

**CYNGOR SIR POWYS COUNTY COUNCIL.****Standards Community Sub- Committee  
5<sup>th</sup> July 2010****REPORT BY: Strategic Director – Law and Governance****SUBJECT: Matters appertaining to Standards Issues**

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**REPORT FOR: Decision, Information and Discussion**

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**A. Members' Code of Conduct****A1.1** Refresher training for Town and Community Councillors and Clerks has been arranged as follows:

- Tuesday 22<sup>nd</sup> June 2010 Llandrindod Wells 4.00-5.30pm
- Wednesday 30<sup>th</sup> June Llandrindod Wells 7.00-8.30pm
- Tuesday 6<sup>th</sup> July Brecon 7.00-8.30pm
- Wednesday 7<sup>th</sup> July Welshpool 2.00-3.30pm
- Tuesday 13<sup>th</sup> July Welshpool 7.00-8.30pm
- Wednesday 28 July Brecon 2.00-3.30pm

Independent Members of the Standards Committee have been invited to attend this training.

County Councillors have indicated that only holding meetings in Welshpool disadvantages delegates from the Dyfi valley. The Sub-Committee is asked to comment on future arrangements for such training.

**B. Referral of Councillors to Public Services Ombudsman****B1. Town and Community Councillor Referrals****B1.1** At the last meeting one new referral to the Ombudsman had been notified as being the subject of investigation.**B2.1** The substance of the complaint was that a councillor did not declare an interest and leave the room when matters relating a planning application at his place of work were discussed or subsequently when a report relating to the councillor's area of work was presented. The councillor claimed that they had declared a personal interest but that it was not prejudicial and therefore it was not necessary to leave the room.

The Ombudsman found that the councillor had a personal and prejudicial interest in the matters to be discussed and should have

declared an interest and left the room and therefore there had been a breach of paragraph 12 (1) of the Code.

However, he noted that the councillor had considered his position and decided it was not prejudicial and the Ombudsman therefore concluded that the councillor had genuinely misinterpreted the provisions of the code and that he did not believe that the breach would result in a sanction from a Standards Committee.

The Ombudsman concluded his notification with the following paragraph: "Under Section 69(4)(b) of the Local Government Act 2000, my finding is that no further action in respect of the matters complained about is necessary. I do however impress upon [the Councillor in question] the importance of attending training on the Code and seeking advice from the Monitoring Officer as necessary. I would also point out that my decision to take no further action in respect of your complaints does not amount to approval of the breaches and make clear that I will bear in mind the outcome of these complaints should I be alerted to any further similar breaches".

## **C. Dispensations**

### **C1. Applications - Town and Community Councillors**

**C1.1** Two applications from Community Councillors have been received which were deferred from the last meeting. A copy of the application and comments and observations thereon, together with extracts from the constitutions are attached at **Appendices 1, 2 and 3**.

In accordance with instructions from Standards Community Sub-Committee the clerk has spoken with the local member who was unable to provide any additional information regarding this matter.

## **D. Meeting Dates.**

**D1.** To note dates of future meetings as follows:

29<sup>th</sup> September 2010

1<sup>st</sup> December 2010 (joint meeting with BBNP Standards Committee in the afternoon)

All meetings to commence at 10.00am with the option of training available afterwards.

Contact Officer Name:	Tel:	Fax:	Email:
<i>Clarence Meredith, Strategic Director – Law and Governance.</i>	01597 826395	01597 826220	<a href="mailto:Clarence@powys.gov.uk">Clarence@powys.gov.uk</a>

# POWYS STANDARDS COMMITTEE / COMMUNITY SUB-COMMITTEE

## APPLICATION FOR DISPENSATION BY MEMBER WITH PREJUDICIAL INTEREST

I, Councillor \_\_\_\_\_ Mr Andrew Fryer of LLANGATTOCK COMMUNITY COUNCIL

hereby apply to the Powys Standards Committee/Community Sub-Committee for a Dispensation to participate, as described in Section 1 below, in that business of the Council described in Section 2 below notwithstanding that I have the Prejudicial Interest(s) detailed in Section 3 below.

I make this application on the ground(s) set out in Section 4 below which I submit apply because of the reasons detailed in Section 5 below.

### SECTION 1

How you wish to participate – please tick all relevant categories below:

Attend a meeting	YES
Speak at a meeting	YES
Vote at a meeting	
Seek to influence a decision on a matter	Yes
Make written representations	Yes
Make oral representations	YES
Exercise Board functions (County Councillor only)	

### SECTION 2

(A) Describe in the box below:

- i) the business in which you wish to participate;
- ii) how your Council will deal with the matter;
- iii) how many Members there are on your Council;
- iv) what meetings will be held to consider it, when and where they will be held; and
- v) those taking part.

Issues In relation to Llangattock Green Valleys (LGV) Community Interest Company (I am a Director) and the Llangattock Woodlands Group (LWG) (I am treasurer) . These Organisations not for profit organisations, and I draw no financial remuneration from my involvement.

LGV is delivers a wide range of community projects and is a conduit for project funds in relation to a wide variety renewable energy technologies, allotments, community woodlands and litter. Current projects include managing the upgrade of 40 houses in the village following an energy assessment, 5 community Micro-hydroelectric schemes and a PV system to pump water for the allotment society.

LWG works with landowners both public and private to plan the management of and carry out the plans on woodlands in the area using mostly volunteer labour.

Both Organisations generate items for the Community Council to consider as a statutory consultee (Planning and Woodland Grant applications) and as potential partner (either as the landowner, Grant giver or formal supporter).

