

The Companies (Alderney) Law 1994

MEMORANDUM OF ASSOCIATION

OF

ALDERNEY WILDLIFE TRUST LIMITED

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

1. The name of the Company is the “**ALDERNEY WILDLIFE TRUST LIMITED**”.
2. The Company is to be incorporated, and the registered office of the Company will be situated, in Alderney.
3. The liability of each member is limited.
4. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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 £1.
5. The maximum number of members which the Company is to have is two hundred and fifty, which number is capable of increase upon a resolution of the directors.
6. The Objects for which the Company is established are:-
 - a) For the benefit of the public, to advance, promote and further the conservation maintenance and protection of:
 - i) terrestrial and marine wildlife and associated habitats;
 - ii) places of natural beauty;
 - iii) places of zoological, botanical, geographical, archaeological or scientific interest;
 - iv) features of landscape with geological, physiographical, or amenity value, in particular but not exclusively in ways that further biodiversity.
 - b) To advance the education of the public, especially the young, to the importance of Alderney's wildlife, within both a local and an international context.
 - c) To advance the education of the public, especially the young, to:
 - i) the principles and practice of sustainable development¹;
 - ii) the principles and practice of biodiversity² conservation.
 - d) To promote research in all branches of nature study and to publish the useful results thereof.
7. The Company is intended to be a charitable trust as well as a public company limited by guarantee and not having a share capital.
8. The Company has the following powers, which may be exercised only in promoting the Objects:
 - a) to establish, purchase, form, own, maintain and improve sanctuaries, nature reserves or other facilities of any sort including, without prejudice to the generality, agricultural land, trees, shrubs, and plants of any sort;
 - b) to establish committees, for the transaction of such matters and with such powers as directors see fit to delegate;
 - c) to promote, organise, carry out, support and participate in educational programmes, study days, courses, conferences, seminars and other educational events;
 - d) to establish, promote the establishment of, form and maintain exhibitions, record centres, libraries and collections of records and other objects of educational value;

¹ Sustainable development is primarily defined as development that meets the needs of the present without compromising the ability of future generations to meet their own needs (Brundtland Commission, 1976).

² Biodiversity is primarily defined as the variability among living organisms on the earth, including the variability within and between species and within and between ecosystems. (Oxford Dictionary)

- e) to provide accommodation and refreshments and other ancillary services for members of the public attending or visiting facilities and events provided by the company;
 - f) to put before planning authorities, and other government and local authorities or bodies, such environmental considerations and information as may further the Objects;
 - g) to facilitate and manage the collection and use of biological records and other data relating to the natural world;
 - h) to co-operate with other bodies or individuals;
 - i) to support, administer or set up other charities and undertake and execute charitable trusts;
 - j) to raise funds (but not by means of carrying on a trade or business on a continuing basis for the principal purpose of raising funds, as opposed to carrying out the Objects, in such a way that the profits from such trade or business are taxable);
 - k) to borrow money, with or without security, provided that such borrowing shall not be inconsistent with any trust, covenant or statutory requirement affecting such property;
 - l) to request grants, sponsorship and other forms of funding;
 - m) to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property;
 - n) to hire or to let or dispose of or turn to account property of any kind;
 - o) to purchase, lease or hire, and operate and maintain, any equipment necessary or convenient for the administration of the company;
 - p) to make grants or donations or loans of money and to give guarantees;
 - q) to set aside funds for special purposes or as reserves against future expenditure;
 - r) to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
 - s) to make any kind of investment which it could make if it were absolutely entitled to the assets of the company;
 - t) to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
 - u) to employ paid or unpaid agents, staff or advisers ;
 - v) to enter into contracts to provide services to, or on behalf of, other bodies or individuals;
 - w) to arrange for the amalgamation of the Company with any charitable organisation or organisations, company or companies, the purposes of which, in its opinion, are similar to the purposes of the Company either alone or as amalgamated, and to purchase, or otherwise acquire, the property, assets, liabilities and undertakings of such organisation or organisations, company or companies;
 - x) to establish subsidiary Companies to assist or act as agents for the company;
 - y) to pay all or any expenses incurred in connection with the promotion formation and incorporation of the company;
 - z) to provide indemnity insurance to cover the liability of the directors (or any of them) 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 Company; provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 - aa) to do anything else within the law which promotes or helps to promote the Objects; provided also that in case the company shall take or hold any property which is, or becomes, subject to the jurisdiction of the States of Alderney or the States of Guernsey, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the 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 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 said States or either of them over such 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. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law, having regard to such trusts.
9. The income and property of the Company shall be applied solely towards the promotion of the Objects 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 company;

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered

to the Company, nor prevent the payment of interest at a rate of 2% over base rate or its equivalent, per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no director of the company shall be appointed to any salaried office of the company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the company to any director, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company;

provided further that the provision last aforesaid shall not apply to any payment to any gas, electric lighting, water, cable or telephone company of which a director may be a member, or any other company in which such member shall hold no more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

10. If upon the winding up or dissolution of the Company there remains, 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 Company, 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 among its or their members to an extent at least as great as is imposed on the Company under or by virtue of these presents, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
11. The common signature of the Company shall be:
 - a) The "Alderney Wildlife Trust Ltd" with the addition of signature(s) of one or more person(s) authorised generally or specifically by the directors for such purpose; or
 - b) The common seal of the Company countersigned by such person(s) as the Company by its directors may at any time authorise in that behalf.

Each of the persons whose name and address is subscribed undertakes to contribute a sum not exceeding £1 to the assets of the company in the event of its being wound up while he is still a member or within one year of his ceasing to be such and is desirous of being formed into a company, in pursuance of this Memorandum of Association.

Name, Address and Description of Subscribers	Amount undertaken to be paid
ROGER FEATHERSTONE CENTURY HOUSE VICTORIA STREET ALDERNEY CHARTERED ACCOUNTANT	£1

Dated this **23rd** day of **January 2002**

WITNESS to the above signatures

GEORGE SCOTT
Century House
12 Victoria Street
Alderney
Chartered Accountant