or any of the Objects
- 4.12 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.13 to make grants or loans of money and to give guarantees
- 4.14 to set aside funds for special purposes or as reserves against future expenditure
- 4.15 to deposit or invest funds in any manner (but to invest only after obtaining advice from an appropriate expert and having regard to the suitability of investments and the need for diversification)
- 4.16 to delegate the management of investments to a financial expert, but only on terms that:
 - 4.16.1 the investment policy is set down in writing for the financial expert by the Board of Trustees
 - 4.16.2 every transaction is reported promptly to a member of the Board of Trustees
 - 4.16.3 the performance of the investments is reviewed regularly with the Board of Trustees
 - 4.16.4 the Board of Trustees is entitled to cancel the delegation arrangement at any time
 - 4.16.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.16.6 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 Board of Trustees on receipt

4.16.7 the financial expert must not do anything outside the powers of the Board of Trustees

4.17 to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board of Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

4.18 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required

4.19 to provide indemnity insurance to cover the liability of the members of the Board of Trustees:

4.19.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society;

4.19.2 to make contributions to the assets of the Society in accordance with the provisions of S214 of the Insolvency Act 1986.

Any such insurance in the case of 4.19.1 shall not extend to:

4.19.3 any liability resulting from conduct which the members of the Board of Trustees knew, or must be assumed to have known, was not in the best interests of the Society, or where the members of the Board of Trustees did not care whether such conduct was in the best interests of the Society or not;

4.19.4 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the Board of Trustees;

4.19.5 any liability to pay a fine.

Any insurance in the case of 4.19.2 shall not extend to any liability to make such a contribution where the basis of the member's liability is their knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

4.20 subject to clause 5, to employ paid or unpaid agents, staff or advisers

4.21 to enter into contracts to provide services to or on behalf of other bodies

4.22 to establish subsidiary companies to assist or act as agents for the Society

4.23 to pay the costs of forming the Society

4.24 to do anything else within the law which promotes or helps to promote the Objects

5. Benefits to Members

5.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the Members of the Society but

- 5.1.1 Members who are not members of the Board of Trustees may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied
- 5.1.2 Members (including members of the Board of Trustees) may be paid interest at a reasonable rate on money lent to the Society
- 5.1.3 Members (including members of the Board of Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Society
- 5.1.4 individual Members who are not members of the Board of Trustees may be paid reasonable and proper *bona fide* remuneration for services actually rendered to the Society provided that any such payments are considered by the Board of Trustees to be beneficial to the Society in the furtherance of its purposes
- 5.2 Members of the Board of Trustees must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except
 - 5.2.1 as mentioned in clauses 4.20, 5.1.2, 5.1.3 or 5.3
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a member of the Board of Trustees has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases, but only with the prior written approval of the Commission, where a member of the Board of Trustees provides professional services to the Society, other payments or benefits
- 5.3 Any member of the Board of Trustees (or any firm or company of which he or she is a member or employee) may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Society
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the members of the Board of Trustees are subject to such a contract in any financial year
- 5.4 Whenever a member of the Board of Trustees has a personal interest in a matter to be discussed at a meeting of the Board of Trustees or a committee he or she must:
 - 5.4.1 declare an interest at or before discussion begins on the matter

- 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
- 5.4.3 not be counted in the quorum for that part of the meeting
- 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. Limited Liability

The liability of members is limited

7. Guarantee

Every Member promises, if the Society is dissolved while they remain a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor was a Member

8. Dissolution

- 8.1 If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways
 - 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

9. Interpretation

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

F A Lawton pp
John Henry Fryer-Spedding CBE DL
West Mirehouse
Keswick
Cumbria CA12 4QE

F A Lawton pp
John Irving Besent OBE
Orchard Croft
50 The Street
Bridgham
Norwich NR16 2RS

F A Lawton pp
Sir John James Ingham Whitaker Bt
Babworth Hall
Retford
Notts DN22 8EP

