

412



*Insert full name
of Company

For official use

Company number

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155053

SWANSEA CITY DEVELOPMENT COMPANY LIMITED

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Signature of Declarant

Answer

A.N.F. REES, ESQ.,
SOLICITOR, CHIEF
EXECUTIVE AND TOWN
CLERK,
SWANSEA CITY COUNCIL,
THE GUILDHALL,
SWANSEA.

For official use
New companies section

Post room

24 JUL 1981

059529/7

THE COMPANIES ACTS

1948 - 1980

1550953/2

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

SWANSEA CITY DEVELOPMENT COMPANY
LIMITED

1. The name of the company (hereinafter referred to as "the Company") is "SWANSEA CITY DEVELOPMENT COMPANY LIMITED"
2. The Registered Office of the Company will be situate in Wales - - - - -
3. The objects for which the Company is established are:-
 - (1) To assist, promote, encourage and secure the physical and economic development and regeneration of the whole or any part of the City of Swansea (hereinafter referred to as "the City") - - - - -
 - (2) To assist, promote and encourage existing and new industry and commerce within the City and to facilitate the provision of employment for persons resident therein to the benefit of the public therein - - - - -
 - (3) To investigate the needs of industry and commerce in the City and to advertise and promote the benefits of that area as a location for the expansion and creation of industry and commerce - - - - -
 - (4) To promote the interest of commerce and industry in the City in all circles of local and central government and administration in the United Kingdom, the European Economic Community and elsewhere and in all quasi-

governmental bodies and agencies in such places - - - - -

(5) To bring land and buildings in the City into effective use, to create an attractive environment and ensure or assist in ensuring that housing, social, cultural, educational and recreational facilities are available to encourage people to live and work therein - - - - -

(6) To lend money, to give grants, to guarantee or otherwise render financial assistance by any means whatsoever to any company enterprise or undertaking, director or other persons or body of persons, either with or without taking security or remuneration for any money so lent or assistance rendered - - - - -

(7) To enter into partnership or into any arrangement for joint shared or mutual promotion, investment or development, union of interest, reciprocal concession or co-operation with any person, partnership or company carrying on, engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to further the objects of the Company or any of them and to take or otherwise acquire and hold share or stock in or securities of, and to make grants to or otherwise assist any person, partnership or company and to sell, hold, re-issue, with or without guarantee or otherwise deal with such shares, stock or securities - - - - -

(8) To purchase for development, reclamation, investment or re-sale and to deal in land and commercial and other property of any tenure and any interest therein and to create, sell and deal in freehold and leasehold ground rents and to make advances upon the security of land or factory, commercial or other property or any interest therein and generally to deal by way of sale, feu, lease or exchange or otherwise with land and factory, warehouse, store, or office, and other property whether

real or personal, moveable or immoveable and to develop and turn to account any land acquired by the Company or in which the Company is or shall be interested - - - -

(9) To lay out and develop any land held or proposed to be held by the Company or by any person, company or body in association with the Company, and construct drains and sewers thereunder or in connection therewith, lay on water, gas or electricity or other artificial light, power or other services, and to build, convert, alter or improve factories, warehouses, stores, offices or other buildings of all kinds or to finance, guarantee or arrange the execution of such work by any other person, body or company - - - - -

(10) To provide or arrange the provision of information or advisory, technical, financial, estate and business management and other services and facilities to commerce and industry in the City - - - - -

(11) To carry on any other activity which may seem to the Company capable of being conveniently carried on in connection with any activity which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights - - - - -

(12) To purchase subscribe for or otherwise acquire and to hold or acquire options over the shares, stocks, notes, obligations, security or property of any company - - - -

(13) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company - - - - -

(14) To take such steps by personal or written appeals, or otherwise, as may from time to time be necessary for the purpose of procuring contributions to the funds of the Company in the shape of grants, donations, annual payments or otherwise - - - - -

(15) To print and publish any publications, periodicals, books or leaflets necessary for the promotion of its objects - - - - -

(16) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its activities and to erect construct and equip buildings and works of all kinds - - - - -

(17) To invest the monies of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined - - - - -

(18) To borrow or raise or secure the payment of money or receive deposits, in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract or indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing any company which is a subsidiary or a holding company of the Company and for any such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, and to create and issue redeemable debentures or debenture stock, bonds or other obligations - - - - -

(19) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested - - - - -

(20) To draw, make, accept, indorse, discount, execute and issue cheques, promissory notes, bills of exchange,

bills of lading, warrants and other negotiable or transferable instruments - - - - -

(21) To sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company upon any terms, with power to accept as the consideration any shares, securities or obligations of or interest in any other company - - - - -

(22) To pay out of the funds of the Company all expenses which the Company may lawfully pay for or incidental to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting debentures, debenture stock, securities or obligations -