There are no community council representatives on these organisations and Mrs Charlton and myself provide an informal information link. However up to now we have been declaring an interest and leaving the room when such matters are discussed. In the near future the volume and complexity of these issues reaching the council are such that there are likely to be issues of clarity and understanding for the council in making their deliberations. By leaving the room the council will be left to make the decisions without anyone with detailed knowledge on these matters and without the organisations without the ability to make representations. It is thus proposed that we have a certificate of exemption to speak but not vote on these issues to ensure that the council is best placed to make a balanced and informed decision.

**(B) If the business relates to or affects an organisation(s) please detail below:**

- how were you appointed to that organisation (i.e. by appointment by the Town or Community Council or by other means), and
- what is the nature of the business:
  - A Funding
  - B Planning – applications, building improvement/changes
  - C Licences – liquor/entertainment
  - D Land
  - E Management/operation of the organisation
  - F General matters

- A. Funding
- B. Planning – applications, building improvements/changes
- C. Land
- D. General Matters

**(C) Is the organisation a registered charity? If so, are you a Trustee of the charity?**

No

### SECTION 3

Detail the **PREJUDICIAL** interest(s) you have in the business referred to in Section 2 above. Please refer to the attached Guidance Notes (Attached) and include the relevant category reference e.g C.4 if the matter concerns a good friend of yours who stands to benefit as a result of a decision on the matter.

**I am a Director of LGV and treasurer of LWG. These roles are voluntary and I gain no benefit from them.**

**There may be projects in the future where I may also benefit as an Individual householder (for example a Hydro proposal on my land) and of course on such issues my interest would be greater than the normal community member of Llangattock and would declare and not take any part in the discussion, vote and leave the meeting.**

**Should this situation change, which it might, in the near future I will contact you directly and notify the Community Council Clerk of the circumstances.**

## SECTION 4

**Set out the GROUND(S) upon which you rely by placing a tick in the right hand column against the relevant category/ies below.**

Eligible Applicant	Ground		
County Councillors and Town and Community Councillors	(a) No fewer than half of the Members of the relevant Authority or of a committee of the Authority (as the case may be) by which the business is to be considered has an interest which relates to that business;	Speak and vote Speak only	-
County Councillors only	(b) No fewer than half of the Members of a leader and cabinet executive of the relevant Authority by which the business is to be considered has an interest which relates to that business and either Paragraph (d) or (e) also applies;	Speak and Vote Speak only	-
County Councillors only	(c) In the case of a County or County Borough Council, the inability of the Member to participate would upset the political balance of the relevant Authority or of the committee of the Authority by which the business is to be considered to such an extent that the outcome would be likely to be affected.	Speak and Vote Speak only	-
County Councillors and Town and Community Councillors	(d) The nature of the Member's interest is such that the Member's participation in the business to which the interest relates would not damage public confidence in the conduct of the relevant Authority's business;	Speak only	√
County Councillors and Town and Community Councillors	(e) The interest is common to the Member and a significant proportion of the general public;	Speak only	√
County Councillors and Town and Community Councillors	(f) The participation of the Member in the business to which the interest relates is justified by the Member's particular role or expertise;	Speak only	√
County Councillors only	(g) The business to which the interest relates is to be considered by an Overview and Scrutiny Committee of the relevant Authority and the Member's interest is not a pecuniary interest.	Speak and Vote Speak only	-
County Councillors and Town and Community Councillors	(h) The business which is to be considered relates to the finances or property of a voluntary organisation of whose Management Committee or Board the Member is a Member otherwise than as a representative of the relevant Authority and the Member has no other interest in that business provided that any dispensation shall not extend to participation in any vote with respect to that business; or	Speak only	√
County Councillors and Town and Community Councillors	(i) It appears to the committee to be in the interests of the inhabitants of the area of the relevant Authority that the disability should be removed provided that written notification of the grant of the dispensation is given to the National Assembly for Wales within seven days in such manner as it may specify.	Speak and vote Speak only	-

## SECTION 5

**Detail in full the reasons why you submit the grounds selected in Section 4 apply in the case of your application and justify the grant of the dispensation you seek**

Little is documented about small/micro hydro schemes and other equally challenging renewable energy schemes in communities which provide energy security in rural areas.

I have been involved in a complex development project over the last 18 months which has highlighted the immense value in community hydro schemes that will provide a localised and constant income. There are also other technological innovations which require in-depth knowledge for Anaerobic Digestion and Bio-mass activity and developing local woodlands as renewable energy resources.

These are very new and innovative technologies (apart from woodland management activity) with few reference points for councillors to make in relation to informed decision making. As a founder member and volunteer for these and other related products I feel I could bring an element of understanding and discussion to table which would be lost without informative interaction between councillors.

We regularly have members of the public at our meetings and confidence in our decision making would increase if they could be assured that informed debate was taking place. I feel that I can add to an improved outcome on behalf of the public by taking part in the debate and but leaving for the vote.

I do not want to influence the decision just the debate.

Applicant's home address:	<b>Wern Watkin Hillside Llangattock Crickhowell NP8 1LG</b>
Applicant's telephone number:	<b>01873 812307 0778 686 4885</b>
Applicant's fax number:	
Applicant's E Mail address:	<b>andrew@wernwatkin.co.uk</b>

SIGNED: \_\_\_\_\_

DATED: \_\_\_\_\_

**This form fully completed, signed and dated should be returned to:**

**Mrs Elizabeth Patterson, Committee Clerk, Legal, Scrutiny and Democratic Services, County Hall, Llandrindod Wells, Powys, LD1 5LG.**