Date 25 / 11/ 2004

Witness to the above signatures

B C Collins

Signature of witness

Name, address and occupation of witness

MRS B COLLINS

Please print name

DUNCOMBE PLACE

Address

YORK YO1 7DY

Secretary

Occupation

ARTICLES OF ASSOCIATION

of

THE ROYAL FORESTRY SOCIETY

1. Membership

- 1.1 The number of Members with which the company proposes to be registered is unlimited.
- 1.2 The Society must maintain a register of Members.
- 1.3 Membership of the Society is open to any individual or organisation interested in promoting the Objects who applies to the Society in the form required by the Board of Trustees consenting in writing to become a Member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 By signing the form of application for membership the applicant agrees that he or she (or the organisation which they represent) will be bound (if the application is accepted) by the rules of the Society as contained in these Articles, by any future alterations that may be properly adopted and by any standing orders, bye-laws or regulations properly made thereunder
- 1.5 The Board of Trustees may
 - 1.5.1 establish different classes of membership (including “Overseas Membership” for persons or organisations domiciled or based outside England and Wales, Northern Ireland, the Isle of Man and the Channel Islands)
 - 1.5.2 prescribe their respective privileges and duties
 - 1.5.3 set the amounts of any subscriptions and
 - 1.5.4 refuse to accept an application for membership if it considers that it would not be in the interests of the Society to admit an applicant to membership
- 1.6 Membership is terminated if the Member concerned
 - 1.6.1 gives written notice of resignation to the Society and upon receipt of such notice by the Society the Member shall thereupon shall cease to be a Member but shall nevertheless remain liable for any subscription due and unpaid at the date of receipt of such notice. The Society shall not be bound to return any part of an annual subscription already paid.
 - 1.6.2 dies or (in the case of an organisation) ceases to exist or (in the case of a corporation) upon its winding-up or dissolution provided that if such winding up or dissolution shall merely be for the purposes of reconstruction or the like, the Board of Trustees may at its

discretion permit the rights of membership to vest in or be enjoyed by the successor of such corporation

1.6.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the Member may be reinstated on payment of the amount due) or

1.6.4 is removed from membership by resolution of the Board of Trustees on the ground that in their reasonable opinion the Member's continued membership is harmful to the Society (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice of the resolution)

1.7 Membership of the Society is not transferable

2. Subscriptions

2.1 Every Member, except a Life Member or an Honorary Member, shall, subject to Article 2.3 pay an annual subscriptions of such amount as may be determined by the Board of Trustees from time to time in accordance with Article 1.5.3

2.2 All annual subscriptions shall be payable in advance to the Society on 1 January in each year or such other date as may be prescribed from time to time by the Board of Trustees

2.3 In the case of a newly elected Member, where membership shall have begun on or after 1 July, one half of the annual subscription shall be payable for the period up to 31 December next following

3. General Meetings

3.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying any resolutions to be proposed.

3.2 There is a quorum at a general meeting if the number of Members or (in the case of Member Organisations) authorised representatives personally present is at least fifteen.

3.3 The President, or in his absence, a Vice-President shall preside at general meetings of the Society. If there are two Vice-Presidents those Members present shall decide who is to take the chair. If the President and the Vice-President(s) are absent, or if at any meeting neither or none is present within fifteen minutes of the time appointed for holding the meeting, the Members present shall elect one of their number to be chairman of the meeting.

3.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.

3.5 Except for the chairman of the meeting, who has a second or casting vote, every Member present in person or and every authorised representative of a member organisation has one vote on each issue.

- 3.6 In every year the Society must hold an AGM which all Members are entitled to attend. The first AGM must be held within 18 months after the Society's incorporation.
- 3.7 At an AGM the Members:
- 3.7.1 receive the accounts of the Society for the previous financial year
 - 3.7.2 receive the Board of Trustees' report on the Society's activities for the same period
 - 3.7.3 elect members of the Board of Trustees who are subject to election in accordance with Article 4.2
 - 3.7.4 appoint auditors for the Society
 - 3.7.5 may confer on any individual (with his or her consent) the title of Patron or honorary life membership of the Society and
 - 3.7.6 discuss and determine any issues of policy or deal with any other business put before them
- 3.8 Any general meeting which is not an AGM is an EGM.
- 3.9 An EGM may be called at any time by the Board of Trustees and must be called within 28 days on a written request made to the Director by not less than six members of the Council or at least 30 Members.