(23) To enter into any arrangement with any government body or authority, supreme, municipal, local or otherwise, and to obtain from or afford to any such government or authority any rights, concessions and privileges that may seem conducive to the attainment of the Company's objects or any of them - - - - -

(24) To transfer, convey, assign or lease to any local authority, government body, quasi-government body or agency or any charity for any or no consideration any land, building or other property the transfer, conveyance, assignment or lease of which may appear to the Company to be conducive to the attainment of the Company's objects or any of them - - - - -

(25) To establish and subsidise or subscribe to any institution, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in

conjunction with any such other company as aforesaid - -

(26) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to pay all the expenses of or incidental to such promotion - - - - -

(27) To carry on any business or undertaking for the purposes of any of the objects of the Company - - - - -

(28) Generally to do all such things as the Company may deem to be necessary or expedient for the purposes of any of the above objects of the Company or for purposes incidental to those purposes or to be conducive to the attainment of any of those purposes - - - - -

And it is hereby declared that the word "company" shall be deemed to include any partnership or other body or person, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that each of the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company - - - - -

4. ✓

(1) The income funds and property of the Company shall be applied solely towards the promotion of its objects 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 members of the Company - - Provided that nothing herein shall prevent the gratuitous distribution among or a sale at less than cost to Members of any books, pamphlets or other publications of the Company relating to all or any of its objects or prevent the payment in good faith of reasonable and proper remuneration to any officer, agent or servant of the Company or to any Member of the

Company in return for any services actually rendered to the Company or the re-imbusement to any such person of expenses properly incurred by him in connection with the Company's business or undertaking. A Member or Director shall not be deemed to be in any way interested in or to have received any part of the property or income of the Company merely by reason that he or his spouse is a member of Swansea City Council or is an employee of that Council or is a resident or ratepayer in the City or is the holder of a salaried office under the Company or by reason of his receiving fees as a Director thereof-

(2) Subject as aforesaid, nothing in this Memorandum of Association shall authorise any right, concession or privilege to be afforded or any land, building or other property of the Company to be transferred, conveyed, assigned or leased to any person or body who is or has at any time been a Member or Director of the Company or of any subsidiary or holding Company of the Company for less than the best consideration that could reasonably be obtained in an open market transaction in respect of that right, concession, privilege, land, building or other property - - - - -

5. The liability of the members is limited - ✓ - - - - -
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound - - - - -
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, subject to any prior rights created independently of the Memorandum, the same shall not be paid to or distributed among the

members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and for the purposes of this provision Swansea City Council whose functions include objects similar to those of the Company and which may not distribute its income or property among its Members except in circumstances analogous to those provided for in clause 4 hereof, is such an institution. The determination of such institution or institutions, and in the event of more than one the respective proportions to be distributed to either or each, shall be made by Members of the Company at or before the time of dissolution and in so far as effect cannot be given to this provision the said property, subject as aforesaid shall be given to some charitable object - - - - -

8. In this Memorandum of Association and in the Articles of Association of the Company reference to Swansea City Council shall unless the context so precludes include references to any other body or Company to which the general functions thereof (as constituted on the date of incorporation of the Company) may from time to time have been transferred pursuant to any reorganisation of Local Government - - - - -

9. In this Memorandum of Association references to a subsidiary or holding company of the Company are references to any company which is in relation to the Company a subsidiary or holding company within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof or a subsidiary of any such holding company - - - - -

We, 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

Address:

11 Grange Crescent
West-Cross, Swansea, SA3 5ET

Witness:

Lyn Mabe
Solent
Swansea

Occupation: Deputy Chief Executive & Town Clerk,
Swansea City Council.

Date: 19th February 1981

Address:

29 Mont Plant
Mont Plant

Witness:

Lyn Mabe
Solent
Swansea

Occupation:

Post Office Engineer

Date: 19/2/81.

Address:

46. HEOL FRANK.
PENLHA.
SWANSEA.

Witness:

Lyn Mabe
Solent
Swansea

Occupation: CLERICAL OFFICER BRITISH RAIL

Date: 19/2/81

Amrdees

Address: 39 Caswell Road

Caswell Swansea

Witness:

Wm. J. Filler
Solutor
Swansea

Occupation: Solicitor & Local Government Officer

Date: 19.2.81.

R. T. Lewis

Address: 18 Lon Tony

Lockhart

Swansea

SA2 OXX

Witness:

Wm. J. Filler
Solutor
Swansea

Occupation: Civil Servant

Date: 19/2/81

William J. Filler

Address: 23, St Peter's Road

Newtown Swansea

Witness:

Wm. J. Filler
Solutor
Swansea

Occupation: Local Government Officer

Date: 19/2/81

J. B. Allen

Address: COEDLAN, CEFN DRYM
PONTARDDULAIS, SWANSEA

Witness:

G. M. Allen

S. Allen

Swansea

Occupation: CERTIFIED ACCOUNTANT
LOCAL GOVERNMENT OFFICER

Date: 19/2/81

J. Jones

Address: 157 Terrace Road
MOUNT PLEASANT SWANSEA

Witness:

G. M. Allen

S. Allen

Swansea

Occupation: Retired

Date: 19/Feb/81

G. C. - Allen B.E.M.

Address: 253, TREWYDDFA RD
PLAS MARL

SWANSEA

Witness:

G. M. Allen

S. Allen

Swansea

Occupation: REGISTERED DOCKWORKER.

