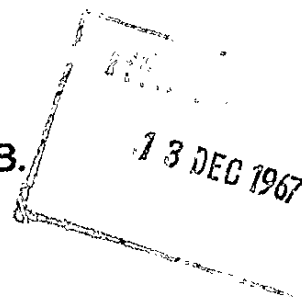




Handwritten signature or initials.

NO. OF COMPANY 924565

THE COMPANIES ACT, 1948.



**Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.**

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF
COMPANY

THE SWANSEA AND BRECON DIOCESAN BOARD OF FINANCE

LIMITED.

CAT. No. C.F.41.

C511 J513410 L

**JORDAN & SONS,
LIMITED**

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



I, John Crichton Barry of Winton
of Highland
Brecon

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a Director/Secretary~~],—

of The Sharnau and Brecon Diocesan Board of
Finance

.....LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835

Declared at Brecon
in the County of
Brecon

J.C.D. de Winton

the 1st day of December 1967
One thousand nine hundred and
before me,

[Signature]
A Commissioner for Oaths (b)

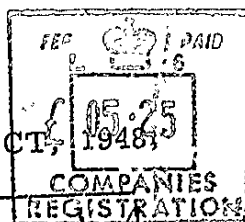
NOTE.

Section 15 of The Companies Act, 1948.

15. (1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such Declaration as sufficient evidence of compliance.

13 DEC 1967



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL.

924565



MEMORANDUM OF ASSOCIATION

of

THE SWANSEA AND BRECON DIOCESAN BOARD OF FINANCE LIMITED

1. The name of the Company (in this Memorandum called "the Board") is "THE SWANSEA AND BRECON DIOCESAN BOARD OF FINANCE" LIMITED.
2. The registered office of the Board will be situate in England.

3. The objects for which the Board is established are as follows (that is to say) : To do all or any of the following things for the purpose of attaining the ends of the Board, if and so far as allowed by law and by the constitution of The Church in Wales, and subject to the observance and performance of whatever may be required by law in order legally to carry out the same:-

(A) To promote aid further and assist such wholly charitable objects and work of the Church in Wales in the Principality of Wales and in the County of Monmouth generally and in particular in the Ecclesiastical area known as "The Diocese of Swansea and Brecon", (which expression shall mean and include the said Diocese as the same is now constituted or hereafter may be legally constituted under the constitution of the Church in Wales, whatever for the time being shall be the extent of such area and by whatever name (in substitution for the present name of "The Diocese of Swansea and Brecon", the said Diocese may be hereafter known), and to organise and provide funds in aid of such wholly charitable objects or work, as are set out in the following essential departments:-

(i) Training for the Ministry of The Church in Wales. For the purpose of this head or department the expression "The Ministry" shall include in addition to the clergy, other persons of either sex engaged in, or connected with, the ministry or work of the Church in Wales.

(ii) Maintenance of the clergy and other persons, as defined under head or department (i), connected with the ministry or work of The Church in Wales including the obtaining of sites, whether of freehold or leasehold tenure, for and the erection,

repair, and upkeep of, parsonage houses and clergy houses and including grants for special purposes.

- (iii) Provision of pensions for and the support and benefit generally of the clergy and other persons as defined under head or department (i), connected with the ministry or work of The Church in Wales, and of persons who have previously held any such positions or any of them.
- (iv) Provision of pensions for, and the support and benefit generally of the widows, orphans, and dependents of the clergy of The Church in Wales and of other persons, as defined under head or department (i), connected with the work or ministry of The Church in Wales, or any of them.
- (v) Provision of sites for, and the erection or construction and repair of Churches, Chapels, Church Halls, Mission Rooms, Hostels, Colleges, Schools, Teachers' Houses, and buildings of all kinds (whether temporary or otherwise), Church Yards, Burial Grounds, playgrounds and recreation grounds used, or to be used, for the purposes of or in connection with any of the objects or work of The Church in Wales.
- (vi) Religious education in all its branches, including the acquisition of buildings and of sites for and the building, equipment, improvement and repair of Church Schools and Colleges, Teachers' Houses, Playgrounds, and training of Teachers.
- (vii) Provision of expenses of Diocesan and central organisation.

With such additions to and modifications of the departments aforesaid as from time to time may be expedient for such of the objects and work of the Church in Wales, as are in law wholly charitable and to aid and further such wholly charitable objects and work of the Church in Wales in any part of Wales outside the said Diocese, or in Monmouthshire or beyond the borders of Wales and Monmouthshire or any Mission or Church or body of Christians in Communion therewith beyond such borders.

- (B) To raise, expend, invest and accumulate funds and income for the purposes aforesaid: Provided that the Board shall not invest any funds held by it otherwise than in the purchase of or upon the security of

- (i) Freehold land situate in England and Wales with or without buildings thereon and subject or not subject to leases or tenancies, easements or restrictive covenants;

- (ii) A perpetual rent charge or perpetual rent charges issuing out of land in England and Wales;
- (iii) Stocks, funds, securities or other properties in or upon which trustees are or may from time to time be authorized by law to invest trust monies (other than Irish investments);
- (iv) Any other stocks, funds, securities or properties whatsoever but so that the aggregate sum invested under this sub-head shall not at any one time exceed one quarter of the whole of the funds then held by the Board and so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities, and with such sanction (if any), as may for the time being be prescribed by law.

