



## **Pori Natur a Threftadaeth CONSTITUTION**

### **1. MISSION STATEMENT**

- 1.1 PONT is a not for profit company that works with farmers, graziers and organisations in the Welsh countryside to deliver wildlife benefits from grazing as part of integrated, viable and sustainable agricultural and conservation management systems.

### **2. OBJECTIVES**

- 2.1 The primary objective of PONT is to work with farmers, other landowners and graziers to encourage and facilitate grazing for the benefit of wildlife, landscape and the cultural heritage of Wales. To this end, PONT will:
- Facilitate the establishment of local grazing schemes and individual site based solutions to deliver on grazing management to benefit wildlife.
  - Maintain a relationship and support GAP UK.
  - Act as a broker for information relevant to Wales by gathering details of local grazing schemes, sharing best practice and making information available to those who require or request it.
  - In co-operation with other organisations with compatible objectives, seek to enhance conservation in Wales and minimise duplication of effort.
  - Seek to inform, influence and guide opinion and policy within Wales and the United Kingdom.
  - Specifically, seek to influence relevant current and future Welsh Government policies on the environment and wider countryside issues, particularly with regard to the development and implementation of agri-environment schemes and initiatives; other funding mechanisms and delivery of the Environment Act, Nature Recovery Plan and Natura 2000 Priority Implementation Plans.
  - Lease or purchase land, property, stock or machinery to enable management actions that is consistent with delivery of the PONT current work plan.

- 2.2 The executive management of PONT will be undertaken by the PONT Board of Directors (hereinafter referred to as the PONT Board) and advised by an Advisory Group.
- 2.3 The Board shall work to deliver work programmes developed by staff in line with PONT's overall aims and objectives and targets set by funding bodies.
- 2.4 Major decisions are taken by the PONT Board and /or management staff except for the nomination and approval of new Board members which is undertaken by the Advisory Group.
- 2.5 Individuals at the AGM meeting are eligible to take part in a vote to nominate new Board members and are eligible to one vote. No proxy voting is allowed.

### **3. THE PONT BOARD OF DIRECTORS**

- 3.1 PONT will be administered by the PONT Board.
- 3.2 The Board will be elected by the Advisory Group at an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) for a term of three years after which they can be eligible for re-election for further terms of three years. Candidates should represent a cross-section of those involved in delivering PONT's aims and objectives. A Chair, Vice-Chair, Secretary and Treasurer will be elected by the PONT Advisory Group.
- 3.3 An Executive Management Group can be established to provide high level decision making for specific funded programmes.
- 3.4 The PONT Board will consist of not less than four, and not more than eight, members.
- 3.5 The quorum for all PONT Board meetings shall be at least 4 members of the Board personally or virtually present. In the absence of the Chair at any meeting, another member of the Committee will preside.
- 3.6 In the event of resignations or departures from the PONT Board, the Advisory Group will appoint an alternative representative from within the Advisory Group.
- 3.7 The PONT Board may establish working groups for time limited periods.
- 3.8 The PONT Board will seek to reach decisions by consensus. If this is not possible, decisions will be made by a majority of votes, with the chair having a casting vote.

### **4. THE PONT ADVISORY GROUP**

- 4.1 The key role of the Advisory Group is to inform strategic direction, provide specialist advice when issues arise and nominate and approve new Board members
- 4.2 Membership of the Advisory Group shall be open to all individuals and organisations working with and representing farmers and graziers to deliver wildlife benefits from grazing to the Welsh countryside, as part of integrated, viable and sustainable agricultural and conservation management systems. Every effort should be made to ensure that those involved in local grazing schemes are encouraged to attend Advisory Group Meetings.

- 4.3 The Advisory Group may, through the PONT Board, invite any organisation with compatible objectives to have a representative on the Advisory Group.
- 4.4 The Advisory Group will advise and support the PONT Board and PONT staff
- 4.5 The Chairman of the PONT Board will also chair meetings of the Advisory Group.

## **.5. ADMINISTRATION**

- 5.1 The PONT Board, through its Chair, will direct the work of PONT staff, and any contractors, engaged in the management of PONT projects or delivering the current PONT work plan. The PONT Board may take the decision to delegate this role to staff.
- 5.2 The PONT Board will keep the objectives of PONT under review. If there is a need to amend the PONT objectives this must be accepted by a majority vote of the PONT Board
- 5.3 In the event that sufficient resources to maintain PONT are no longer available, or the need for PONT no longer exists, PONT Board may, by a majority, providing the meeting is quorate, vote to dissolve PONT, subject to honouring any existing legal or financial commitments.

