

Date of constitution (last amended): 30 December 2015

1. Name

The name of the organisation is Naturetale Restoration Foundation, henceforth referred to as 'the organisation'.

2. Location of principal office

The principal office of the organisation is in Colchester, England.

3. Objects

The overall object of the organisation is to promote the conservation of the physical and natural environment by promoting biodiversity. The organisation will be specifically focused on improving the biodiversity of neutral soil, lowland, species rich meadow habitat. This will be achieved through the following 'sub-objects':

1. Undertake long term field trials to identify the best ways to establish specific species that have been found to be difficult to establish, and thus which often fail to become part of new meadows. The results of these trials will benefit any conservation organisations that are re-creating new species rich meadow grassland, or improving an existing meadow of low biodiversity value, by enhancing their ability to achieve their objectives. These benefits will apply throughout lowland United Kingdom, as well as similar habitats in western Europe.
2. To explore how innovative use of mobile information technology can help to improve the processes involved in establishing, improving and managing wild flower meadows, through benefits such as improved worker efficiency, reducing the incidence of mistakes, and more reliable survey recording. The results of this work will benefit any organisation engaged in habitat management and improvement activity throughout the UK and beyond.
3. Knowledge transfer – to ensure that the findings from the trials, both successes and failures, are brought to the notice of, and made available to, relevant conservation organisations so that they can incorporate these into their work. All outputs from the activities of the organisation will be made freely available, as befits its charitable status. The results of this work will benefit any organisation engaged in habitat management and improvement activity throughout the UK and beyond.
4. Education and understanding – in addition to sub-object 3, all interested members of the public will be able to access information about the work of the organisation in a number of ways. There will be unrestricted public access to the trial site, where an information board will explain the background, objectives and progress of the trials. The organisation will also set up a website that will convey similar information. The organisation will also invite local affinity groups to visit the trials site, where conducted tours will be provided.

4. Powers

The organisation has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the organisation has power to:

- (1) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (2) sell, lease or otherwise dispose of all or any part of the property belonging to the organisation. In exercising this power, the organisation must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (3) employ and remunerate such staff as are necessary for carrying out the work of the organisation. The organisation may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to trustees and connected persons) and provided it complies with the conditions of that clause;
- (4) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the organisation to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the organisation must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the organisation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the organisation.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the organisation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the organisation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the organisation.
- (3) Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to trustees and connected persons

(1) General provisions

No trustee or connected person may:

- (a) buy or receive any goods or services from the organisation on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the organisation;
- (c) be employed by, or receive any remuneration from, the organisation;
- (d) receive any other financial benefit from the organisation;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial

benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A trustee or connected person may receive a benefit from the organisation as a beneficiary of the organisation provided that a majority of the trustees do not benefit in this way.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the organisation where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a trustee or connected person may provide the organisation with goods that are not supplied in connection with services provided to the organisation by the trustee or connected person.
- (d) A trustee or connected person may receive interest on money lent to the organisation at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the organisation. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the organisation on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The organisation and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the organisation and the trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other trustees are satisfied that it is in the best interests of the organisation to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the organisation.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- (f) The reason for their decision is recorded by the trustees in the minute book.
- (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by Clause 6.

7. Conflicts of interest and conflicts of loyalty

A trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the organisation or in any transaction or arrangement entered into by the organisation which has not previously been declared; and
- (2) absent himself or herself from any discussions of the trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the organisation and any personal interest (including but not limited to any financial interest).

Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

8. Liability of members to contribute to the assets of the organisation if it is wound up

If the organisation is wound up, the members of the organisation have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Charity trustees

(1) Functions and duties of trustees

The trustees shall manage the affairs of the organisation and may for that purpose exercise all the powers of the organisation. It is the duty of each trustee :

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the organisation in the way he or she decides in good faith would be most likely to further the purposes of the organisation; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - (ii) if he or she acts as a trustee of the organisation in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every trustee must be a natural person.

(b) No individual may be appointed as a trustee of the organisation:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause 12(1)(e).

(c) No one is entitled to act as a trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee.

(d) At least one of the trustees of the organisation must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the trustees, or appoint a new trustee.

(3) Number of trustees

(a) There must be at least three trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the trustees, or appoint a new trustee.

(b) There is no maximum number of trustees that may be appointed to the organisation.

(4) First trustees

The first trustees are as follows:

Steve Hallam
Richard Jefferson
Andrew Savage

10. Appointment of trustees

- (1) Apart from the first trustees, every trustee must be appointed for a term of five years by a resolution passed at a properly convened meeting of the trustees.
- (2) In selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience needed for the effective administration of the organisation.

11. Information for new trustees

The trustees will make available to each new trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the organisation's latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of trustees

(1) A trustee ceases to hold office if he or she:

(a) retires by notifying the organisation in writing (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

(c) dies;

(d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) is disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) Any person retiring as a trustee is eligible for reappointment.

13. Taking of decisions by trustees

Any decision may be taken either:

- at a meeting of the trustees; or
- by resolution in writing or electronic form agreed by all of the trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

14. Delegation by trustees

(1) The trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the trustees, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and

(c) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of trustees

(1) Calling meetings

- (a) Any trustee may call a meeting of the trustees.
- (b) Subject to that, the trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two trustees, or the number nearest to one third of the total number of trustees, whichever is greater, or such larger number as the trustees may decide from time to time. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
- (b) Any trustee participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the organisation

- (1) The members of the organisation shall be its trustees for the time being. The only persons eligible to be members of the organisation are its trustees. Membership of the organisation cannot be transferred to anyone else.
- (2) Any member and trustee who ceases to be a trustee automatically ceases to be a member of the organisation.

17. Decisions which must be made by the members of the organisation

- (1) Any decision to:

- (a) amend the constitution of the organisation;
 - (b) amalgamate the organisation with, or transfer its undertaking to, one or more other organisations, in accordance with the Charities Act 2011; or
 - (c) wind up or dissolve the organisation (including transferring its business to any other) must be made by a resolution of the members of the organisation (rather than a resolution of the trustees).
- (2) Decisions of the members may be made either:
- (a) by resolution at a general meeting; or
 - (b) by resolution in writing, in accordance with sub-clause (4) of this clause.
- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause 27 (amendment of constitution), clause 28 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
- (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the organisation has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the organisation on the date when the proposal is first circulated.

18. General meetings of members

(1) Calling of general meetings of members

The trustees may designate any of their meetings as a general meeting of the members of the organisation. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the organisation as specified in clause 17 (Decisions which must be made by the members of the organisation).

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the organisation is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the organisation.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

19. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with clause 7 (Conflicts of interest).

20. Execution of documents

(1) The organisation shall execute documents either by signature or by affixing its seal (if it has one)

(2) A document is validly executed by signature if it is signed by at least two of the trustees.

(3) If the organisation has a seal:

- (a) it must comply with the provisions of the General Regulations; and

(b) the seal must only be used by the authority of the trustees or of a committee of trustees duly authorised by the trustees. The trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two trustees.

21. Use of electronic communications

(1) General

The organisation will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the organisation

Any member or trustee of the organisation may communicate electronically with the organisation to an address specified by the organisation for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the organisation.

(3) By the organisation

- (a) Any member or trustee of the organisation, by providing the organisation with his or her email address or similar, is taken to have agreed to receive communications from the organisation in electronic form at that address, unless the member has indicated to the organisation his or her unwillingness to receive such communications in that form.
- (b) The trustees may, subject to compliance with any legal requirements, by means of publication on its website :
 - (i) provide the members with the notice referred to in clause 19(2) (Notice of general meetings);
 - (ii) give trustees notice of their meetings in accordance with clause 15(1) (Calling meetings);
- (c) The trustees must –
 - (i) take reasonable steps to ensure that members and trustees are promptly notified of the publication of any such notice or proposal; and
 - (ii) send any such notice or proposal in hard copy form to any member or trustee who has not consented to receive communications in electronic form.

22. Keeping of Registers

The organisation must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and trustees.

23. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers made by the trustees;
- (2) proceedings at general meetings of the organisation;
- (3) meetings of the trustees and committees of trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the trustees otherwise than in meetings.

24. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the organisation, within 10 months of the financial year end.
- (2) The trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the organisation entered on the Central Register of Charities.

25. Rules

The trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the organisation, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the organisation on request.

26. Disputes

If a dispute arises between members of the organisation about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the organisation; or

- (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the organisation called in accordance with clause 19 (General meetings of members).
- (2) Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by trustees or members of the organisation or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of every resolution amending the constitution, together with a copy of the organisation's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the organisation may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the organisation can only be made:
 - (a) at a general meeting of the members of the organisation called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting;
or
 - (b) by a resolution agreed in writing by all members of the organisation.
- (2) Subject to the payment of all the organisation's debts:
 - (a) Any resolution for the winding up of the organisation, or for the dissolution of the organisation without winding up, may contain a provision directing how any remaining assets of the organisation shall be applied.
 - (b) If the resolution does not contain such a provision, the trustees must decide how any remaining assets of the organisation shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the organisation.
- (3) The organisation must observe the requirements of the Dissolution Regulations in applying to the Commission for the organisation to be removed from the Register of Charities, and in particular:
 - (a) the trustees must send with their application to the Commission:

- (i) a copy of the resolution passed by the members of the organisation;
- (ii) a declaration by the trustees that any debts and other liabilities of the organisation have been settled or otherwise provided for in full; and
- (iii) a statement by the trustees setting out the way in which any property of the organisation has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the trustees must ensure that a copy of the application is sent within seven days to every member and employee of the organisation, and to any trustee of the organisation who was not privy to the application.

(4) If the organisation is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. Banking

The organisation will make use of telephone and internet banking facilities, as appropriate.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest. Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“ **trustee**” means a trustee of the organisation.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

Signed:

A handwritten signature in black ink, appearing to read 'Steve Hallam', with a long horizontal flourish extending to the right.

Steve Hallam

Chair of trustees