Notwithstanding anything hereinbefore contained the Board shall not invest any money in or upon stocks, funds, securities or other investments in bearer form or transferable by delivery with or without endorsement, or purchase any freehold lands without any necessary license under Section 14 of the Companies Act 1948.

From time to time to determine or assist in determining the proportions in which such funds ought to be contributed by the several Archdeaconries or Rural Deaneries of The Diocese of Swansea and Brecon and in the several Parishes of each Rural Deanery.

- (C) To enter into agreements with associations, societies or trusts in connection with The Church in Wales carrying out in The Diocese of Swansea and Brecon or elsewhere within the borders of Wales and Monmouthshire any objects similar to any of the objects of the Board, and to delegate any of its powers as may from time to time be provided by the Articles of Association.
- (D) To enter into any arrangement with any society or body or person or persons having power to administer or apply any funds within the Diocese of Swansea and Brecon or any part thereof (whether as part of a larger area or not) for any of the purposes or powers or provisions for which the Board has power to administer or apply funds, with reference to any of the funds or property held by any such society or body or person or persons, or any of its or his or their powers, duties or trusts, and in particular on the request of any such society or body or person or persons, or any of its or his or their powers, duties or trusts, and in particular on the request of any such society or body or person or persons as aforesaid to take over, carry on or continue any of its or his or their powers, duties or trusts.

- (E) To make grants or donations or annual payments to any association or body not formed or carrying on business for profit and having any objects in connection with The Church in Wales similar to any of those of the Board, and whether in the Diocese of Swansea and Brecon or elsewhere.
- (F) To pay officers, clerks and servants of the Board, to make payments for insurance on their behalf, and to make provision for any person or the widow of any person who has been in the employment of the Board.
- (G) To raise and borrow money at interest for the purposes of the Board on such terms and on such security (if any) as may be determined, and in particular by the issue of debentures or debenture stock, redeemable or otherwise, and to act as guarantors in respect of the raising of money for the advancement of any of the objects of the Board.
- (H) To promote or oppose or join in promoting or opposing legislative or other measures affecting or likely to affect any of the objects or work of the Board, or any body of persons, the aid or benefit of which is within the objects of the Board.
- (I) Subject to the provisions of Section 14 of the Companies Act 1948, to acquire and hold real and personal property, and in particular in connection with the work of The Church in Wales, to purchase, hire, or otherwise acquire or hold sites for building, altering, or enlarging, and to build, alter, or enlarge, and to maintain, furnish, equip, and endow churches, chapels, church yards, burial grounds, parochial buildings, buildings used for church purposes, mission halls, offices for organisations, societies, or charities, schools, colleges, residences, either with or without gardens, or other grounds, for ministers, for school masters, school mistresses or teachers, refuges, homes, and clubs, or other similar buildings; and to purchase, hire, or otherwise acquire, and hold, alter, maintain, and furnish suitable premises for the work of the Board, or necessary or convenient for its purposes, and to sell, mortgage, charge, lease, exchange, partition, or otherwise deal with any property of or held by the Board, and to appropriate, or distribute the same for the purposes of the Board, as may be deemed expedient with a view to the promotion of its objects.
- (J) Subject to the laws relating to champerty and maintenance to contribute to, or bear the expense of any prosecution or proceeding in the Courts established by the constitution of The Church in Wales, or under any Act for the time being in force for the control or discipline of the clergy, or of any action or proceeding in any court for the protection of any Church or Church property or Church

rights within The Diocese of Swansea and Brecon or in respect of any dilapidations or waste thereof.

- (K) To take over or co-operate with any organisation other than those hereinbefore mentioned or referred to, not formed for profit and carrying on any work connected with The Church in Wales in the said Diocese of Swansea and Brecon or any part thereof.
- (L) If and so far as may be necessary and expedient for the purpose of promoting or giving effect to any of the objects of the Board, to act as the executors of any deceased person, and to accept property of any kind and in any form, whether real or personal, to be held by the Board either alone or jointly with another or others upon any trusts, whether already existing or newly created, connected with The Church in Wales, but subject as to land to the provisions of Section 14 of the Companies Act 1948.
- (M) To apply, if the Board shall by Special Resolution so decide, for a Royal Charter incorporating an association having objects similar to those of the present Board, and upon such incorporation to transfer and commit the property, work and objects of the present Board to the body incorporated by such Royal Charter.
- (N) In the event of a partition or alteration of the boundaries of the Diocese of Swansea and Brecon as at present existing, to appropriate such part as the Board shall think fit of the property held for the general purposes of the Board to similar purposes within the area by such partition or alteration separated from The Diocese of Swansea and Brecon as at present existing, and to make over such appropriated part to any Diocesan Board of the Diocese in which the area so separated is comprised as Trustee, or to any such Trustees as the Board shall think fit, and to declare the trusts of the property so made over; Provided that the trusts to be so declared shall, as far as may be, be of the same character, except as regards the area for which they are to be administered and the body to administer the same, as the trusts and provisions applicable thereto under these presents. And as to any property held on special trusts affecting any area so separated as aforesaid or any part thereof, to deal with the same (so far as the law allows) in a corresponding manner.
- (O) To solicit, collect, and receive moneys for any of the purposes of the Board, and to issue appeals for financial assistance, and to collect, publish, and circulate, statistics and other information, and to print and publish leaflets, pamphlets, books, and other matter that the Board may think desirable, for the furtherance of its objects.