## **6. FINANCES**

- 6.1 PONT will raise money through any appropriate legal means to finance the activities described in the PONT work plan.
- 6.2 PONT is a not for profit company. No bonuses, shares, dividends or profit can be issued. In the event of a surplus of income over expenditure in any one financial year, the surplus will be banked and put towards the costs of PONT fulfilling its objectives in the following year. PONT must not incur debts at any time.
- 6.3 PONT will maintain its own bank accounts. The signature of one Board member and one staff member, is required for all payments.
- 6.4 The Treasurer will be responsible for administering PONT's bank accounts and will provide simple cash based annual accounts for the AGM. Day to day financial administration will be undertaken by PONT staff. The financial year will end on the 1<sup>st</sup> of July each year. These will be presented to the PONT Board at the first meeting of each financial year. The accounts will be available for inspection by any of the member's auditors.
- 6.5 An accountant will be asked to produce formal audited accounts at the end of each financial year and to produce a written report to the PONT Board.
- 6.6 In the event of the PONT Board dissolving PONT and once all its debts and liabilities have been satisfied if there remains any property it shall not be paid to or distributed among the members of the company but shall be given or transferred to some other not for profit organisation (See Memorandum of Articles Point 6)

## **7. MEETINGS**

### **Annual General Meeting (AGM)**

- 7.1 PONT will hold an AGM. This will be attended by members of the PONT Board and Advisory Group, and will be held not less than 10 months and not more than fourteen months after the previous Annual General Meeting
- 7.2 The PONT secretariat will give all members no less than 21 days notice of the date, time and place of the AGM by post or electronic means.
- 7.3 The quorum for the AGM shall be 12 members of the Advisory Group and at least 4 members of the PONT Board.

### **PONT Board Meetings**

- 7.4 The PONT Board is recommended to meet at least 3 times during any calendar year to carry forward of the business of PONT. The Secretariat shall be responsible for keeping the Advisory Group informed of business conducted at PONT Board meetings.

### **Advisory Group Meetings**

- 7.5 The Advisory Group is recommended to meet at least twice during any calendar year to discuss specific grazing issues, and opportunities and develop advice for the PONT Board and PONT staff. One meeting may be combined with a PONT Board meeting. The other should strive to have a meeting for part of the day and a visit to a demonstration project or example of best practice in grazing for wildlife for the other part of the day.

## **8. LANGUAGE POLICY**

- 8.1 PONT endeavours to be a bilingual organisation and will deliver its work in line with its Welsh Language Policy (see separate policy)

## **9. ENVIRONMENTAL POLICY**

- 9.1 PONT staff and offices will use sustainable, ethical, and local service providers, maximise the use of recycled and recyclable materials, recycle all recyclable materials, use energy efficient equipment and source all electricity used from renewable sources.
- 9.2 PONT will minimise fossil fuel based carbon emissions generated through its work.
- 9.3 PONT, by example, will promote high levels of environmental and corporate responsibility.

## **10. EQUAL OPPORTUNITIES POLICY**

- 10.1 PONT is committed to the principle of equal opportunities in employment and declares its opposition to any form of less favourable treatment, whether through direct or indirect discrimination accorded to employees or job applicants, on the grounds of their race, religion or belief, creed, colour, disability, ethnic origin, nationality, marital/parental status, sex or sexual orientation.

## **11. DISABILITY DISCRIMINATION POLICY PONT**

11.1 When carrying out its functions will have regard of the need to:

- Promote equality of opportunity between disabled people and other people.
- Eliminate discrimination that is unlawful under the DDA.
- Eliminate harassment of disabled people that is related to disability.
- Promote positive attitudes towards disabled people.
- Take steps to meet disabled people's needs, even if this requires more favorable treatment.

## **12. REVIEW**

12.1 Review of the constitution is the responsibility of the PONT Board and will be undertaken at their discretion

*Mae Pori Natur a Threftadaeth Ltd yn gwmni dielw sy'n gyfyngedig drwy warant, cofrestredig yng Nghymru a Lloegr, rhif 7353806*  
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