4. Structure of the Society - The Board of Trustees

- 4.1 The Board of Trustees shall be the charity trustees and shall have control of the Society and its property and funds.
- 4.2 The Board of Trustees when complete shall consist of the following:

Members elected at the AGM

- The President and one or more
- Vice-Presidents
- The Treasurer
- The Chairman (who may be also the President or a Vice -President)

Elected members shall only be eligible for election at an AGM if previously nominated by the Council in accordance with Article 9.1. Elected members (other than the Treasurer) shall hold office from 1 October next following for one year. The Treasurer shall hold office until the close of the AGM next following his or her election. The maximum total term of office of the Chairman shall be seven years.

Appointed Members

Not less than two nor more than six members of whom not less than two shall be Divisional Representative members of the Council.

Ex Officio Member

- The Immediate Past President

- 4.3 Appointed members of the Board of Trustees shall be appointed by the Council for a term not exceeding three years from 1 October in the year of appointment.
- 4.4 The subscribers to the Memorandum shall be the first members of the Board of Trustees of the Society.
- 4.5 Every member of the Board of Trustees, whether elected, appointed or co-opted, must sign a declaration of willingness to act as a trustee of the Society before he or she is eligible to vote at any meeting of the Board of Trustees
- 4.6 A member of the Board of Trustees' term of office automatically ceases if he or she:
 - 4.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 4.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 4.6.3 is absent from three consecutive meetings of the Board of Trustees without its consent
 - 4.6.4 ceases to be a Member of the Society (but such a person may be reinstated by resolution passed by all other members of the Board of Trustees on resuming membership of the Society before the next AGM).
 - 4.6.5 resigns by written notice to the Board of Trustees (but only if at least two members of the Board of Trustees will remain in office)
 - 4.6.6 is removed by resolution passed by at least seventy-five per cent of the members present and voting at a general meeting after the meeting has invited the views of the member of the Board of Trustees concerned and considered the matter in the light of any such views
- 4.7 The Board of Trustees may at any time co-opt any Member to fill a vacancy in their number or as an additional member, but a co-opted member holds office only until the next Council Meeting.
- 4.8 A technical defect in the appointment of a member of the Board of Trustees of which the other members of the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Proceedings of the Board of Trustees

- 5.1 The Board of Trustees must hold at least three meetings each year.
- 5.2 A quorum at a meeting of the Board of Trustees is four.
- 5.3 A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants.
- 5.4 The Chairman, or in his or her absence, a Vice-President shall preside at each meeting of the Board of Trustees. If there are two Vice-Presidents the members of the Board of Trustees shall decide who is to take the chair.

If the Chairman and the Vice-President(s) are absent, or if at any meeting neither or none is present within fifteen minutes of the time appointed for holding the meeting, the members of the Board of Trustees present shall choose one of their number to be chairman of the meeting.

- 5.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the members of the Board of Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 5.6 Except for the chairman of the meeting, who has a second or casting vote, every member of the Board of Trustees has one vote on each issue.
- 5.7 A procedural defect of which the Board of Trustees is unaware at the time does not invalidate decisions taken at a meeting.
- 5.8 Notices of all Board of Trustees meetings shall be given to all its members not less than one month before the date of that meeting and of the agenda and all available agenda papers not less than one week before such date.

6. Powers of the Board of Trustees

The Board of Trustees have the following powers in the administration of the Society:

- 6.1 to appoint (and remove) a suitably qualified person to be the Director of the Society who shall also (in the absence of any other appointment) act as Secretary to the Society in accordance with the Act
- 6.2 to fix the remuneration and other terms of appointment of the Director and all other paid employees of the Society
- 6.3 to delegate any of their functions to committees consisting of two or more Members appointed by them (but at least a majority of the members of every committee must be members of the Board of Trustees and all proceedings of committees must be reported promptly to the Board of Trustees)
- 6.4 to make Standing Orders (consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 6.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 6.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Society and the use of its seal
- 6.7 to establish procedures to assist the resolution of disputes within the Society
- 6.8 to exercise any powers of the Society which are not reserved to a general meeting
- 6.9 to consult the Council on any matter relating to the affairs of the Society where it considers such consultation necessary or desirable or on any matter or class of matters on which the Council has specifically asked to be consulted and (although not being bound by any resolution of the Council) to use its best endeavours to implement such resolution unless it considers that to do so would be unlawful or inconsistent with the furtherance of the Objects.

7. Records & Accounts

- 7.1 The Board of Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 7.1.1 annual reports
 - 7.1.2 annual returns
 - 7.1.3 annual statements of account.
- 7.2 The Board of Trustees must keep proper records of
- 7.2.1 all proceedings at general meetings
 - 7.2.2 all proceedings at meetings of the Board of Trustees
 - 7.2.3 all reports of committees and
 - 7.2.4 all professional advice obtained.
- 7.3 Accounting records relating to the Society must be made available for inspection by any Member of the Board of Trustees or of the Council at any reasonable time during normal office hours and may be made available for inspection by Members who are not members of the Board of Trustees or of the Council if the Board of Trustees so decide.
- 7.4 A copy of the Society's latest available statement of account must be supplied on request to any member of the Board of Trustees or Member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

8. Administration of the Society - The Council

- 8.1 The Council shall act as the consultative and representational body of the Society and shall consist of

Ex Officio Members

- The members of the Board of Trustees
- The Past Presidents of the Society

Elected Members

- One representative from each Division of the Society designated in accordance with Article 10. If a duly elected Divisional representative is unable to attend a meeting of the Council the Division may arrange to approve another Member of that Division as substitute.

Co-opted Members

- Not more than six Members of the Society who may be co-opted for a period of not more than one year and who shall be eligible for co-option for a further year and thereafter from year to year, subject to an annual review of the purpose for which each Member was co-opted

- 8.2 Co-opted members shall hold office from 1 October in each year.

- 8.3 The President, or in his absence, a Vice-President shall preside at meetings of the Council. If there are two Vice-Presidents, members of the Council shall decide who is to preside.

9. Powers of the Council

- 9.1 The Council shall nominate for election the President, Vice-Presidents, Chairman and Treasurer in accordance with Article 4.2. No Member(s) may be elected as such at an AGM unless so nominated by the Council. It shall also appoint to the Board of Trustees the appointed members mentioned in Article 4.2.
- 9.2 The Council may regulate its own procedures and meetings and draw up standing orders in relation thereto provided that any such regulations or standing orders are not in any way contrary to these Articles or to the Act or would in any way prejudice the charitable status of the Society or the overall powers and responsibilities of the Board of Trustees.

10. Administration of the Society - Divisions

The Board of Trustees after consulting the Council may determine the divisional organisation of the Society and make standing orders or regulations (consistent with the Memorandum, these Articles and the Act) for the constitution and organisation of Divisions and their representation on the Board of Trustees and on the Council

11. Notices

- 11.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in the Society's journal or other suitable journal or newspaper or in any newsletter distributed by the Society.
- 11.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 11.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received at the earliest of the following times:
- 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 11.3.2 two clear days after being sent by first class post to that address
 - 11.3.3 three clear days after being sent by second class or overseas post to that address
 - 11.3.4 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 11.3.5 as soon as the member acknowledges actual receipt
- 11.4 A technical defect in the giving of notice of which the Board of Trustees is unaware at the time does not invalidate decisions taken at a meeting.

12. Dissolution

The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here.

13. Interpretation

In the Memorandum in and in these Articles:

13.1 'The Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Society

'these Articles' means these articles of association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society and whose name is given to the Director

'Charity Trustee' or cognate expression has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'the Council' means the consultative and representational body of the Society constituted in accordance with Article 8

'the Director' means the Director or chief executive of the Society appointed by the Board of Trustees in accordance with Article 6.1 who may also act (if so appointed) as the Society's secretary for the purposes of the Act

'Divisions' means divisions of the Society established by the Board of Trustees under Article 10

'EGM' means an extraordinary general meeting of the Society

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means a benefit which may not be financial but has a monetary value

'Member' and 'membership' refer to membership of the Society unless otherwise indicated'

'Memorandum' means the Society's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Society as defined in clause 3 of the Memorandum

'the Society' means the company governed by these Articles

'member of the Board of Trustees' means a director of the Society for the purposes of the Act and 'Board of Trustees' means all of the directors.

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