- (P) To pay out of the funds of the Board all the expenses of, or incident to the formation and management of the Board, or administering any special trust, or of otherwise carrying out any of the objects herein specified, including the payments of stipends, salaries, pensions, or emoluments, to persons employed or their dependents.
- (Q) To create trusts for any charitable purposes, and to invest any property of the Board in the names of, or to hand over any property of the Board to any one or more trustees for the purposes of any such trust.
- (R) To exercise such further powers in relation to the objects of the Board as the Diocesan Conference may think necessary or expedient in view of the requirements of The Diocese of Swansea and Brecon.
- (S) To do all such other lawful things as are incidental or conducive to the attainment of the above objects: Provided that the Board shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Board, would make it a trade union: Provided also that in case the Board shall take or hold any property subject to the jurisdiction of the Ministry of Education or Charity Commissioners for England and Wales, the Board shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, as as regards any such property the members, managers or trustees of the Board shall be chargeable for such property as 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 as to the same extent as they would as such members, managers or trustees have been if no incorporation had been effected, and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice, the Ministry of Education or the Charity Commissioners over such members, managers or trustees but they shall as regards any such property be subject jointly and separately to such control and authority as the Board were not incorporated.

4. The income and property of the Board whencescever derived shall be applied solely towards the promotion of the objects of the Board as set forth in this Memorandum of Association, 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 Board: Provided that (subject as hereinafter mentioned) nothing herein contained shall prevent the payment in good faith (A) to clerical members of the Board of grants and pensions, such grants and pensions being in accordance with the

objects of the Board as set forth in this Memorandum of Association, or (B) to any member of the Board who shall hold any office under or be employed by the Board of reasonable and proper remuneration in return for any services actually rendered by him, but so that (A) not more than one-fifth of the members thereof shall be entitled to any such special grant, pension or remuneration, (B) no clerical member of any committee or committees for the time being charged with the duty of making or recommending such special grants or pensions as aforesaid shall be entitled to receive any such special grant or pension, and (C) no member to whom any such special grant, pension or remuneration shall be made or paid shall in any circumstances vote or be present at any meeting of the Board, or of any Executive Committee or Governing Body of the Board which may be set up, or of any Committee of the Board at which the question of making, paying or recommending any such special grant, pension or remuneration as aforesaid shall come up for discussion, consideration or decision; and nothing herein contained shall prevent (1) the payment of interest at a rate not exceeding £4 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Board, or (2) the repayment of out-of-pocket expenses, including such reasonable travelling expenses incurred in attending meetings of or on behalf of the Board or of any Council or Governing Body which may be set up by the Board or The Church in Wales, or of any Committee or Committees thereof, or otherwise in connection with the business of the Board or The Church in Wales, as may be determined, or (3) any payment to any company of which a member of the Board may be a member, and in which such member shall not hold 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 such payment. For the purposes of this clause a special grant means a grant made to a clerical member of the Board in view of his individual need, and not in view of his office, or work.

~~5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Board for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.~~

~~6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Board in pursuance of Section 19 (1) of the Companies Act, 1948.~~

5. The liability of the members is limited. ✓

6. Every member of the Board undertakes to contribute to the assets of the Board 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 Board 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 amongst themselves, such amount as may be required not exceeding £1. ✓

~~8.~~ 7. If, upon the winding up or dissolution of the Board, 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 Board, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Board, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Board under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Board 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 in connection with The Church in Wales.

~~10.~~ 8. True accounts shall be kept of the sums of money received and expended by the Board, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Board, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Board for the time being, they shall be open to the inspection of the members. Once at least in every year the accounts of the Board shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more competent auditor or auditors.

~~11.~~ 9. In this Memorandum of Association the expression "The Church in Wales" has the same meaning as in Section 1 of the Welsh Church Act 1914, and the expression "The Diocesan Conference" has the same meaning as in Chapter IV of the Constitution of the Church in Wales.

W., the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

~~John Swansea Brecon.~~
 [John James Abraham Thomas,] Lord Bishop of
 Ely Tower, Brecon. Swansea Brecon.
 W. U. Edwards. The Rectory, Brecon. Dean of Brecon.
 JACOB
 W. D. G. Wilkinson, Broadway, Llandrindod Wells. Archdeacon of Brecon.
 Glyn Jones, 63 Walter Road, Swansea. Consultant Radiologist.
 H. Edgar Morgan, Arlington, Ton Cynlais.
 HOPKINSON
 Dr. Luther Thomas, St. Barnabas Rectory, Swansea. Archdeacon of Brecon.
 THOMAS
 Mervyn J. Jenkins, Mersham, Brecon. Builder.