**Tel No: 01597 826980**

**Fax No: 01597 826220**

**E-Mail: Elizabeth.patterson@powys.gov.uk**

**From whom further information and advice may be obtained.**

Application by	Councillor A. Fryer
Council	Llangattock Community Council
Involvement With	(i) Llangattock Green Valleys Community Interest Company (ii) Llangattock Woodlands Group
Business To Be Considered	Funding, Planning, Land and General Matters
<b>STEP 1</b> Personal Interest(s) under paragraph 10 of the Code.	<p>Councillor Fryer is a director of the Llangattock Green Valleys Community Interest Company. Additionally he is the Treasurer of the Llangattock Woodlands Group. Both these roles are voluntary and he does not stand to benefit from them. He has not been appointed by the Community Council to either of these bodies.</p> <p>The Llangattock Green Valleys Community Interest Company is a company limited by guarantee and has been registered at Companies House as a Community Interest Company.</p> <p>Therefore Paragraph 10(2)(a)(viii) will not apply.</p> <p>Paragraph 10(2)(a)(ix) would appear to be relevant:</p> <p>(bb) company, industrial and provident society, charity, or body directed to charitable purposes in which (in all cases) the Councillor holds a position of general control or management or is a member; <b>(i) and (ii)</b></p> <p>Councillor Fryer does indicate in his application that he may benefit as an individual householder e.g. a hydro proposal on his land, and therefore:</p> <p>Paragraph 10(c)(i) would in addition appear to be relevant:</p> <p>“You must regard yourself as having a personal interest in any business of your authority if a decision upon it might reasonably be regarded as affecting your well-being or financial position, or that of a person with whom you live, or any person with whom you have a close personal association to a greater extent than the majority of in all other cases, other council tax payers, rate payers or inhabitants of the authority’s area”.<b>(i)</b></p>
<b>STEP 2</b> Exemptions under paragraph 12 (2) & (3) of the Code.	<p>In relation to Councillor Fryer the exemption in Paragraph 12(2)(c) – your role as a community councillor in relation to a grant, loan or other form of financial assistance made by your community council to community or voluntary organisations up to a maximum of £500 - would apply in relation to the personal interest existing under Paragraph 10(2)(a)(ix). <b>(i), and (ii)</b></p> <p>However for grant funding above £500 no exemption would apply and therefore in relation to that situation further consideration as detailed in step 3 below needs to take place.</p>



	<p>In relation to non-financial matters the Sub-Committee similarly needs to consider the application as detailed in step 3 below.</p>
<p><b>STEP 3</b> Application of “public perception” test under paragraph 12 (1) of the Code.</p>	<p><b><u>Financial.</u></b></p> <p>In applying the Paragraph 12(1) test in relation to grant funding it may be helpful for the Sub-Committee to approach the issue in this way i.e. to ask itself :</p> <p>“Is it reasonable to suppose that public perception would regard the Councillor’s personal interest, in the Llangattock Green Valleys Community Interest Company and the Llangattock Woodlands Group as so significant that whenever a proposal to grant aid these organisations in excess of £500 was discussed at the Community Council the potential conflict of interest would be so significant as to be likely to prejudice his judgement of the public interest in performing his role as a Community Councillor?</p> <p>It is difficult to conclude that the Sub-Committee would answer this question otherwise than in the affirmative given the amount of money involved i.e. that a prejudicial interest would exist in this situation.</p> <p><b><u>Non-Financial.</u></b></p> <p>In applying the Paragraph 12(1) test in relation to non-financial type business involving these organisations it is suggested that the Sub-Committee approach the issue by asking itself a similar question to that posed above.</p> <p>Again it is difficult to conclude that the Sub-Committee would answer this question otherwise than in the affirmative i.e. that a prejudicial interest would exist in this situation, unless the business under discussion involving the organisations is of such a nature that it would be categorised as trivial, insignificant or uncontentious.</p>
<p><b>STEP 4</b> Ground(s) on which dispensation could be granted</p>	<p>The Sub-Committee is therefore required to consider a dispensation for grant funding above the maximum of £500 for the Llangattock Green Valleys Community Interest Company and the Llangattock Woodlands Group only.</p> <p>The Sub-Committee is also required to consider a dispensation in relation to non-financial matters concerning these organisations other than business which would be of such a nature that it would be categorised as trivial, insignificant or uncontentious.</p> <p>In relation to Councillors sitting on voluntary / charitable type local bodies other than by way of appointment by their own Council ground (h) of the 2001 Regulations is normally the ground which would be considered - the business relates to the finances or property of a voluntary organisation of whose management committee or board the Councillor is a member</p>

	<p>otherwise than as a representative of his/her Council.</p> <p>However this ground only enables the grant of dispensation to speak and not vote.</p> <p>In relation to Councillor's membership of these two organisations other than by way of appointment by their own Council ground (d) of the 2001 Regulations could be considered – the nature of the Member's interest is such that the Member's participation in the business to which the interest relates would not damage public confidence in the conduct of the relevant Authority's business, particularly as some of the land used in projects by these organisations may be in the ownership of the Community Council.</p>
<p><b>STEP 5</b> Determine the application:-</p> <ul style="list-style-type: none"> <li>(i) Refuse</li> <li>(ii) Approve:- <ul style="list-style-type: none"> <li>(a) attend</li> <li>(b) speak</li> <li>(c) vote</li> <li>(d) exercise Board Function</li> <li>(e) seek to influence</li> <li>(f) make written communications</li> <li>(g) make oral representations</li> </ul> </li> </ul>	<p>The applicant has requested a dispensation to attend meetings of the Community Council, to speak, and have the ability to make written and oral representations as well as to influence a debate on a matter relating to these two organisations.</p> <p>Other than the exemption to speak and vote on grant funding for the Llangattock Green Valleys Community Interest Company and the Llangattock Woodlands Group of a maximum of £500, and other non-financial business which would be of such a nature that it would be categorised as trivial, insignificant or uncontentious, the Sub-Committee is requested to consider this application on the basis of grounds (h) of the 2001 Regulations which would result in the Councillor being eligible for dispensations to speak but not vote in respect of these two organisations.</p> <p>There is no exemption in relation to funding, thus the issue of granting a dispensation above the £500 maximum does not apply. However in relation to non-financial matters the Sub-Committee is requested to consider a dispensation under ground (d) which would result in the Councillor being eligible to speak and / or vote on such non-financial matters which were not otherwise categorised as trivial, insignificant or uncontentious</p> <p>In the event of the Sub-Committee granting a dispensation it would also need to consider whether that dispensation should be limited to exclude the regulatory type matters set out in Paragraph 12(3) of the Code.</p> <p>The Sub-Committee is reminded that at a previous meeting it was decided in another case not to grant a dispensation in respect of regulatory type matters.</p>