Date: 19/2/81.

R. Hoyle.....

Address: 600. Middle Rd
Ravenhill Swansea.

Witness:

Wm. J. H. H.
Solent
Swansea.

Occupation: *Lecturing Welsh.*

Date: 19/2/81

Kenneth W. Hawkins.....

Address: 58, Gwynedd Ave Swansea.

Witness:

Wm. J. H. H.
Solent
Swansea.

Occupation:

Telephone Engineer

Date:

19/2/81

.....
Address:

Witness:

Occupation:

Date:

..... P. V. G.

Address:

7 Woodman Street
Swansea

Witness:

Lyn M. G.
Solihull
Swansea

Occupation:

Company Director Swansea

Date:

19/2/81.

..... M. G.

Address:

31, PENYRHOL DRIVE, SKETTY, SWANSEA.

Witness:

Lyn M. G.
Solihull
Swansea

Occupation: GENERAL MANAGER (ENGINEERING).

Date: 19th February, 1981.

~~James Thomas~~
38 Lydford Avenue
Greenfield Park
St Thomas
Swansea

WITNESS

Charles Davies 19/2/81.

Lyn M. G.
Solihull
Swansea

THE COMPANIES ACT
1948 TO 1980

1550953/3

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

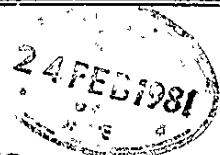
SWANSEA CITY DEVELOPMENT COMPANY
LIMITED

INTERPRETATION

1. In these presents the words standing in the First Column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act 1948
The Statutes	The Act, the Companies Acts 1967, 1976 and 1980 and every statutory modification amendment or re-enactment thereof for the time being in force.
These presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	Swansea City Development Company Limited.
The Board	The Board of Directors for the time being of the Company.

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<u>WORDS</u>	<u>MEANINGS</u>
The Council	The Swansea City Council as constituted on the date of incorporation of the Company or any other body authority or corporation to which the general functions thereof may from time to time have been transferred pursuant to any reorganisation of local government.
Council Members	Those Members of the Company nominated directly or indirectly by the Council.
Council Directors	Those Directors of the Company nominated directly or indirectly by the Council.
Independent Members	All the Members (if any) other than the Council Members.
The Office	The Registered Office for the time being of the Company.
Member	Unless otherwise stated and as the context admits or requires a Member of the Company.
The Register	The Register of Members of the Company required to be kept under Section 110 of the Act.
The Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Year	Calendar Year.
Month	Calendar Month.
In writing	Written, printed, photographed, xerographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
And words importing the singular number only shall include the plural number and vice versa.	
Words importing the masculine gender only shall include the feminine gender; and	
Words importing persons shall include corporations.	
Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.	

WORDSMEANINGS

The Council	The Swansea City Council as constituted on the date of incorporation of the Company or any other body authority or corporation to which the general functions thereof may from time to time have been transferred pursuant to any reorganisation of local government.
Council Members	Those Members of the Company nominated directly or indirectly by the Council.
Council Directors	Those Directors of the Company nominated directly or indirectly by the Council.
Independent Members	All the Members (if any) other than the Council Members.
The Office	The Registered Office for the time being of the Company.
Member	Unless otherwise stated and as the context admits or requires a Member of the Company.
The Register	The Register of Members of the Company required to be kept under Section 110 of the Act.
The Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Year	Calendar Year.
Month	Calendar Month.
In writing	Written, printed, photographed, xerographed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

MEMBERS

2. The number of Members of the Company is limited to 15 - -
3. Subject to Article 2 above:-
- (a) The Members of the Company shall be the subscribers to the Memorandum of Association, and also such other persons as shall be appointed to membership in accordance with these presents - - - - -
- (b) The Council shall be entitled at any time and from time to time by notice in writing to the Secretary to appoint up to fourteen Members of the Company provided that each such Member is a member or officer of the Council and for the purposes of this paragraph and of paragraph (f) below, the subscribers to the Memorandum of Association shall be deemed to have been so appointed by the Council on the date of incorporation of the Company - - - - -
- (c) The Board shall be entitled at any time and from time to time by notice in writing to the Secretary to appoint not more than one Member of the Company and such Member shall not be members or officers of the Council - - - - -
- (d) The Council itself shall not be or become a Member of the Company - - - - -
- (e) No such appointment as aforesaid under either paragraph (b) or paragraph (c) of this Article shall become effective until the person proposed for such appointment shall either have signed a form accepting such appointment and left it at the office addressed to the Secretary or shall have signed his name in the Register PROVIDED THAT the subscribers to the Memorandum of Association shall be deemed to have complied with this paragraph - - - - -
- (f) By like notice the Council or the Board (as the case may be) shall be entitled to cause to retire from membership any Member so appointed by it and such retirement shall take effect immediately on such notice being received by the Secretary - - - - -