Dated this 18 day of October, 1967.

Witness to the above Signatures:-

John H. H. H. H.

36 Walter Road
 Swansea

13 DEC 1967

924565

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY GUARANTEE AND NOT HAVE
A SHARE CAPITAL.

ARTICLES OF ASSOCIATION

of

THE SWANSEA AND BRECON DIOCESAN BOARD OF FINANCE LIMITED

PRELIMINARY.

1. In these Articles:-

"The Act" means the Companies Act 1948.

"The seal" means the common seal of the Board.

"Secretary" means any person appointed to perform the duties of the Secretary of the Board.

"The Diocese" means the Diocese of Swansea and Brecon for the time being and all reference to the holders of Diocesan offices whether clerical or lay mean the holders of such offices within the Diocese.

"The United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form. Unless the context otherwise requires words or expressions used in these Articles shall bear the same meanings as in the Act.

2. The Board is established for the purposes expressed in the Memorandum of Association, and in particular to promote the organisation of finance for the purposes of The Church in Wales in The Diocese of Swansea and Brecon as defined in Clauses 11 and 3 (A) of the Memorandum of Association of the Board.

MEMBERS.

3. The number of members with which the Board proposes to be registered is 96, but the Executive Committee may from time to time register an increase of members.

4. The following persons shall be qualified to be members of the Board viz:

- (A) Ex-officio Members: The Lord Bishop of Swansea and Brecon, the Dean of the Cathedral Church of Brecon, The Archdeacons of Brecon and Gower, the Chancellor and the Registrar of the Diocese, the Treasurer and Secretaries of the Swansea and Brecon Diocesan Conference, the Rural Deans, the Secretary of the Diocesan Education Council, the Secretary of the Diocesan Widows, Orphans and Dependents Society, the Secretary of the Parsonage Board, the Secretary of the Diocesan Trust and the Secretary of the Diocesan Council for Mission and Unity whilst holding such respective offices and persons becoming members by virtue of any such qualification.
- (B) Elected Members: One clerical to two lay members elected from each Rural Deanery within the Diocese by the Ruridecanal Conference of such Deanery.
- (C) Nominated Members: Not more than ten persons nominated by the Lord Bishop of Swansea and Brecon.
- (D) Co-opted Members: Not more than ten persons nominated by the Board.

Provided always that the Board in General Meeting may under the direction of the Diocesan Conference increase or diminish or rearrange the number of its members from time to time but not so as to alter the constitution of the Executive Committee.

5. The election of the said clerical and lay members shall be triennial, and it is intended that the election shall take place as soon as may be after the 30th day of April in each third year computed as commencing with the year 1968 but elected members shall, except in the case of death or resignation, be entitled to continue in office until their successors have been appointed. A certificate signed by the Rural Dean of any of the hereinbefore mentioned Rural Deaneries, and delivered to the Secretary of the Board, as to the persons who have been elected as elected members by the Ruridecanal Conference of such Deanery, and as to the terms of their appointments respectively, and as to whose places members are to take shall be conclusive evidence of the matters so certified, and a person shall not be deemed to have been duly elected in the absence of such a certificate as to his election.

6. Nominated and co-opted members shall be nominated and co-opted as soon as may be after the 1st day of June in each third year, computed as commencing with the year 1968. Nominated and co-opted members shall, except in the case of death or resignation, be entitled to continue in office until their successors have been nominated or co-opted.

7. Any vacancy during the triennial period in the number of the elected members may be filled by election by the same body as shall have elected to the office vacant, and any vacancy during

the triennial period in the number of nominated or co-opted members may be filled by nomination by the Lord Bishop of Swansea and Brecon or by co-option by the Board as the case may be, but the persons elected or nominated or co-opted to fill the vacancy shall be elected only for the residue of the period for which the person whose place he is to take was elected or nominated.

8. Save as regards those persons who have become members by signing the Memorandum of Association, every person qualified to be a member of the Board shall become a member upon signing either the Register of Members to be kept pursuant to Section 110 of the Act or a written consent to become a member.

9. The persons mentioned in the following table having been elected by the clerical and lay members respectively of the Ruridecanal Conferences of the Rural Deaneries mentioned in the table, such of them as have subscribed the Memorandum of Association of the Board or shall within 21 days after the incorporation of the Board either sign the Register of Members, or a written consent to become members, shall be the original elected members of the Board:-

Deanery of Clerical Members
Brecon 1.

Rev. T. Ll. E. James, The Vicarage, Talgarth, Brecs.
Rev. V. J. Davies, The Vicarage, Llangorse, Brecon.