# POWYS STANDARDS COMMITTEE / COMMUNITY SUB-COMMITTEE

## APPLICATION FOR DISPENSATION BY MEMBER WITH PREJUDICIAL INTEREST

I, Councillor \_\_\_\_\_ Mrs J L Charlton of LLANGATTOCK COMMUNITY COUNCIL

hereby apply to the Powys Standards Committee/Community Sub-Committee for a Dispensation to participate, as described in Section 1 below, in that business of the Council described in Section 2 below notwithstanding that I have the Prejudicial Interest(s) detailed in Section 3 below.

I make this application on the ground(s) set out in Section 4 below which I submit apply because of the reasons detailed in Section 5 below.

### SECTION 1

How you wish to participate – please tick all relevant categories below:

Attend a meeting	YES
Speak at a meeting	YES
Vote at a meeting	
Seek to influence a decision on a matter	YES
Make written representations	YES
Make oral representations	YES
Exercise Board functions (County Councillor only)	

### SECTION 2

(A) Describe in the box below:

- i) the business in which you wish to participate;
- ii) how your Council will deal with the matter;
- iii) how many Members there are on your Council;
- iv) what meetings will be held to consider it, when and where they will be held; and
- v) those taking part.

Issues in relation to Llangattock Green Valleys Community Interest Company and The Green Valleys Community Interest Company of which I am a Director. These companies are both Ltd by Guarantee and not for profit organisations registered at Companies House as Community Interest Companies. They deliver community projects in relation to renewable energy, allotments, community woodlands, litter picking and a bio diesel club as well as building community electricity hydro generators and the possibility of Anerobic and Biomass plant in the community. There are potentially 40 detailed and complex planning applications which require specialist knowledge of the issues in relation to renewable technologies and potential planning applications. Funding for the new Community Interest Company is potentially forthcoming from Llangattock Green Valleys Community Interest Company for the innovative Community Woodland Group, Litter Pickers and Allotments.

(B) If the business relates to or affects an organisation(s) please detail below:

- how were you appointed to that organisation (i.e. by appointment by the Town or Community Council or by other means), and
- what is the nature of the business:
  - A Funding
  - B Planning – applications, building improvement/changes
  - C Licences – liquor/entertainment
  - D Land
  - E Management/operation of the organisation
  - F General matters

- A. Funding  
 B. Planning – applications, building improvements/changes  
 C. Land  
 D. General Matters

**(C) Is the organisation a registered charity? If so, are you a Trustee of the charity?**

No

### SECTION 3

**Detail the PREJUDICIAL interest(s) you have in the business referred to in Section 2 above. Please refer to the attached Guidance Notes (Attached) and include the relevant category reference e.g C.4 if the matter concerns a good friend of yours who stands to benefit as a result of a decision on the matter.**

**I am a Director of both organisations but on a voluntary basis and no one director in either of these businesses stand to gain from the above or has the potential to gain from any of the above issues in the foresable future.**

**Should this situation change, which it might, in the near future I will contact you directly and notify the Community Council Clerk of the circumstances.**

## SECTION 4

**Set out the GROUND(S) upon which you rely by placing a tick in the right hand column against the relevant category/ies below.**

Eligible Applicant	Ground		
County Councillors and Town and Community Councillors	(a) No fewer than half of the Members of the relevant Authority or of a committee of the Authority (as the case may be) by which the business is to be considered has an interest which relates to that business;	Speak and vote Speak only	-
County Councillors only	(b) No fewer than half of the Members of a leader and cabinet executive of the relevant Authority by which the business is to be considered has an interest which relates to that business and either Paragraph (d) or (e) also applies;	Speak and Vote Speak only	-
County Councillors only	(c) In the case of a County or County Borough Council, the inability of the Member to participate would upset the political balance of the relevant Authority or of the committee of the Authority by which the business is to be considered to such an extent that the outcome would be likely to be affected.	Speak and Vote Speak only	-
County Councillors and Town and Community Councillors	(d) The nature of the Member's interest is such that the Member's participation in the business to which the interest relates would not damage public confidence in the conduct of the relevant Authority's business;	Speak only	√
County Councillors and Town and Community Councillors	(e) The interest is common to the Member and a significant proportion of the general public;	Speak and vote Speak only	-
County Councillors and Town and Community Councillors	(f) The participation of the Member in the business to which the interest relates is justified by the Member's particular role or expertise;	Speak only	√
County Councillors only	(g) The business to which the interest relates is to be considered by an Overview and Scrutiny Committee of the relevant Authority and the Member's interest is not a pecuniary interest.	Speak and Vote Speak only	-
County Councillors and Town and Community Councillors	(h) The business which is to be considered relates to the finances or property of a voluntary organisation of whose Management Committee or Board the Member is a Member otherwise than as a representative of the relevant Authority and the Member has no other interest in that business provided that any dispensation shall not extend to participation in any vote with respect to that business; or	Speak and vote Speak only	-
County Councillors and Town and Community Councillors	(i) It appears to the committee to be in the interests of the inhabitants of the area of the relevant Authority that the disability should be removed provided that written notification of the grant of the dispensation is given to the National Assembly for Wales within seven days in such manner as it may specify.	Speak and vote Speak only	-

## SECTION 5

**Detail in full the reasons why you submit the grounds selected in Section 4 apply in the case of your application and justify the grant of the dispensation you seek**

Little is documented about small/micro hydro schemes and other equally challenging renewable energy schemes in communities which provide energy security in rural areas. I have been involved in a complex development project over the last 18 months which has highlighted the immense value in community hydro schemes that will provide a localised and constant income. There are also other technological innovations which require in-depth knowledge for Anerobic Digestion and Bio-mass activity and developing local woodlands as renewable energy resources.

These are very new and innovative technologies (apart from woodland management activity) with few reference points for councillors to make in relation to informed decision making. As a founder member and volunteer for these and other related products I feel I could bring an element of understanding and discussion to table which would be lost without informative interaction between councillors.

We regularly have members of the public at our meetings and confidence in our decision making would increase if they could be assured that informed debate was taking place. I feel that I can add to an improved outcome on behalf of the public by taking part in the debate and but leaving for the vote.

I do not want to influence the decision just the debate.

Applicant's home address:	<b>Woodland Villa Llangattock Crickhowell Powys NP8 1LD</b>
Applicant's telephone number:	<b>01873 811703</b>
Applicant's fax number:	
Applicant's E Mail address:	<b>jackiecharlton@msn.com</b>

SIGNED: \_\_\_\_\_

DATED: \_\_\_\_\_

**This form fully completed, signed and dated should be returned to:**

**Mrs Elizabeth Patterson, Committee Clerk, Legal, Scrutiny and Democratic Services, County Hall, Llandrindod Wells, Powys, LD1 5LG.**

**Tel No: 01597 826980**

**Fax No: 01597 826220**

**E-Mail: Elizabeth.patterson@powys.gov.uk**

**From whom further information and advice may be obtained.**

Application by	Councillor J.L. Charlton
Council	Llangattock Community Council
Involvement With	(i) Llangattock Green Valleys Community Interest Company (ii) The Green Valleys Community Interest Company
Business To Be Considered	Funding, Planning, Land and General Matters
<b>STEP 1</b> Personal Interest(s) under paragraph 10 of the Code.	<p>Councillor Charlton is a director of both the Llangattock Green Valleys Community Interest Company and the Green Valleys Community Interest Company. Both these roles are voluntary and she does not stand to benefit from them. She has not been appointed by the Community Council to either of these bodies.</p> <p>The Llangattock Green Valleys Community Interest Company and the Green Valleys Community Interest company are companies limited by guarantee and have been registered at Companies House as Community Interest Companies.</p> <p>Therefore Paragraph 10(2)(a)(viii) will not apply.</p> <p>Paragraph 10(2)(a)(ix) would appear to be relevant:</p> <p>(bb) company, industrial and provident society, charity, or body directed to charitable purposes in which (in all cases) the Councillor holds a position of general control or management or is a member; <b>(i) and (ii)</b></p>
<b>STEP 2</b> Exemptions under paragraph 12 (2) & (3) of the Code.	<p>In relation to Councillor Charlton the exemption in Paragraph 12(2)(c) – your role as a community councillor in relation to a grant, loan or other form of financial assistance made by your community council to community or voluntary organisations up to a maximum of £500 - would apply in relation to the personal interest existing under Paragraph 10(2)(a)(ix). <b>(i), and (ii)</b></p> <p>However for grant funding above £500 no exemption would apply and therefore in relation to that situation further consideration as detailed in step 3 below needs to take place.</p> <p>In relation to non-financial matters the Sub-Committee similarly needs to consider the application as detailed in step 3 below.</p>
<b>STEP 3</b> Application of “public perception” test under paragraph 12 (1) of the Code.	<p><b><u>Financial.</u></b></p> <p>In applying the Paragraph 12(1) test in relation to grant funding it may be helpful for the Sub-Committee to approach the issue in this way i.e. to ask itself :</p> <p>“Is it reasonable to suppose that public perception would regard the Councillor’s personal interest, in the Llangattock Green Valleys Community Interest Company and the Green Valleys Community Interest Company as so significant that whenever a proposal to grant aid these organisations in excess of £500 was discussed at the Community Council the potential conflict of interest would be so significant as to be likely to prejudice her</p>

	<p>judgement of the public interest in performing her role as a Community Councillor?</p> <p>It is difficult to conclude that the Sub-Committee would answer this question otherwise than in the affirmative given the amount of money involved i.e. that a prejudicial interest would exist in this situation.</p> <p><b><u>Non-Financial.</u></b></p> <p>In applying the Paragraph 12(1) test in relation to non-financial type business involving these organisations it is suggested that the Sub-Committee approach the issue by asking itself a similar question to that posed above.</p> <p>Again it is difficult to conclude that the Sub-Committee would answer this question otherwise than in the affirmative i.e. that a prejudicial interest would exist in this situation, unless the business under discussion involving the organisations is of such a nature that it would be categorised as trivial, insignificant or uncontentious.</p>
<p><b>STEP 4</b> Ground(s) on which dispensation could be granted</p>	<p>The Sub-Committee is therefore required to consider a dispensation for grant funding above the maximum of £500 for the Llangattock Green Valleys Community Interest Company and the Green Valleys Community Interest Company only.</p> <p>The Sub-Committee is also required to consider a dispensation in relation to non-financial matters concerning these organisations other than business which would be of such a nature that it would be categorised as trivial, insignificant or uncontentious.</p> <p>In relation to Councillors sitting on voluntary / charitable type local bodies other than by way of appointment by their own Council ground (h) of the 2001 Regulations is normally the ground which would be considered - the business relates to the finances or property of a voluntary organisation of whose management committee or board the Councillor is a member otherwise than as a representative of his/her Council.</p> <p>However this ground only enables the grant of dispensation to speak and not vote.</p> <p>In relation to Councillor's membership of these two organisations other than by way of appointment by their own Council ground (d) of the 2001 Regulations could be considered – the nature of the Member's interest is such that the Member's participation in the business to which the interest relates would not damage public confidence in the conduct of the relevant Authority's business, particularly as some of the land used in projects by these organisations may be in the ownership of the Community Council.</p>