(g) By like notice the Council or the Board (as the case may be) shall be entitled to appoint in the place of any Member so retiring under paragraph (f) or in place of any Member so appointed by it who may die or resign or vacate office under Article 4 hereof appoint another Member subject to paragraphs (b) (c) (d) and (e) hereof - - - - -

(h) Any notice to be given under the provisions of this Article shall be addressed to the Secretary and left at the office and shall in the case of the Council be signed on its behalf by its Chief Executive or any other officer duly authorised in that behalf and in the case of a notice by the Board be signed by the Chairman thereof -

A Member shall cease to be a Member in any of the following cases:-

(i) if he is retired pursuant to Article 3(f) - - - - -

(ii) if he shall give notice of resignation in writing addressed to the Secretary and left at the office - - - - -

(iii) forthwith, if having been appointed by the Council he shall cease to be a Member or officer, thereof - - - - -

(iv) forthwith, if having been appointed by the Board he shall become a Member of the Council - - - - -

(v) forthwith, on his death, and no membership rights prescribed by these presents shall pass to his personal representatives - - - - -

Every Member shall further to the best of his ability the objects and interests of the Company and shall observe all regulations of the Company lawfully made pursuant to the powers in that behalf hereinafter contained - - - - -

GENERAL MEETINGS

The Company shall in each year hold a General Meeting as its "Annual General Meeting" (in addition to any other meetings in that year) at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of

the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year - - - - -

7. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings -

8. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act - - - - -

9. An Annual General Meeting and a General Meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a General Meeting of the Company other than an Annual General Meeting or a General Meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner prescribed by Article 56 PROVIDED THAT a ^{General} Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

(a) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other General Meeting, by the majority prescribed by Statute - - - - -

10. Notice of every general meeting shall be given to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them - - - - -

- (b) the auditors for the time being of the Company - - -
 No other person shall be entitled to receive notices of
 General Meetings - - - - -
11. The accidental omission to give notice of a General
 Meeting to or the non-receipt of such notice by, any
 person entitled to receive notice thereof shall not
 invalidate any resolution passed, or the proceedings
 at that meeting - - - - -
12. All business shall be deemed special that is transacted
 at an Extraordinary General Meeting and all that is
 transacted at an Annual General Meeting shall also be
 deemed special, with the exception of the consideration
 of the income and expenditure account and balance sheet
 and the reports of the Board and of the Auditors, and the
 appointment of, and the fixing of the remuneration (if
 any) of the Auditors - - - - -
13. No business shall be transacted at any General Meeting
 unless a quorum is present when the Meeting proceeds to
 business. Save as herein otherwise provided a quorum
 shall consist of seven Members whether all personally
 present or in the case of Council Members, present by
 proxy - - - - -
14. If within half an hour from the time appointed for the
 holding of a General Meeting a quorum is not present,
 the meeting if convened on the requisition of Members
 shall be dissolved. In any other case it shall stand
 adjourned to the same day in the next week, at the same
 time and place, or at such other place as the Board may
 determine. Any adjourned meeting can proceed on the basis
 of a quorum of five Members whether all personally
 present, or in the case of Council Members present by
 proxy - - - - -
15. The Chairman (if any) of the Board shall preside as
 Chairman at every General Meeting but if there shall be
 no such Chairman or if at any meeting he shall not be
 present within fifteen minutes after the time appointed
 for holding the same or shall be unwilling to preside
 the Vice-Chairman (if any) of the Board shall preside
- 16.
- 17.
- 18.
- 19.
- 20.
- 21.

whilst the Chairman shall be absent or unwilling to preside but if there shall be no such Chairman or Vice-Chairman or neither of them shall be present and willing to preside, the Members present shall choose some member of the Board, or if no such member be present, or if all members of the Board present decline to take the chair, they shall choose some other Member of the Company who shall be present to preside - - - - -

16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting - - - - -

17. Each Member shall have one vote - - - - -

18. No person other than a Member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, at any General Meeting --

19. Votes given, either by way of a show of hands or on a poll can be given personally or by proxy - - - - -

20. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation then under the hand of some officer duly authorised in that behalf. No person not being a Member shall be appointed a proxy - - - - -

21. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the

meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution - - - - -

22. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used - - - - -

23. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I

"of

"a Member of SWANSEA C'TY DEVELOPMENT
COMPANY LIMITED

"hereby appoint

"of

"and failing him;

"of

"to vote for me and on my behalf at the (Annual

"or Extraordinary, or Adjourned, as the case may be

"General Meeting of the Company to be held on

"the day of and at every

"adjournment thereof.

"As witness my hand this day of 19 "

24. Unless otherwise instructed in the instrument appointing a proxy, the proxy will vote as he thinks fit - - - - -

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll - -

26. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members present having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn - - - - -
27. Subject to the provisions of Article 28, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded - - - - -
28. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment -
29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote - - - - -
30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded - -

DIRECTORS

31. Pursuant to Section 21 of the Companies Act, 1976, the

First Directors shall be the persons nominated on the statement delivered to the Registrar of Companies and signed by or on behalf of the subscribers to the Memorandum of Association of the Company - - - - -

32. The number of Directors shall not be less than two nor more than Fifteen - - - - -

33. A Director need not be or have been a Member of the Company - - - - -

34. A majority in number for the time being of the Council Members shall be entitled from time to time to appoint not more than 13 of their number to be Council Directors and to remove from office any Director so appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Members making the same, and addressed to the Secretary, and shall take effect upon lodgement at the Office. For the purposes of this Article and Article 39 the persons nominated on the statement referred to in Article 31 above shall be deemed to have been appointed hereunder - - - - -

35. A majority in number for the time being of the Council Directors shall be entitled from time to time to appoint as an Independent Director not more than one person (being in the opinion of the appointors a person qualified professionally or by experience to make a contribution to the management of the Company, and not being a member of the Council) and to remove from office any Independent Director so appointed. Any such appointment or removal shall be effected by a notice in writing signed by those making the same and addressed to the Secretary, and shall take effect upon lodgement at the Registered Office - - -

36. The powers granted to the Council Members by virtue of Article 34 shall be without prejudice to and in addition to their rights whilst they are members to vote at General Meetings on the appointment and removal of Directors - - - - -

37.

The person who is from time to time the Secretary of the Company shall ex officio be a Director. The First Secretary of the Company shall be the person nominated on the Statement delivered to the Registrar of Companies pursuant to Section 21 of the Companies Act 1976 - - - - -

38.

A person may be appointed as A Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age - - - - -

39.

The office of a Director shall be vacated:-

- (A) forthwith if a receiving order is made against him or he makes any arrangement or composition with his creditors - - - - -
- (B) forthwith if he becomes of unsound mind - - - - -
- (C) If a Director by notice in writing addressed to the Secretary and left at the office, resigns his office - - - - -
- (D) forthwith if he ceases to hold office by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976 - - - - -
- (E) forthwith if he is removed from office by a resolution duly passed pursuant to Section 184 of the Act - - - - -
- (F) in the case of a Director appointed pursuant to Articles 34, and 35 upon lodgement at the office of the notice therein prescribed that such person has been removed pursuant to the Article in question - - - - -
- (G) forthwith if a Director is directly or indirectly interested in any contract with the Company and fails to declare his interest in manner required by Section 199 of the Act - - - - -
- (H) forthwith if, having been appointed pursuant to Article 34, he ceases to be a Member or Officer of the Council or, if having been appointed pursuant to Article 35 he becomes a Member of the Council, or if being the Secretary and holding office only

ex officio he ceases to be the Secretary - - - - -

BOARD OF DIRECTORS

40.

The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, the provisions of the Statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made - - - - -

41.

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party - - - - -

42.

A Register of the holders of the debentures of the Company shall be kept at the Office and shall be open to the inspection of the registered holders of any such debentures on every weekday except Saturday at any time between the hours of ten o'clock and twelve o'clock in the forenoon and three o'clock and four o'clock in the afternoon. The Board may close the said Register for such period or periods as they think fit, not exceeding in the aggregate thirty days in any year - - - - -

43.

The Board may from time to time elect a Chairman and Vice-Chairman and may determine for which period either of them is to hold office or failing the period being so fixed may at any time remove the Chairman or Vice-Chairman

The Chairman shall be entitled to preside at all meetings of the Board at which and during the time for which he is present, but if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-Chairman may preside whilst the Chairman shall be absent or unwilling to preside. If no Chairman or Vice-Chairman be elected or be present and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting whilst the Chairman and Vice-Chairman (if any) be absent or unwilling to preside - - - - -

44.

The Board may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall consist of four Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote - - - - -

45.

A Council Director may, and the Secretary may, and on the request of a Council Director the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting - - - - -

46.

A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Company for the time being vested in the Board generally - - - - -

47.

