



Please do not
write in this
binding margin.



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

*Insert full name
of Company

†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

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

Form No 41a

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] [] [] [] [] []

[] 1830262/1 []

Name of Company

WELSH HOUSING AID. LIMITED

I, PAUL BRYNMOOR THOMAS

of 2 Nestfa House

THE LONE,

CLYDACH, NR. SWANSEA.

do solemnly and sincerely declare that I am named as a director

of WELSH HOUSING AID. LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent 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 Swansea

in the County of West

Glamorgan

the 15th day of June.

One thousand nine hundred and eighty four.

before me Sally Anne Bowler

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Signature of Declarant

[Signature]

Presenter's name, address and
reference (if any):

WELSH HOUSING AID,
57 WALTER ROAD,
SWANSEA.

For official use

New companies section

Post room



21-6-84

THE COMPANIES ACTS 1948 to 1976

1830262

2

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

WELSH HOUSING AID LIMITED.

1. The name of the Company (herein called "the Charity" is "WELSH HOUSING AID LIMITED".
2. The registered office of the Charity will be situate in Wales.
- 3
 - (i) The objects of the charity are to relieve the poverty hardship and distress caused by homelessness and bad housing.
 - (ii) The Charity may carry out these objects firstly by direct action and secondly by assisting others in carrying out similar charitable purposes.
 - (iii) In furtherance of these purposes (but not otherwise) the Charity shall have the following powers:
 - (A) To accept subscriptions donations devices and bequests of and to purchase take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate (whether or not subject to any trust), and to construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the Charity and (subject to such consents as may be by law required) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
 - (B) To issue appeals, hold public meetings and take such other steps as may be required for the purpose



of promoting and publicising the objects of the Charity and procuring contributions to its funds in the shape of donations, subscriptions or otherwise.

- (C) To co-operate and enter into arrangements with any bodies or authorities, national local or otherwise, and to obtain from any such bodies or authorities any rights, privileges and concessions.
- (D) To borrow or raise money for the objects of the Charity on such terms (and with such consents as are by law required) and on such security as may be thought fit.
- (E) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Charity.
- (F) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (G) To invest the moneys of the Charity not immediately required for its purposes in or upon such shares, stocks, funds, securities or other investments in any part of the world involving liability or not as the Charity shall in its absolute discretion think fit.
- (H) To make any charitable donation either in cash services or assets for the furtherance of the objects of the Charity.
- (I) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity.
- (J) To print and publish and to arrange to have printed and published either gratuitously or by way of sale any reports, periodicals, films, tapes, books or leaflets which are desirable for the promotion of the objects of the Charity and to hold seminars, courses, colloquia and meetings of any kind for those purposes.
- (K) To undertake and execute charitable trusts.
- (L) To employ or engage and pay any person or persons to supervise, organise, carry on the work of and advise the Charity.
- (M) Subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Charity or their dependants.

- (N) To amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Charity, and prohibit the payment of any dividend or profit to the distribution of any of their assets amongst the members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association.
- (O) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.
- (P) To do all such other things as are necessary to the attainment of the objects of the Charity or any of them.

Provided always that:-

- (a) The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (b) In case the Charity shall take or hold any property subject to the jurisdiction of the Court or the Charity Commissioners for England and Wales the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
- (c) In case the Charity shall take or hold any property which may be subject to any trusts the Charity shall only deal with the same in such manner as may be allowed by law having regard to such trusts.
- (d) No amendments which would fundamentally alter the objects and powers of the Charity shall be made to or in the provisions of this Memorandum of Association unless previously approved by the Charity Commission.

4. The income and property of the Charity whencesoeve derived shall be applied solely towards the promotion of the objects of the charity 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 Charity: Provided that nothing herein contained shall prevent -

- (A) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Charity or to any member of the Charity in return for any services actually rendered to the Charity; nor

(B)

the payment of interest at a rate not exceeding 7 per cent per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in Section 189 (i) of the Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member of the Charity.

But so that no Committee Member of the Charity shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to the Committee Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Charity so however that this restriction shall not apply to any payment to any company or charitable housing association of which a Committee Member may be a member and in which such member shall not have more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Charity contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £1.

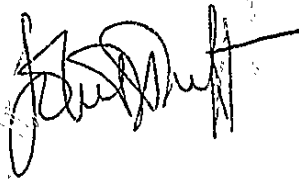
7. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable trust or body having objects similar to the objects of the Charity 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 Charity under or by virtue of Clause 4 hereof, such trust or body to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

We, the several persons whose names, addresses, and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectfully agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, addresses and descriptions of
Subscribers

Number of shares
taken by each
Subscriber



John Dallas Duff, 32 Rosehill Terrace, Swansea.
Community Worker.



Paul Brynmor Thomas, 2, Nestfa House,
The Lone, Clydach.
Local Government Officer.

Dated this 15th day of June 1984.

Witness to the above signatures:-

Audrey Gerry, Administrative Assistant,
Welsh Housing Aid, 57 Walter Road, Swansea.



1830262
3/84
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of-

WELSH HOUSING AID LIMITED:

1. In these Articles -

"The Act" means the Companies Act 1948 as amended by the Companies Act 1967 and these Articles shall be construed with reference thereto.

"Table C" means Table C contained in the First Schedule to the Act.

"The Committee" means the Council of Management of the Charity (or the directors when referred to in the Act and Table C in the sense of a Board of Directors) and "Committee Member" in the singular or plural means a member of the Council (or a director or directors when referred to in the Act and Table C in the sense of an individual director or individual directors).

2. The Articles contained in Table C including Article shall apply to the Charity and shall be deemed to be expressly incorporated herein with the exceptions, modifications and additions hereafter contained.

3. The Charity is established for the purposes expressed in the Memorandum of Association.

4. (a) The number of members with which the Charity proposes to be registered shall be two.

(b) The Committee at their absolute discretion may from



time to time admit new members provided that (excepting the persons referred to in Section 28 (1) (b) of the Act) the number of members of the Charity shall be limited to 100

- (c) The subscribers of the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Charity.
- (d) Every member shall sign a written application or consent to become a member.
- (e) The Secretary shall keep an accurate Register of Members.

5. The rights of a member shall not be transferable or transmissible.

6. Any member may withdraw from membership by giving one month's notice in writing to the Charity (subject to the provisions of Section 212 of the Act).

7. The Charity may without showing cause by a resolution passed by a majority consisting of not less than two-thirds of the Committee Members present at a special meeting of the Committee of and at which a member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely (or inter alia) for the purpose of considering such resolution refuse to continue any person as a member of the Charity, and if any such resolution shall be so passed then (subject as in Article 6 provided) such person shall cease to be a member and his name shall be removed from the Register of Members.

8. Without prejudice to Article 7. the Committee may by a majority of not less than two-thirds at any meeting of the Committee refuse to continue any person as a member if that person is in arrears with the payment of such annual subscription as the Committee shall from time to time resolve.

9. It shall be lawful for the Committee to provide for the admission of such persons as they may think fit to be Friends or Associates of the Company, and for the rights, duties and liabilities (if any) of such Friends or Associates but so that such persons shall not by virtue of having been admitted to be such Friends or Associates as aforesaid be members of the Company, and that such rights shall not include a right to speak or vote at General Meetings of the Charity. The Secretary shall keep an accurate register of such Friends or Associates of the Charity.

10. In Regulation 9. of Table C, the words "declaring a dividend" shall be omitted.

11. There shall be added to Article 23 of Table C the following words "On a show of hands a member present only

by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands."

12. It shall be lawful for the Committee to provide for the creation of the office of President and (one or more) Vice Presidents and Patrons of the Charity and for the creation of an Advisory Council for the Charity, for the admission and retirement of persons to such offices and to membership of the advisory Council and for the powers, rights, duties and liabilities (if any) of such persons and of the Advisory Council but so that such persons shall not by virtue only of having been admitted to be Honorary Officers or Advisory Council members be members of the Charity, and that such rights shall not include a right to speak or vote at General Meetings or meetings of the Committee of the Charity. The Secretary shall keep an accurate register of any such Honorary Officers and Advisory Council of the Charity.

13. Article 31 of Table C shall be omitted. The first Committee Members shall be appointed in writing by the subscribers to the Memorandum of Association.

14. Unless otherwise determined by a General Meeting the number of Committee Members shall not be less than two nor more than twenty.

15. In Article 32 of Table C, the first two sentences shall be omitted.

16. The Committee may appoint a Director (who may or may not be a Committee Member or a member). The Director shall have such powers and duties in relation to the conduct of the business of the Company as the Committee shall from time to time determine.

17. The words "and every director present at the meeting of directors or committee of directors shall sign his name in the book to be kept for that purpose" shall be omitted from Article 37 of Table C.

18. Article 44 of Table C shall be omitted.

19. In Article 52 of Table C the words "and/or such other persons" shall be inserted after the words "members of their body".

20. In Article 63 :-

- (a) the words and figures "Sections 148-157" shall be substituted for the words and figures "sections 148, 150 and 157".
- (b) the words "income and expenditure" shall be substituted for "profit and loss".
- (c) the words "group accounts (if any)" shall be omitted.

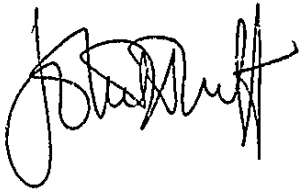
21. Every Committee Member or other officer (including Auditor) of the Charity shall be entitled to be indemnified out of the assets of the Charity against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Committee member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation

thereto; but this Article shall only have effect in so far as its provisions are not avoided by the said section.

22. The Director and the team of senior staff of the Charity shall be entitled to make their view on any matter affecting the Charity known to the Committee at any time and shall be entitled to circulate memoranda, notes and accounts to the Committee.

23. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

Names, addresses and descriptions of Subscribers



John Dallas Duff, 32 Rosehill Terrace, Swansea.
Community Worker.



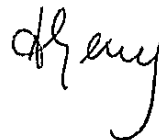
Paul Brynmor Thomas, 2, Nestfa House,
The Lone, Clydach.

Local Government Officer.

Dated this 15th day of June 1984.

Witness to the above signatures:-

Audrey Gerry, Administrative Assistant,
Welsh Housing Aid, 57 Walter Road, Swansea.





THE COMPANIES ACTS 1948 TO 1981

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 margin

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

To the Registrar of Companies

For official use

1830262/4

Name of Company

WELSH HOUSING AID LIMITED

Limited*

* delete if
inappropriate

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

57 WALTER ROAD,
SWANSEA,
WEST GLAMORGAN

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

☐

Number of continuation sheets attached (see note 1)

☐

Presenter's name, address and
reference (if any):

WELSH HOUSING AID,
57 WALTER ROAD,
SWANSEA.

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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) JOHN DALLAS DUFF	Business occupation COMMUNITY WORKER
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) 32 ROSEHILL TERRACE SWANSEA WEST GLAMORGAN SA1 6JN	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 14th June 1984

Name (note 3) PAUL BRYDMOR	Business occupation LOCAL GOVERNMENT OFFICER
Previous name(s) (note 3) THOMAS	Nationality WELSH
Address (note 4) 2 NESTIN HOUSE, THE LONE CATHACH, SWANSEA	Date of birth (where applicable) (note 6) 9/4/49
Other directorships † OPUSTAR - 37 WALTERS Rd, HUME IMPROVEMENT SERVICE & SECONDARY HOUSING ASS IN WALES, 387 NEBBET RD, SWANSEA ACCOMMODATION FOR SINGLE HOMELESS - 37 WALTER Rd, SWANSEA HOUSING AID TRUST - 157 WATERLOO Rd, SWANSEA	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 15th June 1984

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin



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:

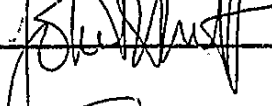

Name (notes 3 & 7)	VALERIE ANNE FELD
Previous name(s) (note 3)	VALERIE ANNE BREEN TURNER
Address (notes 4 & 7)	33 MALVERN TERRACE, BRYNMILL, IWANSEA WEST GLAMORGAN.
I hereby consent to act as secretary of the company named on page 1	
Signature	Valerie Feld
Date	14/6/84

Name (notes 3 & 7)	
Previous 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

† delete as
appropriate

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

Signature		[Subscriber] [Agent]†	Date	14th June 1984
Signature		[Subscriber] [Agent]†	Date	15th June 1984

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1830262

I hereby certify that

WELSH HOUSING AID LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

4TH JULY 1984

A handwritten signature in dark ink, appearing to read 'P. C. Coates'.

P. C. COATES

an authorised officer