<p><b>STEP 5</b> Determine the application:-</p> <ul style="list-style-type: none"> <li>(i) Refuse</li> <li>(ii) Approve:- <ul style="list-style-type: none"> <li>(a) attend</li> <li>(b) speak</li> <li>(c) vote</li> <li>(d) exercise Board Function</li> <li>(e) seek to influence</li> <li>(f) make written communications</li> <li>(g) make oral representations</li> </ul> </li> </ul>	<p>The applicant has requested a dispensation to attend meetings of the Community Council, to speak, and have the ability to make written and oral representations as well as to influence a debate on a matter relating to these two organisations.</p> <p>Other than the exemption to speak and vote on grant funding for the Llangattock Green Valleys Community Interest Company and the Green Valleys Community Interest Company of a maximum of £500, and other non-financial business which would be of such a nature that it would be categorised as trivial, insignificant or uncontentious, the Sub-Committee is requested to consider this application on the basis of grounds (h) of the 2001 Regulations which would result in the Councillor being eligible for dispensations to speak but not vote in respect of these two organisations.</p> <p>There is no exemption in relation to funding, thus the issue of granting a dispensation above the £500 maximum does not apply. However in relation to non-financial matters the Sub-Committee is requested to consider a dispensation under ground (d) which would result in the Councillor being eligible to speak and / or vote on such non-financial matters which were not otherwise categorised as trivial, insignificant or uncontentious</p> <p>In the event of the Sub-Committee granting a dispensation it would also need to consider whether that dispensation should be limited to exclude the regulatory type matters set out in Paragraph 12(3) of the Code.</p> <p>The Sub-Committee is reminded that at a previous meeting it was decided in another case not to grant a dispensation in respect of regulatory type matters.</p>
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The Companies Act 2006

Community Interest Company Limited by Guarantee

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**Articles of Association**

**Of**

**Cwmni Buddiant Cymunedol  
Llangattock Green Valleys  
Community Interest Company**

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(CIC Limited by Guarantee, Schedule 1, Small Membership)

## **1. Not for profit**

1.1 The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

### **OBJECTS, POWERS AND LIMITATION OF LIABILITY**

## **2. Objects**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to

- (i) The generation, distribution and use of sustainable energy and associated carbon credits coupled with the reduction of energy usage and greenhouse gas emissions
- (ii) Implementing, supporting and advising on projects or works that deliver sustainable improvements to the local environment
- (iii) The promotion and delivery of education and training into the community and surrounding area to support the objectives of sustainable energy generation, distribution and carbon credits, reducing energy usage and greenhouse gas emissions whilst increasing local environmental awareness and green energy generation
- (iv) The promotion and delivery of commercial enterprises that support the objectives of generating and distributing renewable energy and associated carbon credits, reducing non-sustainable energy usage and greenhouse gas emissions whilst creating local employment opportunities
- (v) Acquiring and distributing funds, guidance and support to local groups and other community interest projects that support the objectives of generating and distributing renewable energy and associated carbon credits, reducing non-sustainable energy usage and greenhouse gas emission and deliver sustainable improvements to the local environment.

## **3. Powers**

3.1 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

## **4. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound

up while he or she is a member or within one year after he or she ceases to be a member, for:

- 4.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributories among themselves.

## **5. Directors' remuneration**

- 5.1 Directors may undertake any services for the Company that the Directors decide.
- 5.2 Directors are entitled to such remuneration as the Directors determine:
  - (a) for their services to the Company as Directors; and
  - (b) for any other service which they undertake for the Company.
- 5.3 Subject to the Articles, a Director's remuneration may:
  - (a) take any form; and
  - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 5.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 5.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

## **6. Directors' expenses**

- 6.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
  - (a) meetings of Directors or committees of Directors;
  - (b) general meetings; or
  - (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## MEMBERS

### BECOMING AND CEASING TO BE A MEMBER

#### 7. Becoming a member

- 7.1 The subscribers to the Memorandum are the first members of the Company.
- 7.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 7.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 7.4 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

#### 8. Termination of membership

- 8.1 Membership is not transferable to anyone else.
- 8.2 Membership is terminated if:
  - 8.2.1 the member dies or ceases to exist;
  - 8.2.2 otherwise in accordance with the Articles.

#### 9. Indemnity

- 9.1 Subject to Article 34.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:
  - (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
  - (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
  - (c) any other liability incurred by that Director as an officer of the Company or an associated company.
- 9.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 9.3 In this Article:
  - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- (b) a “relevant Director” means any Director or former Director of the Company or an associated company.

## **10. Insurance**

10.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

10.2 In this Article:

- (a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **11. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.



# **1 NAME Proposal – Llangattock Community Woodland Group**

## ***CONSTITUTION – July 2009***

### **1 Title**

The Organisation shall be known as Llangattock Community Woodland Group, thereafter to be referred to as “Llangattock Woodland Group”.

### **2 Aims & Objectives**

The Aims will enhance the activities of The Green Valleys initiative across the Brecon Beacons National Park area and shall include:-

- i. Support generation and use of sustainable energy coupled with the reduction of energy usage and greenhouse gas emissions
- ii. The promotion and delivery of education and training into communities to support the objectives of reducing energy usage and greenhouse gas emissions plus increasing local environmental awareness
- iii. The promotion and delivery of enterprises that support the objectives of reducing non-sustainable energy usage and greenhouse gas emissions whilst creating local employment opportunities

Objectives:-

- i. To create activity that can utilise opportunities to put the diverse local woodland back into productive and sustainable management whilst stimulating biodiversity, improved access, creating volunteering and recreational opportunities, local education and employment opportunities.
- ii. Foster and support community engagement in Llangattock and the wider “Green Valleys” area.
- iii. Manage and support a woodstore to encourage and foster renewable energy activities.

### **3 Powers**

In order to achieve the above objectives, Llangattock Woodland Group may: -

- i. Employ and pay any person or persons to supervise, organise and carry on the work of Llangattock Woodland Group.
- ii. Llangattock Woodland Group may also engage with and pay fees to professional and technical advisors or consultants to assist the work of Llangattock Woodland Group, as and when resources allow.



- iii. Bring together and work in liaison with representatives of voluntary and independent organisations, government departments, local authorities and other statutory bodies and individuals.
- iv. Establish topic specific focus groups, regional or local groups, or other groups when and where considered necessary, with such powers as may be considered by Llangattock Woodland Group to be appropriate.
- v. Liase and consult with or take out membership of such organisations as are considered to be in the interests of and compatible with the objectives of Llangattock Woodland Group.
- vi. Promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results.
- vii. Arrange and provide for or jointly arrange and provide for the holding of meetings, exhibitions, conferences, seminars and training courses.
- viii. Participate in national and local consultation exercises and provide comments and feedback where appropriate.
- ix. To take such steps as may be deemed appropriate for the purpose of raising funds for Llangattock Woodland Groups activities.
- x. To accept grants, donations, legacies or contributions of all kinds from any person or organisations on such terms and on such security as shall be deemed to be appropriate.
- xi. Invest funds of Llangattock Woodland Group not immediately acquired for the objectives in such a way as thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law.
- xii. To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of Llangattock Woodland Group, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- xiii. Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights or privileges considered appropriate for the promotion of Llangattock Woodland Groups objectives. Llangattock Woodland Group may also construct, maintain and alter any buildings considered appropriate for Llangattock Woodland Groups work, and may also make regulations for the management of such property.
- xiv. To effect insurance of all kinds (which may include officers' liability insurance).
- xv. To engage with volunteers and make provisions for the reimbursement of any out of pocket expenses incurred.
- xvi. Do all such other lawful things as are incidental or conducive to the attainment of Llangattock Woodland Groups objectives.

## **4 Membership - 'Llangattock Woodland Group of Contacts'**

### *Membership qualifications:*

- i. Membership shall be open to any individual or organisation (association, corporate body or constituted organisation) that supports the objects of Llangattock Woodland Group and agrees to be bound by this constitution.
- ii. Membership of Llangattock Woodland Group shall be open to any person, regardless of race, age, gender, sexual orientation or ability.
- iii. Membership to Llangattock Woodland Group will be when an individuals contact details are registered on Llangattock Woodland Groups register list (database), known as the 'Network of Contacts'.
- iv. Individuals and organisations will be registered as members when they return their details to Llangattock Woodland Group, express an interest in Llangattock Woodland Groups work or who attends a relevant event organised by Llangattock Woodland Group.

### *Membership entitlements:*

- i. Each member will be entitled to a single vote. In the case of member organisations, a nominated representative will be entitled to one vote on behalf of that member.
- ii. An individual member may not also represent a member organisation.
- iii. Members will regularly receive information on the work and development of Llangattock Woodland Group, and will be invited to participate in 'Network Meetings' and will be invited to the Annual General Meetings.

### *Membership subscription:*

- i. The annual member subscription fee shall be set at each Annual General Meeting and will be used to support the aims and objectives of Llangattock Woodland Group.
- ii. Any resulting membership fees that may be gained from future membership schemes of Llangattock Woodland Group will directly fund the on-going maintenance and development of such a scheme. This will be on a non-profit making basis as all monies will be directly ploughed back into the work of Llangattock Woodland Group.

- iii. Volunteers and volunteer group members will be offered free membership if they participate in clearance activity or support the management of Llangattock Woodland Group. If volunteers stop this activity they will be deemed to have relinquished membership of Llangattock Woodland Group.

## **5 Management Committee**

- i. A Voluntary Management Committee shall control the affairs of Llangattock Woodland Group.

*The committee shall consist of the following:*

- i. A **Chairperson**, whose duties will include chairing of the meetings of Llangattock Woodland Group and represent Llangattock Woodland Group at functions/meetings that Llangattock Woodland Group has been invited to and act as the spokesperson of Llangattock Woodland Group when necessary.
- ii. A **Vice-Chairperson**, whose duties will include providing cover for the duties of the Chairperson where necessary.
- iii. A **Secretary**, whose duties will include the recording of minutes at each meeting of Llangattock Woodland Group, the issuing of notice of meetings, the maintenance of the register of members (network of contacts) and dealing with correspondence.
- iv. A **Treasurer**, whose duties will include the maintenance of Llangattock Woodland Groups accounts and providing an accurate financial statement and reports at each meeting, such as the AGM, as and when required.
- v. Any other positions as deemed necessary by the committee.
- vi. The management committee shall consist of no more than eight [8] individuals and no less than four [4] comprising the nominated office bearers of Llangattock Woodland Group and other non-office bearing members, as elected at Llangattock Woodland Groups Annual General Meeting.

- vii. Minutes shall be taken at all committee meetings and reviewed at the next meeting.

### 5.3 *Powers of the management committee*

- i. The management committee may exercise the powers stated in this constitution provided that such actions are in the interests of Llangattock Woodland Group.
- ii. The management committee may at any time convene such special or standing committees or sub-committees to be made up of members of the management committee and/or the wider membership for any purpose and shall determine their respective terms of reference, powers, duration and composition. All acts and proceedings of such special standing committees or sub-committees shall be reported back to the management committee as soon as possible.
- iii. The management committee shall have the power to co-opt additional committee members from the membership at any time. Co-opted members shall not be entitled to a vote on the Committee.
- iv. The management committee shall have the power to adopt standing orders for Llangattock Woodland Group and its groups. Such standing orders, which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately.

### 5.5 *Personal interests*

- i. If a member of the management committee is involved in a decision through which they stand to benefit from, they must declare their interest in the decision and they will not be allowed to participate in the decision.
- ii. An interest may be considered to be declarable if the management committee member, their partner, close relative, a company or other organisation they are involved with would benefit from the decision.

### 5.4 *Payment to management committee members*

- i. The members of the management committee shall make no financial gain from their position. However, where resources allow, provision may be made for the reimbursement of reasonable out of pocket expenses

## **7 Finance**

### **7.1 Financial matters**

- i. All funds raised by or on behalf of Llangattock Woodland Group shall be applied to further the objectives of Llangattock Woodland Group and for no other purpose.
- ii. A bank account will be held in the name of Llangattock Woodland Group, with such banks or building societies, as the management committee shall from time to time decide.
- iii. The management committee may enter into agreement with an appropriate agency to be responsible for administration of Network funds until such times that a bank account is able to be set up in the name of Llangattock Woodland Group.
- iv. The management committee shall authorise members of the management committee or other suitable Network employees to sign cheques on behalf of Llangattock Woodland Group. No more than four members of the Management Committee shall be authorised as signatories for cheques. All cheques must be signed by not less than two of the authorised signatories.
- v. The title to all property, heritable and moveable, which may be acquired by or on behalf of Llangattock Woodland Group, shall be vested in the name of the chair, vice-chair, secretary and treasurer of the management committee.

**The Companies Acts 1985 and 2006**

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**Company Limited by Guarantee  
and not having a share capital**

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**Memorandum  
and  
Articles of Association  
of  
*The Green Valleys*  
Community Interest Company**

Model constitution for a private company limited by guarantee and not having a share capital with a large membership

# **The Companies Acts 1985 and 2006**

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## **Company Limited by Guarantee and not having a share capital**

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### **Memorandum of Association**

**of**

### ***The Green Valleys Community Interest Company***

#### **1 COMMUNITY INTEREST COMPANY**

The Company is to be a community interest company.

#### **2 NAME**

The Company's name is *The Green Valleys Community Interest Company*".

#### **3 REGISTERED OFFICE**

The Company's registered office will be in Wales.

#### **4 OBJECTS**

The Company's object is to carry on activities which benefit the community and in particular (without limitation) to.

The companies objects shall include carrying on, within the Brecon Beacons National Park and surrounding area, the business of: -

\_The generation and use of sustainable energy coupled with the reduction of energy usage and greenhouse gas emissions

Implementing, supporting and advising on projects or works that deliver sustainable improvements to the local environment

The promotion and delivery of education and training into communities to support the objectives of reducing energy usage and greenhouse gas emissions plus increasing local environmental awareness

The promotion and delivery of commercial enterprises that support the objectives of reducing non-sustainable energy usage and greenhouse gas emissions whilst creating local employment opportunities

Acquiring and distributing funds, guidance and support to the local big green challenge

groups and other community interest projects that support the objectives of reducing non-sustainable energy usage and greenhouse gas emission and deliver sustainable improvements to the local environment

## **5 POWERS**

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

## **6 LIMITED LIABILITY**

The liability of the Members is limited.

## **7 GUARANTEE**

Every Member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his, her or its membership or within one year afterwards:

- (a) for payment of the debts and liabilities of the Company contracted before he, she or it ceased to be a Member;
- (b) for the costs, charges and expenses of winding up; and
- (c) for the adjustment of the rights of the contributories among themselves.



We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum.

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### **PART THREE: DIRECTORS' FUNCTIONS**

#### **8 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY**

(1) The Directors' functions are:

- (a) to manage the Company's business; and
- (b) to exercise all the powers of the Company for any purpose connected with the Company's business.

(2) The Directors may delegate their functions in accordance with the Articles.

#### **9 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE**

(1) Subject to the Companies Acts, and the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.

(2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

#### **10 DIRECTORS' EXPENSES**

The Company may meet all reasonable expenses which the Directors properly incur in connection with:

- (a) the exercise of their functions; or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

## **PART SIX: MEMBERS**

### **11 APPOINTMENT OF MEMBERS**

- (1) The subscribers to the Memorandum are the first Members of the Company.
- (2) Such other persons as agree to become Members of the Company, whose names are entered in the register of Members, and who are admitted to membership in accordance with the Articles, shall be Members of the Company.
- (3) No person shall be admitted as a Member of the Company unless he, she or it is approved by the Directors.
- (4) Every person who wishes to become a Member shall execute and deliver to the Company an application for membership in such form (and containing such information) as the Directors require.

### **MEMBERSHIP**

- (5) The first members of the Company shall be the Subscribers to the Memorandum of Association.
- (6) The Board of Directors may admit to membership;
  - a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
  - b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company;
- (7) provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article X.
- (8) A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.
- (9) Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article
- (10) Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of

membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.

## **CATEGORIES OF MEMBERSHIP**

- 11) Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors;
- 12) "Community Members" shall be members who live, work or have interest within the community of the Brecon Beacons National Park and the surrounding areas and support the aims and objectives of the Company.

## **12 INDEMNITY**

- (1) Subject to the Companies Acts, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:
  - (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
  - (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);
  - (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).
- (2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
- (3) This article is without prejudice to any other indemnity to which a Director may be entitled.