Lay Members

Mr. R. G. W. Beck - Roberts, Talachddu House, Talachddu, Brecon.
Mr. M. F. Jenkins, Maesllan, The Watton, Brecon.
Mrs. Greet, Trevanion, Bwlch, Brecon.
Mr. Brychan Jones, Tredustan, Talgarth, Breconshire.

Deanery of Clerical Members
Brecon 2.

Rev. E. H. V. Rees, The Vicarage, Trallong, Brecon.

Lay Members

Mr. W. J. Summers, Milford, Penyfan Road, Llanfaes, Brecon.
Major R. W. P. Parry, Cefn Parc, Llanspyddid, Brecon.

Deanery of Clerical Members
Builth.

Rev. O. W. Jones, The Vicarage, Builth Wells, Brecs.

Lay Members

Mr. G. L. Bradley, The Leas, Builth Wells, Brecs.
Mr. M. L. Bourdillon, Llwyn Madoc, Beulah, Llanwrtyd Wells.

Deanery of Clerical Members
Crickhowell.

Rev. I. Ll. Davies, The Rectory, Talybont-on-Usk, Brecon.
Rev. (vacancy)

Lay Members

Mrs. P. Williams, Lower Wenallt, Talybont-on-Usk, Brecon.
Mrs. C. G. Sandeman, Ashfield, Crickhowell, Brecs.
Mr. B. N. Shaw, Oaklands, Rectory Lane, Crickhowell, Brecs.
Mr. T. Steele, 20, Heol Onen, Brynmawr, Brecs.

Deanery of Clerical Members

Hay.

Rev. D. B. James, The Rectory, Rhosgoch, Painscastle, Builth Wells.

Lay Members

Mr. T. A. Griffiths, Portway, Rhosgoch, Painscastle, Builth Wells.

Mr. Ll. Havard, Penwern, Boughrood, Radnorshire.

Deanery of Clerical Members

Knighton

Rev. R. M. H. Jones, The Vicarage, Llangunllo, Knighton, Rads.

Lay Members

Mr. M. H. Thomas, Westray, Knighton, Rads.

Mrs. J. L. Waters, 8, Church Street, Knighton, Rads.

Deanery of Clerical Members

Melineth

Elwel

Canon W. J. Davies, (R. D.), The Rectory, Llandrindod Wells, Rads.

Rev. M. E. Evans, The Vicarage, Nantmel, Rhayader, Rads.

Rev. E. J. Bryant, The Vicarage, Hundred House, Builth Wells, Brecks.

Lay Members

Major V. Dilwyn Jones, Sherwood, Grosvenor Road, Llandrindod Wells.

Mr. J. E. Jones, Brynlllys, High Street, Llandrindod Wells.

Mr. J. S. Davies, Penybanc, Llanbadarn Fynydd, Llandrindod Wells.

Mr. E. C. Nicholls, Broadlands, Llanddewi Ystradenny, Llandrindod Wells.

Mrs. D. R. Oliver, The Rectory, Llanbadarn Fawr, Llandrindod Wells.

Miss B. Gwynne-Howell, Dol-y-ffyn, Builth Wells, Brecks.

Deanery of Clerical Members

Swansea

Canon T. C. Bowen, The Rectory, Loughor, Swansea.

Rev. R. Alan Evans, The Vicarage, St. Thomas, Swansea.

Rev. E. T. Hunt, The Parsonage, 122, Mansel Road, Bonymaen, Swansea.

Rev. D. Jones Evans, St. Jude's Vicarage, Hillside Crescent, Swansea.

Lay Members

Dr. Glyn Jones, 63, Walter Road, Swansea.

Mr. W. H. Townsend, 149, Gower Road, Swansea.

Mr. W. A. Taylor, 43, Sketty Park Road, Sketty, Swansea.

Mr. A. F. G. Brice, 60, West Cross Lane, West Cross, Swansea.

Mr. Ivor Lewis, Gerston Villa, Caecerrig Road, Pontardulais, Swansea.

Mr. Wyndham Jones, 14, Saunders Way, Derwen Fawr, Swansea.

Mr. G. Short, 28, Townhill Road, Swansea.

Mr. D. Edgar Morgan, Arlington, Lon Cynlais, Swansea.

Deanery of Clerical Members

East Gower

Canon T. R. Walters James (R. D.), The Vicarage, Pontardawe, Swansea.

Rev. Brynmor Williams, The Vicarage, Llansamlet, Swansea.

Lay Members

Mr. Arthur Hapgood, 10, High Street, Pontardawe, Swansea.

Mr. W. Aneurin Davies, 22, Springfield Street, Morriston, Swansea.

Mr. H. Roderick, Wynford, Glanrhyd Road, Ystradgynlais, Swansea.

Mr. T. H. Wilson, 30, Brynawel Road, Pontardawe, Swansea.

Deanery of Clerical Members

West Gower

Rev. D. E. Glyn Davies (R. D.), The Rectory, Port Eynon, Swansea.

Deanery of Lay Members

West Gower

Mr. D. A. Bailey, Morningside, 1, Brynfield Road, Langland, Swansea.
Mr. A. Y. Kerridge, Fairhaven, Penmaen, Swansea.