The Board may delegate any of their powers to committees consisting of such Member or Members of the Board as the Board think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of

these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board - - - - -

48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 Director - - - - -

49. The Members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company or of summoning a General Meeting, but not for any other purpose - - - - -

50. A Director shall not vote in respect of any contract or arrangement in which he is financially interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A Director shall not be deemed to be interested in a contract or financial arrangement with the Council or any authority body or undertaking therein merely by reason that he or his spouse is a Member or employee of the Council or is a resident or ratepayer in the City of Swansea - - - - -

51. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine - - - - -

52. The Board shall cause proper minutes to be made of all

appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated - - - - -

53.

A resolution in writing signed by all the Members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted -

SECRETARY

54.

Subject to Section 21(5) of the Companies Act, 1976, and Article 37 hereof, the Secretary shall be appointed by the Board for such time, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting for any reason at any time -

THE SEAL

55.

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Directors and of the Secretary or of some other person appointed by the Board for the purpose, and the said Directors and Secretary or other person shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed - - - - -

NOTICES

56.

A notice may be given by the Company 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 within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company 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, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post - - - - -

ACCOUNTS

57. The Directors shall cause accounting records to be kept in accordance with the Statutes - - - - -
58. The accounting records shall be kept at the Office or, subject to the Statutes at such other place or places as the Directors think fit, and shall always be open to the inspection of Officers of the Company - - - - -
59. The Directors shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
60. The Directors shall from time to time in accordance with the Statutes cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes - - - - -
61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditor's report, and report of the Directors

shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of, the Company PROVIDED ALWAYS that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures - - - - -

AUDIT.

62.

Subject to Article 63 below the first Auditors of the Company shall be appointed by the Directors at any time before the first annual general meeting and auditors so appointed shall hold office until the conclusion of that meeting, subject to the provisions of Section 159(5) of the Act. At the first and every subsequent Annual General Meeting, auditors shall be appointed to hold office from the conclusion of that, until the conclusion of the next annual general meeting - - - - -

63.

The duties and appointment of auditors shall be in accordance with the Statutes - - - - -

INDEMNITY

64.

Every Director and Officer and Auditor of the Company shall be indemnified out of the funds and assets of the Company against all liabilities incurred by him as such Director, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court - - - - -

DISSOLUTION

65.

Clause 7 of the Memorandum of Association shall have effect as if the provisions thereof were repeated in these Articles - - - - -

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

.....
 Address: 11 Grange Crescent
 West Cross, Swansea. S.A 3 5 ET.

Witness:

John M. Jiles

Occupation: Deputy Chief Executive & Town Clerk
 Swansea City Council

Solentor
Swansea

DATE:

19th February, 1981

.....
 Address: 29 Mount Pleasant
 Mount Pleasant
 Swansea

Witness:

John M. Jiles
Solentor
Swansea

Occupation: Post Office Engineer

DATE:

19/2/81.

.....
 Address: 46 HEOL FRANK.
 PENKAW.
 SWANSEA.

Witness:

John M. Jiles
Solentor
Swansea

Occupation: CLERICAL OFFICER. BRITISH MAIL.

DATE:

19/2/81.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ann Kelly

Address: 39 Caswell Road
Caswell Swansea

Witness:

Lyn M. M. M.
Solicitor
Swansea

Occupation: Solicitor & Local Government Officer

Date: 19.2.81

E. J. Lew

Address: 18. Lon Tony
Gorsest
Swansea SA2 0XX

Witness:

Lyn M. M. M.
Solicitor
Swansea

Occupation: Local Government Officer

Date: 19/2/81.

Mr. M. M. M.

Address: 28 St. Peters Road
Newton, Swansea

Witness:

Lyn M. M. M.
Solicitor
Swansea

Occupation: Local Government Officer

Date: 19/2/81

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

..... J. Jones
 Address: 157 Terrace Road
 Mount Pleasant
 Swansea

Witness:

Occupation: Retired

Date: 19/2/81

L. J. Mather
 S. J. Mather
 Swansea

..... R. Hough
 Address: 600. Middle Rd
 Ravenhill Swansea

Witness:

Occupation: Factory Worker.

Date: 19/2/81

L. J. Mather
 S. J. Mather
 Swansea

..... T. A. HILTON B.E.M.

Address: 253, TREWYDDFA RD
 PLASMARK
 SWANSEA

Witness:

Occupation: REGISTERED DOCKWORKER

Date: 19/2/81.

L. J. Mather
 S. J. Mather
 Swansea

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J M Butler

Address: CEDLAN, LEEN DRUM,
PONTARDDULAS, SWANSEA

Witness:

Occupation: CERTIFIED ACCOUNTANT
LOCAL GOVERNMENT OFFICER

Date: 19/2/81

L. J. M. Jones
Soluto
Swansea

Kenneth Wm. Hawkins

Address: 35, Gwynedd Ave.

Swansea

Witness:

L. J. M. Jones

Occupation:

Telephone Engineer

Soluto

Date:

19/2/81

Swansea

P. Vaboe

Address:

7, Llandmor Street,
Swansea

Witness:

L. J. M. Jones

Occupation: Temporary Receiver

Soluto

Date:

10/2/81

Swansea

M. L. Lewis
.....

Address:

31, PENYRHOL DRIVE, SKETTY, SWANSEA.

Witness:

W. J. Jones
Solent
Swansea

Occupation: GENERAL MANAGER (ENGINEERING).

Date: 19th. February, 1981.

W. J. Jones
.....

Address:

38 Gylfa Avenue

Greenfell Park
St. James
Swansea

Witness:

W. J. Jones

Occupation:

Transporter

Solent

Date:

19/2/87

Swansea

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

1550953/4

Company number

~~05053077~~

Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

THE GUILDHALL,

SWANSEA,

SA1 4PE.

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

A.N.F. REES, ESQ., CHIEF EXECUTIVE AND TOWN CLERK,

SWANSEA CITY COUNCIL, THE GUILDHALL,

SWANSEA, SA1 4PE.

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

11

Presentor's name, address and
reference (if any):LM/DC
A.N.F. REES, ESQ.,
CHIEF EXECUTIVE &
TOWN CLERK,
SWANSEA CITY COUNCIL,
THE GUILDHALL,
SWANSEA, SA1 4PE.For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	REGINALD HENRY CRIMP	Business occupation	GENERAL MANAGER (ENGINEERING)
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	31, Penyrheol Drive, Sketty, Swansea.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature <i>W. Crimp</i>		Date 19/2/81	

Name (note 2)	TREVOR GORDON BURTENSHAW	Business occupation	CLERICAL OFFICER (BRITISH RAIL)
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	46, Heol Frank, Penlan, Swansea.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature <i>T. G. Burtenshaw</i>		Date 19/2/81	

Name (note 2)	KENNETH WILLIAM HAWKINS	Business occupation	TELEPHONE ENGINEER
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	58, Gwynedd Avenue, Townhill, Swansea.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	NONE		
I hereby consent to act as director of the company named on page 1			
Signature <i>K. W. Hawkins</i>		Date 19/2/81	

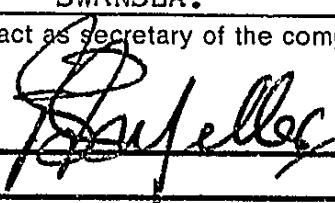
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Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

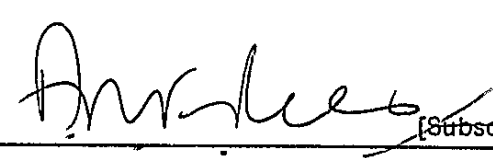
Name (notes 2 & 7)	BRIAN BALL MELLER
Former name(s) (note 3)	
Address (notes 4 & 7)	11, Grange Crescent, West Cross, SWANSEA.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 19.2.81

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature  [Subscriber] [Agent]† Date 19/2/81

Signature [Subscriber] [Agent]† Date

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 1
to Form No. 1

Company number

1550953

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Please complete
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in black type, or
bold block lettering

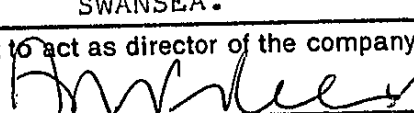
Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	ARTHUR NEIL FRANCIS REES	Business occupation	SOLICITOR AND LOCAL GOVERNMENT OFFICER
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	39, Caswell Road, Caswell, SWANSEA.	Date of birth (where applicable) (note 6)	
I hereby consent to act as director of the company named on page 1			
Signature			Date 19. 2. 81

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

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write in this
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THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 2
to Form No. 1

Company number

1550953

~~059539/7~~

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

* delete if
inappropriate

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

Particulars of other directors (continued)

Name (note 2)	EVAN TYSSUL LEWIS	Business occupation
		CIVIL SERVANT
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	18, Lon Towy, Cockett, Swansea.	BRITISH
		Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>E. J. Lewis</i>	Date 19/2/81.

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 3
to Form No. 1

Company number

1550953

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Please complete
legibly, preferably
in black type, or
bold block lettering.

Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) ROBERT ALAN LLOYD

Business occupation
POST OFFICE
ENGINEER

Former name(s) (note 3) NONE

Nationality

Address (note 4) 29, Mount Pleasant,
Swansea.

BRITISH

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1

Signature

Date

19/2/81

Particulars of other directorships

NONE

† delete if

continued overleaf †

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THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 4
to Form No. 1

Company number

1550953

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Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

* delete if
inappropriate

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

Particulars of other directors (continued)

Name (note 2)	BRIAN BALL MELLER	Business occupation	SOLICITOR AND LOCAL GOVERNMENT OFFICER
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	11, Grange Crescent, West Cross, SWANSEA	Date of birth (where applicable) (note 6)	
I hereby consent to act as director of the company named on page 1			
Signature		Date	19-2-81

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

Please do not
write in this
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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 5
to Form No. 1

Company number

1550953

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Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	JOHN MICHAEL BUTLER	Business occupation	CERTIFIED ACCOUNTANT AND LOCAL GOVERNMENT
Former name(s) (note 3)	NONE	Nationality	OFFICER
Address (note 4)	Coedlan, Cefn Drum, Pontardulais	BRITISH	Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1			
Signature	<i>JMB</i>	Date	19/2/81

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 6
to Form No. 1

Company number

1550953

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in black type, or
bold block lettering

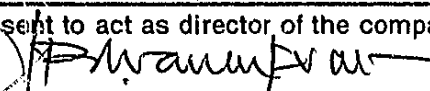
Name of Company

* delete if
inappropriate

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

Particulars of other directors (continued)

Name (note 2)	JOHN ROGER WARREN EVANS	Business occupation
		LOCAL GOVERNMENT OFFICER
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	23, St. Peter's Road, Newton, Mumbles, Swansea.	BRITISH
		Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature		Date 19/2/81

Particulars of other directorships

COMMON MARKET LAW REPORTS LIMITED

† delete if
inappropriate

continued overleaf †

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 7
to Form No. 1

Company number

1550953

059539/7

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	CHARLES LLEWELLYN THOMAS	Business occupation	CRANEDRIVER
Former name(s) (note 3)	NONE	Nationality	BRITISH
Address (note 4)	38, Lydford Avenue, Grenfell Park, St. Thomas, Swansea	Date of birth (where applicable) (note 6)	
I hereby consent to act as director of the company named on page 1			
Signature	<i>Charles Llewellyn Thomas</i>	Date	19/2/87

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and secretary and intended situation of registered office

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

1550953

Continuation sheet No. 8
to Form No. 1

Company number

05953977

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

Particulars of other directors (continued)

Name (note 2)	PAUL HAROLD VALERIO	Business occupation
		COMPANY DIRECTOR
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	7, Coed Mor, Sketty, Swansea.	BRITISH
		Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>P. Valerio</i>	Date <i>19/2/81</i>

Particulars of other directorships

Director in the following Companies

VALMATICS (SWANSEA) LIMITED
SOUTH WALES LEISURE AMUSEMENTS LIMITED
AUTOMATIC MERCHANDISING WALES LIMITED
AUTOMATIC MERCHANDISING SOUTH WALES LIMITED
"CHALLENGE ANIMAL FOODS" P.L.C.C. FOODS LIMITED

† delete if
inappropriate

continued overleaf †

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write in this
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THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. 9
to Form No. 1
Company number

1550953

05953977

Please complete
legibly, preferably
in black type, or
bold block lettering.

Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) JACK JONES

Business occupation

RETIRED

Former name(s) (note 3) NONE

Nationality

BRITISH

Address (note 4) 157, Terrace Road,

Mount Pleasant,

Swansea.

Date of birth (where applicable)
(note 6)

I hereby consent to act as director of the company named on page 1

Signature

J Jones

Date

19 / Feb / 81

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

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THE COMPANIES ACTS 1948 TO 1976



Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 10

to Form No. 1550953

Company number

059539/7

Please complete
legibly, preferably
in black type, or
bold block lettering.

Name of Company

* delete if
inappropriate

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

Particulars of other directors (continued)

Name (note 2)	MRS. LILIAN MAUD HOPKIN	Business occupation
		FACTORY WORKER
Former name(s) (note 3)	LILIAN MAUD CULLEN	Nationality
Address (note 4)	600, Middle Road, Ravenhill, Swansea.	BRITISH
		Date of birth (where applicable) (note 6)
I hereby consent to act as director of the company named on page 1		
Signature	<i>R. M. Hopkin</i>	Date 19.2.81

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

Please do not
write in this
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THE COMPANIES ACTS 1948 TO 1976

**Statement of first directors and
secretary and intended situation
of registered office**

Continuation sheet No. 11
to Form No. 1
Company number **1550953**

Please complete
legibly, preferably
in black type, or
bold block lettering


Name of Company

SWANSEA CITY DEVELOPMENT COMPANY

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2)	THOMAS ACKLAND HILTON	Business occupation
		REGISTERED DOCK WORKER
Former name(s) (note 3)	NONE	Nationality
Address (note 4)	253, Trewyddfa Road, Plasmarl Swansea	BRITISH
I hereby consent to act as director of the company named on page 1		Date of birth (where applicable) (note 6)
Signature		Date 19/2/81

Particulars of other directorships

NONE

† delete if
inappropriate

continued overleaf †

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1550953

I hereby certify that

SWANSEA CITY DEVELOPMENT COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 13TH MARCH 1981

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies