

Friends of Harmer's Wood Trust Constitution

PART 1 – Introduction Harmers Wood Trust

Preamble

The Friends of Harmers Wood Trust is a Charitable Company Limited by Guarantee run by a Board of Directors and Trustees. The Trust manages Harmers Wood Trust, Helsby, Cheshire within the boundaries shown on its title deeds. The Trust shall be completely independent of any other organisation.

The Friends of Harmers Wood Trust has been created as both a Charity (registration number 1114499) and a Company (registration number 5603966).

Organisation

The Friends of Harmer's Wood Trust comprises a Board of Directors of the limited company, Trustees of the charitable trust and a membership of applicable individuals and groups. One person may be appointed both to the Board and elected as an Officer to the Trust.

Organisation of Friends of Harmer's Wood Trust

Company Board

- Appointed Board members including Company Secretary and Directors

Trustees

- Elected officers run the Trust day-to-day, including the Chairperson, Vice-Chairperson, Treasurer, Secretary and Auditors

Members

- Members of the public and representatives of local community groups, and the Parish Council

Disputes

In the event of any dispute between the Directors, Trustees and or Members, the Directors on a majority vote shall have the final decision.

PART 2 - MEMORANDUM OF ASSOCIATION

Of The Friends of Harmers Wood Trust

The Companies Act 1985 & 1989

Company Limited by Guarantee and not having a Share Capital

1. The name of the Company is "The Friends of Harmers Wood Trust".
2. The registered office of the Company will be situated in England and Wales at: Apartment 405 Mill Street, Llangollen, Wales, LL20 8RQ
3. The objects for which the Company is established are:
 - To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment of Harmers Wood.
 - To advance the education of the public the conservation, protection and improvement of the physical and natural environment of Harmers Wood.
4. In furtherance of the said objects, but not further or otherwise, the Company shall have powers:
 - (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or electronic media.
 - (b) to hold exhibitions, meetings, lectures, classes, seminars, conferences and courses either alone or with others.
 - (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research.
 - (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise.
 - (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
 - (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the

funds of the Company in the shape of donations, subscriptions or otherwise.

(g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.

(h) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.

(i) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(j) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company.

(k) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.

(l) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.

(m) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.

(n) subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants.

(o) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.

(p) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

(q) to do all such other lawful things as shall further the above objects or any of them.

PROVIDED THAT

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the company not being a member of its Board of Directors for any services rendered to the Company.
- (b) of interest on money lent by any member of the Board of Directors at a rate per annum not exceeding the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors.
- (c) of reasonable and proper rent for premises demised or let by any member of the Board of Directors and (d) to any member of its Board of Directors of out-of-pocket expenses.

6. The liability of the members is limited.
 7. Every member Board of Directors of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases 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, such amount as may be required not exceeding ten pounds.
 8. If upon the winding up or dissolution of the Company there remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Board of Directors, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as it imposed on the company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.
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PART 3 - ARTICLES OF ASSOCIATION

Of The Friends of Harmers Wood Trust

The Companies Act 1985 Company Limited by Guarantee and not having a Share Capital

In these Articles:

- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- "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 for it is given or on which it is to take effect.
- "the Seal" means the common seal of the Company.

- "Secretary" means any person appointed to perform the duties of the Secretary of the Company.
- "the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act.

1. Objects

The objects for which the Friends of Harmers Wood Trust is established are:

- i) To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment of Harmers Wood.
- ii) To advance the education of the public the conservation, protection and improvement of the physical and natural environment of Harmers Wood.

2. Membership

1. The Company is established for the purposes expressed in the Memorandum of Association.
2. The Number of Members with which the Company proposes to be registered is unlimited.
3. The rights and privileges of a Member shall not be transferable.
4. Membership of Harmers Wood Trust is open to all residents living in the Parish of Helsby, Frodsham and Alvanley. The Secretary shall send a letter or card confirming membership, which may be required to be shown at the AGM before votes take place.
5. The FHWT Board of Directors have the right to refuse membership if such an individual does not agree to the Rights and Responsibilities of Membership.
6. A Member may give notice in writing to the Company resigning from membership.
7. The FHWT Board of Directors have the right to terminate a membership at any time following a majority vote.
8. **Rights and Responsibilities of Membership:**
 - a. Members have the right to be invited to all Board of Director Meetings.
 - b. Members have the right of access to Harmers Wood Trust at any time.

- c. Members have the right to vote on motions proposed by the Board of Directors or by motions proposed by 10% or more of the membership.
- d. Members are responsible to constructively support the aims of the Trust. Failure to do so may result in their membership being terminated on a majority vote.

3. Registers

The Directors shall cause the following registers to be kept at the Registered Office of the Company:

- (a) a Register of Members.
- (b) a register of the interests of the Directors.
- (c) The Directors shall cause such Registers to be completed and made available for inspection in accordance with the provisions of the Act.

4. Board of Directors

The Friends of Harmer's Wood Trust Board of Directors shall run the limited company and:

1. shall be known as 'The Board' and shall include a Company Secretary and appointed Directors. The Company Secretary shall chair all meetings and is legally responsible for the running of the company. Each Director shall have one vote for each resolution.
2. cannot sell or lease any part of Harmers Wood Trust.
3. have no right to borrow money.
4. has the right to co-opt a maximum of four additional members after a majority vote who have full voting rights.
5. after a majority vote, have the right to remove any individual Board member if they:
 - a. fail to attend three meetings in any twelve month period.
 - b. or are deemed not support the aims of the Trust.
6. may create committees for the specific intention of managing day-to-day projects including a Constitutional Committee to review and if required, amend the constitution. Each committee shall report its activities to Board meetings.
7. may employ staff.
8. may appoint a non-voting qualified legal adviser.
9. may agree fund raising activities.
10. shall endeavour to liaise with other environmental groups.
11. The office of Director shall be vacated if the Director:
 - (i) becomes subject to a receiving order or makes an arrangement or composition with creditors generally

- (ii) becomes prohibited by law from being a Director or ceases to be a Director by reason of any provision of the Act or
- (iii) becomes of unsound mind or
- (iv) resigns from office by notice in writing to the Company or
- (v) is removed from office by a resolution duly passed pursuant to Section 303 of the Act or
- (vi) ceases to be a Member of the Company or
- (vii) is directly or indirectly interested in any contract the Company and fails to declare the nature of such interest in the manner required by Section 317 of the Act.

5. Trustees

The following Officers shall be elected at the annual AGM to run the Trust day-to-day:

1. The Trustee Chairperson:

- i. shall chair all meetings.
- ii. may act as the only public spokesperson for the Trust when dealing with the media.
- iii. shall formally represent the Trust in dealing with other third parties such as private companies, voluntary groups, government agencies and the local government.
- iv. shall report to the next Board meeting all communications with third parties and the media.
- v. may authorise archaeological digs and historical research.
- vi. shall manage any complaints in connection with the Trust.

2. The Trustee Vice Chairperson:

- i. shall in the absence of the Chairperson, chair meetings.
- ii. with delegated authority from the Chairperson, represent the Trust at meetings.

3. The Trustee Secretary:

- i. shall take minutes at each meeting and make them available to each Board member and Trustees at least three days before the following Trustee meeting.
- ii. may by agreement with the Chairperson, issue a summary of each meeting to the local media.
- iii. shall issue to each Member in writing an agenda seven days before the following meeting.
- iv. shall after consultation with the Chairperson and following the AGM produce an Annual Report available to all Members and the public and a copy may be placed in Helsby Library within seven days of the AGM taking place.
- v. shall ensure that all correspondence received is made available for inspection by any Member at the following meeting. All communications and correspondence received from third parties shall be copied to the Chairperson within

seven days. Communications shall include (but not be limited to) letters, reports, faxes, emails, and text messages.

4. The Trustee Treasurer:

- i. shall maintain a set of accounts of all income and expenditure and produce a set of Annual Accounts to be included in the Annual Report and used to comply with the requirements of the Charity Commission and the Her Majesty's Revenue and Customs. The accounts shall remain in credit at all times.
- ii. shall manage all fundraising activities.
- iii. shall report to the Company Secretary and Chairperson any concerns, irregularities and queries regarding the accounts.
- iv. shall maintain a set of written Financial Procedures that clearly set out the Trust's management of financial matters.

5. The Trustee Auditor shall audit the Annual Accounts and co-sign the accounts if satisfied with the accuracy of the accounts.

6. Other Members may assist in fulfilling the Aims of the Trust.

7. A Trustee shall be suspended from the Trust following a majority vote by the Board of Directors.

8. A Trustee shall cease to hold office if he or she:

- 1. is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- 2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs
- 3. resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect)
- 4. is absent without the permission of the Trustees from three meetings held within a period of twelve months.

6. Board & Trustee Meetings

Rules applicable to both Board and Trustee meetings:

1. All Meetings require seven days written notice to Members and may be advertised in the local media.
2. All meetings shall take place within or close to the Parish of Helsby.
3. Agendas shall be distributed to members at least seven days before each meeting.

4. Minutes shall be taken at each formal meeting and considered and adopted at the following meeting. Copies of minutes shall be distributed to all members.

Board meetings only:

1. The Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year. The Directors may, whenever they think fit, convene Extraordinary General Meetings.
2. The quorum shall be two.
3. The Company Secretary shall chair all Board meetings. If the Company Secretary is not present the Board is unable to meet.
4. Board meetings are only open to the Company Secretary and Directors, unless the Board issue an invitation to attend their meetings.

Trustee meetings only:

1. The Annual General Meeting of the Trust shall take place every twelve months and shall elect the Officers to Trust. The AGM may agree future dates of meetings for the following year. Each officer may individually or collectively give a report to the AGM either in writing or verbally.
2. The quorum shall be three.
3. If neither the Trustee Chairperson nor Trustee Vice-Chairperson is present, meetings may not take place. If both the Chairperson and Vice-Chairperson are absent for two or more arranged meetings, an Acting Chair may be elected to temporarily take over but shall relinquish the chair upon the return of the Chairperson or Vice Chairperson.
4. All trustee meetings are open to members to attend.
5. The trustees shall meet at least once every two months.
6. Other Trust meetings may be convened by the Chairperson as required.

7. Motions to Trustee meetings

1. A motion may be submitted to the Secretary fourteen days before a publicised Trustee meeting.
2. The Secretary shall distribute copies of all motions to Trustees with meeting agendas.
3. Motions may only relate to Harmers Wood Trust.
4. The Chairperson shall decide if a motion may be voted on. All votes on motions shall be binding on the Trustees.
5. Each Member present shall have one vote.

6. The Chairperson shall not vote on a motion. However, in the event of a tied vote on a motion the Chairperson shall have the casting vote.

8. The Seal

The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

9. Accounts and Directors Report

1. The Directors shall cause proper books of account to be kept in accordance with the provisions of Section 221 of the Act 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) the assets and liabilities of the company and
 - (c) all those matters required by the Act to be shown in the Accounts of the Company.
2. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
3. The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the directors.
4. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company.
5. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and Directors' reports as are provided for in the Act.
6. A copy of every balance sheet (including every document required by law to be annexed hereto) which is to be laid before the

Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

10. Dissolution of the Trust

1. With the agreement of the Board, if the members resolve to dissolve the Trust, the Trustees will remain in office and be responsible for winding up the affairs of the Trust in accordance with this clause.
2. The Trustees must collect in all the assets of the Trust and must pay or make provision for all the liabilities of the Trust.
3. The Trustees must apply any remaining property or money:
 - (a) directly for the Aims.
 - (b) by transfer to any Charity or charities for purposes the same as or similar to the Trust.
 - (c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
4. The Members may pass a resolution before or at the same time as the resolution to dissolve the Trust specifying the manner in which the Trustees are to apply the remaining property or assets of the Trust and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause 3, above.
5. In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is itself a charity).
6. The Trustees must notify the Commission promptly that the Trust has been dissolved. If the Trustees are obliged to send the Trust's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Trust's final accounts.

11. Amendments to this Constitution

1. The Trust may amend any provision of this Constitution provided that:
 - (a) a Constitutional Review Committee has been formed and chaired by the Chairperson.
 - (b) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law.

- (c) no amendment may be made to alter the Aims, if the change would not be within the reasonable contemplation of the members of the Trust.
 - (d) any such amendment is made by resolution passed by a simple majority of the Members present and voting at a general meeting.
2. A copy of any resolution amending this constitution shall be sent to the Charity Commission twenty one days of it being passed.

12. Data Protection and Confidentiality

- The board shall ensure that all its activities comply with the requirements of the Data Protection Act. Specifically, any Trust information or data maintained on a computer system relating to individuals shall be properly managed and protected.
- All Trust matters shall remain confidential unless otherwise agreed upon by the board and trustees.

13. Harmers Wood Trust Activities

- The public shall have full rights of access to Harmers Wood.
 - With the written agreement of the board, activities at Harmers Wood may include walking, running, and rock climbing. Such activities shall not damage the environment of Harmers Wood.
 - Activities inside the quarry areas shall not be permitted unless deemed safe. A safety plan shall be maintained and reviewed annually.
 - Parking of cars shall be permitted at the entrance of Harmers Wood and adjacent areas, provided that the highway is not obstructed.
 - Members of the public engaged in anti-social behaviour, including excessive noise, littering, illicit drug use, or damaging the environment of Harmers Wood, shall be barred from future access.
 - Young people shall be encouraged to use Harmers Wood responsibly to increase their knowledge of the wood's biodiversity.
 - Harmers Wood shall be suitably fenced and signposted if required.
 - The Trustees shall assess how the biodiversity of the wood may be increased.
 - All archaeological finds on Trust land shall be maintained by the Chairperson until a suitable permanent home is found that allows the local community to view the finds.
 - The Trust shall research the history, heritage, and environment of Harmers Wood with the aim of publishing its findings and raising awareness of the wood in local communities.
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This constitution was amended and passed on the 22nd day of October 2008.

Signed: T. Summers (Chair and director)