10. The persons mentioned below having been nominated by the Lord Bishop and co-opted by the Board respectively, such of them as have subscribed the Memorandum of Association of the Board or shall within 21 days after the incorporation of the Board either sign the Register of Members or a written consent to become members, shall be the original nominated and co-opted members of the Board:-

MEMBERS NOMINATED BY THE LORD BISHOP

The Very Rev. W. Ungood Jacob, The Deanery, Brecon.

Canon H. C. Williams (R. D.), St. Mary's Vicarage, Eden Avenue
Swansea.

Canon T. E. Griffiths, Bronllys Vicarage, Talgarth, Brecs.

Rev. H. E. Williams, The Vicarage, Hay, Hereford.

Sir M. Venables Llewelyn, Bt., Llysdyham, Newbridge-on-Wye,
Rads.

Col. J. H. L. Crichton, Penlan, Glasbury-on-Wye, Hereford.

Major R. Duncan Raikes, Treberfydd, Bwlch, Brecon.

Mr. W. S. Pritchard, Cwrt Llewelyn, Builth Wells, Brecs.

Mr. J. Martin Davies, The Rise, Westfa Road, Swansea.

Mr. Edward R. Nash, 47, Walter Road, Swansea.

MEMBERS CO-OPTED BY THE BOARD

Canon G. H. James, Sketty Vicarage, Sketty, Swansea.

Canon C. F. Jones (R. D.), The Rectory, Llanfrynach, Brecon.

Rev. D. R. Davies (R. D.), The Vicarage, Llanwrtyd Wells, Brecs.

Rev. J. Wynford Jones, The Vicarage, Clydach, Swansea.

Rev. D. T. Davies, Pennard Vicarage, Southgate, Swansea.

Mr. R. D. Edwards, 47, Pentrepoeth Road, Morriston, Swansea.

Mr. J. J. Teesdale, Wayside, Grosvenor Road, Llandrindod Wells.

Mr. F. C. Williams, Eskdale, Waun Road, Morriston, Swansea.

Mr. W. H. C. Holcombe, Tilt Cove, Mansel Road, Bonymaen, Swansea.

Mr. J. W. Jacobs, 532, Mumbles Road, Mumbles, Swansea.

11. Membership shall cease and determine in manner following that is to say - As to ex-officio members, upon death, resignation

or ceasing to hold the respective offices in right of which they have become members, and as to any other member upon his dying or resigning or upon the expiration of the period for which he was appointed; and any member may resign his membership at any time by giving to the Secretary of the Board at least seven days' notice in writing of his intention to resign at the date stated in such notice.

12. Every member, other than the ex-officio members, shall be eligible for re-election, re-nomination, or re-co-option as the case may be, and shall, except in the case of death or resignation, hold office as a member until his successor is elected or nominated or co-opted.

13. The Board may act notwithstanding any vacancy in the number of members.

GENERAL MEETINGS.

14. The first General Meeting of the Board shall be held at such time not being less than one month nor more than three months after the incorporation of the Board and at such place as the Bishop of Swansea and Brecon may determine. A General Meeting to be called the Annual General Meeting and to be specified as such in the notices calling it shall be held once in the year 1968 and in every succeeding year on such day not being more than fifteen months after the holding of the preceding Annual General Meeting (or in the case of the first Annual General Meeting after the first General Meeting), and at such place as the Executive Committee shall appoint. Other General Meetings shall (subject as hereinafter mentioned) be held at such intervals as the Executive Committee shall determine. All General Meetings other than the first General Meeting and Annual General Meetings shall be called Extraordinary General Meetings.

15. The Executive Committee may at any time and the Secretary may, in cases of urgent necessity, with the sanction of the Chairman of the Board, convene an Extraordinary General Meeting of the Board and, in addition and without prejudice to the provisions of Section 132 of the Act, the Secretary shall upon a requisition made in writing and signed by any ten or more members of the Board, convene an Extraordinary General Meeting.

16. Any requisition made by members of the Board as aforesaid shall express the objects of the meeting proposed to be called and shall be left at the registered Office of the Board.

17. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting, and if he does not convene the same within twenty-one days from the date of receipt of such requisition, the members making such requisition or a majority of them may themselves convene a General Meeting.

NOTICE OF GENERAL MEETINGS.

18. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 clear days' notice in writing at the least, and any other General Meeting shall be called by 14 clear days' notice in writing at the least. The notice shall specify the place and time of meeting and the general nature of the business to be transacted thereat and shall be sent to the Auditors and to each member who is entitled under these Articles to receive notices of General Meetings but the accidental omission to send such notice to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings of any General Meeting: Provided that the provisions of Section 133 (3) of the Act shall apply to all meetings of the Board.

PROCEEDINGS AT GENERAL MEETINGS AND VOTING.

19. At a General Meeting, unless the Board otherwise decide, fifteen members shall be a quorum, and no business shall be transacted at any General Meeting unless a quorum be present at such meeting.

20. If within half an hour from the time appointed for a meeting a quorum be not present the meeting shall be dissolved.

21. At every General Meeting all matters which come under the consideration of such meeting (except such matters as must be dealt with by Special or Extraordinary Resolution or as by regulations, standing orders or bye-laws for the time being in force, require some other majority) shall be decided by a simple majority of votes of the members personally present and voting.

22. The Executive Committee shall from time to time elect a Chairman, to act for a period not exceeding three years from the date of his election, and may elect a Vice-Chairman for an equivalent period. The executive Committee shall also from time to time elect an Honorary Treasurer. All persons so elected must be members of the Board.

23. At any Annual General Meeting the Bishop of Swansea and Brecon for the time being, if a member of the Board, or, in his absence, the Chairman, and, in his absence also, the Vice-Chairman (if any), shall preside as Chairman of such meeting. If neither the Bishop of Swansea and Brecon nor the Chairman nor the Vice-Chairman (if any) is present at any meeting and willing to act, the members present shall choose one of their

number to be Chairman. At all other General Meetings the Chairman, if present, and in his absence the Vice-Chairman (if any), if present, shall preside, and if neither the Chairman nor the Vice-Chairman (if any) is present and willing to act, the members present shall choose one of their number to be Chairman. Such Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left undisposed of at the meeting at which the adjournment took place.

24. Every member, except as provided in Article 23, shall have one vote. No vote shall be given by proxy. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (A) By the Chairman
- (B) By not less than five members present in person
- (C) By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

The demand for a poll may be withdrawn.

25. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote, whether on a show of hands or on a poll.

27. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

EXECUTIVE COMMITTEE.

28. The functions of Directors of the Board shall be carried out by an Executive Committee. All reference in the Act or in these Articles to "the Directors" shall be construed as referring to the Executive Committee and all references to "a Director" shall be construed as referring to a member of the Executive Committee.

The Executive Committee shall comprise:-

The Rt. Rev. The Lord Bishop of Swansea and Brecon	Dr. Glyn Jones
The Very Rev. The Dean	Mr. John de Winton
The Ven. The Archdeacon of Brecon	Mr. R. D. Edwards
The Ven. The Archdeacon of Gower	Major V. Dilwyn Jones
Canon T. E. Griffiths	Mr. C. G. Bellingham
Rev. H. E. Williams	Mr. D. L. Hodgkiss
The Secretary for the Council of Mission & Unity	Rev. D. R. Wilkinson

29. The provisions of Section 185 of the Act are hereby excluded from applying to the Executive Committee.

30. The Executive Committee may exercise all such powers of the Board as are not by the Act or by these Articles required to be exercised by the Board in General Meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Board in General Meeting. But no regulations made by the Board in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

31. The Executive Committee may from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of the business and affairs of the Board, its officers, servants and the members of any section thereof, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Board contained in its Memorandum and Articles of Association, or amount to such an addition to or alteration of the Articles of Association as could only legally be made by Special Resolution and in accordance with Clause 5 of the Memorandum of Association: Provided that in case there shall at any time be any conflict between the Articles of Association and the standing orders and bye-laws, the provisions of the Articles of Association shall prevail.

32. All cheques and other negotiable instruments and all receipts for moneys paid to the Board shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

33. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any sub-committee of the Executive Committee.
- (C) Of all resolutions and proceedings at all meetings of the Board and of the Executive Committee and of any sub-committee thereof, and every member of the Executive Committee present at any meeting of the Executive Committee or any sub-committee thereof shall sign his name in a book to be kept for that purpose.

34. The Board may from time to time by Ordinary Resolution increase or reduce the number of members of the Executive Committee. The Board may by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act, remove any appointed member of the Executive Committee before the expiration of his period of office notwithstanding anything in these Articles.

35. The Executive Committee shall have power at any time and from time to time to appoint any member of the Board to be a member of the Executive Committee either to fill a casual vacancy or as an addition to the existing members but so that the total number of members shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Executive Committee so appointed shall hold office until the next following Annual General Meeting and shall then be eligible for re-election.

36. Without prejudice to the power of the Executive Committee under Article 34 the Board in General Meeting may appoint any member of the Board to be a member of the Executive Committee either to fill a casual vacancy or as an additional member. Any person so appointed shall hold office until the next following Annual General Meeting and shall then be eligible for re-election.

PROCEEDINGS OF EXECUTIVE COMMITTEE.

37. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as its members think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes

the Chairman shall have a second or casting vote. A member of the Executive Committee may, and the Secretary on the requisition of a member of the Executive Committee shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member thereof for the time being absent from the United Kingdom.

38. The quorum necessary for the transation of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be four. The Executive Committee may act notwithstanding any vacancy in its body. The Chairman, or failing him the Vice-Chairman, shall preside at all meetings of the Executive Committee but if there shall be no Chairman or Vice-Chairman or if neither be present within five minutes after the time appointed for the meeting, the members of the Executive Committee who are present shall choose one of their number to be Chairman of the meeting.

39. The Executive Committee may delegate any of its powers to sub-committees consisting of such member or members of its body as it thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.

40. A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

41. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

42. All acts done by any meeting of the Executive Committee or by any sub-committee thereof or by any person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Executive Committee or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee.

43. A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

OFFICERS ETC.

44. The Executive Committee may appoint and at discretion remove or suspend such officers, clerks, agents and servants for permanent, temporary or special services as the Executive Committee from time to time think fit, and determine their duties, and fix their salaries or emoluments, and require security in such instances and to such amount as they think fit.

SECRETARY.

45. The Board shall have a Secretary who shall be appointed by the Executive Committee for such term, at such remuneration, and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The first Secretary of the Board shall be Mr. Leonard Hodgkiss, Pontardawe. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

ADMINISTRATIVE TRUSTEE.

46. The Executive Committee shall have power, subject to any provisions contained in any instrument creating special trusts, to delegate the whole or any of the powers of management vested in the Board over the property subject to such trusts to Managers selected from amongst the members of the Board (hereinafter called "Administrative Trustees") appointed in such manner as may be provided in that instrument, or if such instrument contains no provision as to the appointment of Administrative Trustees, appointed in such manner and for such period as the Board shall think fit; and where the Executive Committee delegates the management of any property to Administrative Trustees, it shall be incumbent on the latter, so long as they remain Administrative Trustees, to the satisfaction of the Executive Committee to pay and discharge any rent or other outgoings, charges, or payments in respect of any property the subject of the trust, and to maintain, repair and execute any improvements that may be requisite to any such property, and to insure the same against loss or damage by fire, and to defray the costs and expenses, including fees paid to surveyors or agents, incurred by them in so doing, and in ascertaining that what is required has been done out of the income coming to their hands of the trust property, and, on their failure so to do, or on the Board being dissatisfied with their action in the matter, it shall be lawful for the Board to revoke such delegation, and such delegation may also be revoked on the request of not less than two-third of the Administrative Trustees.

THE SEAL.

47. The Executive Committee shall provide a Common Seal for the Board. The seal shall not be used except by the authority of the Executive Committee previously given, and then only in the presence of two members of the Executive Committee or of one

member of the Executive Committee and the Secretary. Every instrument to which the seal is affixed shall be signed by two members of the Executive Committee or by one member of the Executive Committee and by the Secretary.

ACCOUNTS.

48. The Executive Committee shall cause proper books of account to be kept with respect to:-

- (A) All sums of money received and expended by the Board and the matters in respect of which the receipt and expenditure takes place.
- (B) All sales and purchases of goods by the Board, and
- (C) The assets and liabilities of the Board.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair state of the Board's affairs and to explain its transactions.

49. The books of account shall be kept at the registered office of the Board or, subject to Section 147 (3) of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the members of the Executive Committee.

50. The Board in General Meeting may from time to time make or impose conditions and regulations as to the time and manner in which the accounts and books of the Board or any of them shall be open to the inspection of members not being members of the Executive Committee. Subject thereto the accounts and books of the Board shall be open to the inspection of such members at all reasonable times during business hours.

51. The Executive Committee shall from time to time in accordance with Section 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Board in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Board in General Meeting, together with a copy of the Auditor's report, shall, not less than 21 clear days before the meeting, be sent to the Auditors and to every member of the Board who is entitled under these Articles to receive notices of General Meetings. A copy of the report of the Executive Committee shall at the same time be forwarded to the Diocesan Conference.

AUDIT.

53. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES.

54. A notice may be given by the Board to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address in the United Kingdom) to the address, if any within the United Kingdom supplied by him to the Board for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.

55. Notice of every General Meeting shall be given in any manner hereinbefore authorized to:-

(A) Every member except those members who (having no registered address in the United Kingdom) have not supplied to the Board an address within the United Kingdom for the giving of notices to them and

(B) The Auditor for the time being of the Board.

No other person shall be entitled to receive notices of General Meetings.

WINDING UP.

56. The provisions of Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Board shall have the same validity and effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Swansea Brecon, Hy Tower, Brecon.
Lord Bishop of Swansea Brecon.

W. W. T. The Jeannet Brecon. Jean of Brecon.

W. D. G. Wilkinsea, Oakfield, Broadway, Archdeacon of Brecon.
Llandindod Wells.

Gwyn Jones, 63 Walter Rd Consultant
Swansea Radiologist.

D. Edgar Morgan "Arlington"
Lôn Cynlais
Methy Swansea

Dr. Llewellyn Thomas St. Barnabas's Church Archdeacon
Swansea, Gower

Mervyn J. Jenkins Maesllan, Brecon Builder.
MEVYN J. JENKINS MAESLLAN
BRECON

Dated this 18th day of October 1967

Witness to the above Signatures :-

W. W. T.

126 Llandindod Road
Swansea



CERTIFICATE OF INCORPORATION

No. **924565**

I hereby certify that

THE SWANSEA AND BRISTOL DIOCESAN BOARD OF FINANCE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **13th December, 1967.**

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies