



COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

**12**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

[ ] [ ] [ ] [ ]

2491685

Name of company

VALES LIMITED

\* insert full  
name of Company

I, CLIVE MATHIAS  
of EOS HOUSE WESTON SQUARE BARRY  
CF6 7YF

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor-engaged-in-the-formation-of-the-company]† *Cy*  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 12 Hectors Road, Barry

Declarant to sign below

the 17<sup>th</sup> day of March

One thousand nine hundred and 1997

before me *[Signature]*

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

Presentor's name address and  
reference (if any):

CLIVE MATHIAS & CO.  
EOS HOUSE  
WESTON SQUARE, BARRY  
SOUTH GLAMORGAN CF6 7YF  
Telephone: 0446 720787  
Telex: 497223 EOS  
Fax: 0446 746120

For official Use

New Companies Section

Post room



COMPANIES FORM No. 10

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

**10**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf - Note 8)

For official use

\* Insert full name  
of company

Name of company

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

EOS HOUSE	
WESTON SQUARE	
BARRY SOUTH GLAMORGAN	
Postcode	CF6 7YF

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
---


**CLIVE MATHIAS & Co.**  
EOS HOUSE  
WESTON SQUARE, BARRY  
SOUTH GLAMORGAN CF6 7YF  
Telephone: 0446 720787  
Fax: 0446 746120

Postcode

Number of continuation sheets attached (see note 1)

2
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Presentor's name address and  
reference (if any):

**CLIVE MATHIAS & Co.**  
EOS HOUSE  
WESTON SQUARE, BARRY  
SOUTH GLAMORGAN CF6 7YF  
Telephone: 0446 720787  
Fax: 0446 746120

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  
delete or  
scribble

Name (note 3) ROBERT FRANKLIN M. L.		Business occupation L.S.B. & R. L.
Previous name(s) (note 3)		Nationality S. S. H.
Address (note 4) 45 HEDGECOCK ST, TRAFALGAR, MID GLAM		Date of birth (where applicable) (note 6)
Postcode CF42 6AW		
Other directorships 1 TUDORHIRST LTD.		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 27/2/90.

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


Name (note 3) ELLYN THOMAS JONES.		Business occupation SOCIAL WORKER.
Previous name(s) (note 3)		Nationality BRITISH.
Address (note 4) 64 MADDOX ST. BLAENCLYDACH. TONY PANDY.		Date of birth (where applicable) (note 6)
Postcode CF40 2RS.		
Other directorships 1 NONE		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 27/2/90.

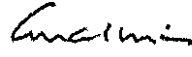
Name (note 3) IAN MICHAEL ROBERTS		Business occupation COMMUNITY NURSE
Previous name(s) (note 3)		Nationality WELSH
Address (note 4) 25 LLANFAIR RD PENYFERAIG RHONDDA		Date of birth (where applicable) (note 6)
Postcode CF40 1TA		
Other directorships 1 NONE		
I consent to act as director of the company named on page 1		
Signature <i>[Signature]</i>		Date 6/3/90

Please do not  
write in  
the margin

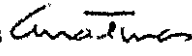
Please complete  
legibly, preferably  
in black type, or  
bold black lettering

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) <b>ROBERT PAUL WILLIAMS</b>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <b>25 BRADFORD STREET</b> <b>GRANGE TOWN</b> <b>CARDIFF</b>	
Postcode	<b>CF1 7 6Z</b>
I consent to act as secretary of the company named on page 1	
Signature 	Date <b>27.3.90</b>

Name (notes 3 & 7) <b>CLIVE MATTHIAS</b>	
Previous name(s) (note 3) <b>NONE</b>	
Address (notes 4 & 7) <b>1 THE MEWS ST NICHOLAS ROAD</b> <b>BARRY SOUTH GLAMORGAN</b>	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature 	Date <b>27/3/90</b>

delete if the form is  
signed by the  
subscriber

Signature of agent on behalf of subscribers 	Date <b>27/3/90</b>
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delete if the form is  
signed by an agent on  
behalf of the  
subscribers

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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COMPANIES FORM No. 10 (cont.)

**Statement of first directors and  
secretary and intended situation  
of registered office (continuation)**

Continuation sheet No. 1  
to Form No. 10

Company number

Name of company

\* Insert full name  
of company

\* VALES LIMITED

Particulars of other directors (continued)

Name (note 3) <u>GRWYGOR JOHN ISRAEL</u>		Business Occupation <u>TRAINING OFFICER</u>
Previous name(s) (note 3)		Nationality <u>WELSH</u>
Address (note 4) <u>8 GEORGE ST BLAENWYCH</u> <u>RHONDDA MID - GLAMORGAN</u>		Date of birth (where applicable) (note 5) <u>4.10.44</u>
	Postcode <u>CF43 4PN</u>	
I consent to act as director of the company named above		
Signature <u>[Signature]</u>		Date <u>22/3/90</u>

Particulars of other directorships

NONE

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and secretary and intended situation of registered office (continuation)**

Continuation sheet No. **2**  
to Form No. 10

Company number

Name of company

**VALES LIMITED**

Particulars of other directors (continued)

Name (note 3) <b>ANDREW EDWARD FORTON</b>		Business Occupation
Previous name(s) (note 3)		Nationality
Address (note 4) <b>THE VICARAGE, GRAIG RD</b>		<b>BRITISH</b>
<b>WYLLER</b>	Postcode <b>CF39 0NS</b>	Date of birth (where applicable) (note 6) <b>18.2.51</b>
I consent to act as director of the company named above		
Signature <b>Andrew E Forton</b>		Date <b>27.3.90</b>

Particulars of other directorships **NONE**

249165



THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

VALES LIMITED

1. The name of the Company (hereinafter referred to as "the Association") is Vales Limited.
2. The Registered Office of the Association will be situate in Wales.
3. The objects for which the Association is established are:

To promote and assist the general relief of all mentally handicapped persons in the district of the Rhondda Borough Council, and to advance their education, by providing and assisting in the provision of training opportunities and employment for people with a mental handicap without distinction as to race, age or sex, or political religious or other opinions.

In furtherance of the above purposes but not further or otherwise the Association may:-

- (a) Provide and assist in the provision of goods and services which will promote the conservation and improvement of the environment in the community of Rhondda.
- (b) Provide and assist in the provision of goods and services by people with a mental handicap.
- (c) Promote activities whereby persons with a mental handicap will be jointly concerned with other people in work and leisure activities.
- (d) Purchase, take on lease or in exchange, hire or otherwise acquire, any property, heritable or moveable, real or personal, which may be deemed necessary or convenient for any of the purposes of the Association.
- (e) Draw, make, accept and endorse promissory notes, bills of exchange and other negotiable instruments.
- (f) Construct, maintain and alter any house, buildings or works necessary or convenient for the purposes of the Association.

KAT ANG  
50 Nov.

- (g) Sell, manage, lease, mortgage, exchange, dispose of, improve or otherwise deal with all or part of the property of the Association as shall further such objects.
- (h) Borrow and raise money for the purposes of the Association in such manner as the Association may think fit, as hereinafter provided.
- (i) Invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (k) Undertake and execute any trusts or any agency which may be deemed necessary for any of the objects of the Association provided that this will not affect in any way the charitable status of the company.
- (l) Retain or employ professional or technical advisers or workers in connection with the objects of the Association and to pay reasonable or proper fees for their services.
- (m) Establish and support pension and superannuation schemes for the benefit of persons employed by the Association and to grant pensions or retiring allowances to persons who have been employed by the Association.
- (n) Establish and support and to aid in the establishment and support of any other charitable Association formed for all or any of the objects of this Association.
- (o) To amalgamate with any Companies, Institutions, Societies or Associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association.
- (p) Purchase or otherwise acquire all or any part of the share capital, property or assets, and to undertake all or any of the liabilities and engagements of any one or more companies, institutions, societies or associations with which the Association is authorised to amalgamate.



- (q) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- (r) Transfer all or any part of the assets, property, liabilities and engagements of the Association to any one or more of the Companies, institutions, societies or associations with which this Association is authorised to amalgamate.
- (s) Receive and accept from time to time, grants and legacies, donations, gifts, subscriptions, conveyances and endowment either of money or property, heritable or moveable, real or personal, of any description whatsoever, either absolutely or conditionally or in trust, for any one or more of the objects of the Association.
- (t) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, either of grants, loans, donations, annual subscriptions or otherwise.
- (u) Pay all expenses preliminary or incidental to the formation of the Association and its registration.
- (v) Do all such other lawful things as that shall further the above objects.

Provided that

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or to procure to be observed by its members or others any regulation, restriction or condition otherwise than in the manner calculated to promote its charitable objects.
- (iii) Provided also that in relation to any property which may come into the hands of the Association as Trustees under any Trust (whether established by any Trust Deed or any scheme settled by a Court of Justice or made in pursuance of any enactment relating to educational endowments or War Charities or otherwise) nothing herein shall authorise the Association to deal therewith otherwise than in accordance with the terms of the Trust with any law relevant thereto, nor shall the incorporation of the Association affect the liability as an individual of any member of the Board of Management who may be a party at such dealing.

(iv) None of the authorised objects and powers of the Company shall permit the Company to do anything which would result in the Company not being or not being deemed to be charitable at law and no alteration or addition or any amendment of any kind shall be made to the Memorandum and articles of Association of the Company (a) without the prior consent of the charity commissioners and (b) which would have the effect of affecting in any way the charitable status of the Company in the event of the Company being duly registered as a charity.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the 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 Association.

Provided that nothing herein contained shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association (not being a member of the Board of Management) in return for any services actually rendered to the Association nor prevent the payment of interest on money lent by any member of the Trust or of its Board at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management and Governing body or reasonable rent for premises demised or let by any member to the Association but so that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board, except payment of reasonable 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 Association: Provided that the provision last aforesaid shall not apply to any Company of 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.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association 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 debts and liabilities of the Association contracted before 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 the contributories among themselves, such amount as may be required not exceeding five pounds sterling.

7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 5 hereof, such charitable institution or institutions to be determined by the members of the Association with the approval in writing of the Charity Commissioners for England and Wales at or before the time of dissolution or in default by such Court of Law as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to such provisions then to some charitable objects or objects.
8. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Association and of the property, assets and liabilities of the Association. Such accounts shall be open to any member of the Board of Management of the Association and to the Auditor for inspection at all reasonable times and to any other member of the Association to the extent permitted by the provisions of its Articles of Association. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

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 OF SUBSCRIBERS

SIGNATURE

Robert F Moore  
45 Herbert Street  
Treorchy  
Mid Glamorgan  
CF42 6AW



Elwyn T Jones  
64 Maddox Street  
Blaenclydach  
Tonypandy  
Mid Glamorgan  
CF40 2RS



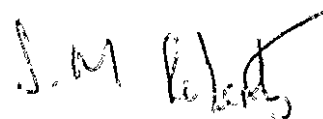
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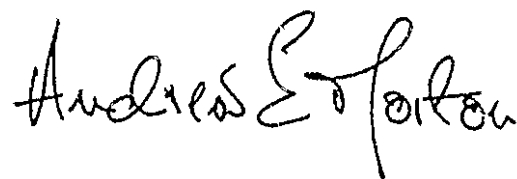
NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURE

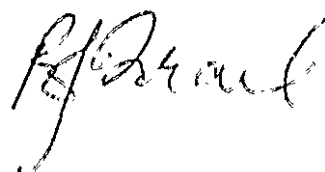
Ian M Roberts  
25 Llanfair Road  
Penygraig  
Tonypany  
Mid Glamorgan  
CF40 1 A



Andrew Morton  
The Vicarage  
Graig Road  
Ynyshir  
Porth  
Mid Glamorgan



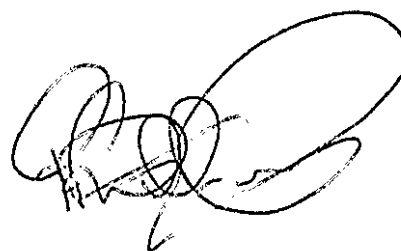
Bryn Israel  
8 George Street  
Blaenllechau  
Ferndale  
Mid Glamorgan



DATED THIS 27 MARCH 1990

WITNESS TO THE ABOVE SIGNATURES

Robert P Williams  
25 Bradford Street  
Grangetown  
Cardiff  
CF1 7BZ



THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
OF  
VALES LIMITED

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1. In these Articles:-

"The Act" means the Companies Act 1985.

"The Association" means the Company above mentioned.

"The Articles" means these Articles of Association or such as are in force from time to time.

"Member" means a member or associate member for the time being of the Association in terms of the Articles.

"The Board" means the Administrative Board of Management of the Association elected in terms of the Articles.

"The Office" means the Registered Office for the time being of the Association.

"Secretary" means the Secretary of the Association for the time being appointed in terms of the Articles.

Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other means of representing or reproducing words in a visible form. Words importing the singular number only, including the plural and vice versa. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which those regulations become binding on the Association except that the word "Association" shall be substituted for "Company" or "Board" or "Members of the Board" for "Directors" as these other words appear respectively in the Act.

2. The Association is established for the purpose expressed in the Memorandum of the Association.

MEMBERSHIP

3. Membership of the Association shall be open to persons in the manner hereinafter provided and shall consist of the subscribers of the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the Articles and Memorandum of Association.

4. Membership shall be open to:

- (a) any person aged 18 years or over who shall from time to time be resident in the Borough Council area or Rhondda, hereafter known as "the Community Council Area", so long as he or she continues to be so resident. Such person shall upon election be known as a full member.
- (b) any person aged 18 years or over who shall be employed by the Association on a full or part-time basis. Such person shall upon election be known as a full member.
- (c) any person aged 18 years or over who is not resident in the said community council area nor is employed by the Association. Such person shall upon election be known as an associate member, and shall not, save as provided in these Articles, have the right to vote at meetings of the Association.

5. The nomination of a person as a member as above provided shall be in writing, signed by every person so nominating and left with the secretary at the registered office of the Association and thereupon the person so nominated shall be qualified to become a member of the Association accordingly.

6. Persons wishing to acquire full membership may upon qualification and nomination be so elected by the Board at the absolute discretion of the Board.

7. Persons wishing to acquire association membership shall upon nomination be considered for membership by the Board who may at their discretion admit or refuse to admit that person to membership.

RETIREMENT OF MEMBERS

8. Any member of the Association who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired. The Board shall have an absolute discretion to exclude any person as a member of the Company or to terminate the membership of any member at any time for any reason.

9. Any member of the Association who is qualified to be such under Clauses 4 and 5 of these Articles of Association shall be deemed to have retired upon ceasing to be so qualified. Such members shall be eligible for nomination for membership in terms of Articles 6 and 7 of these Articles.

10. A register of members for the time being shall be kept by the Secretary and shall contain each member's name, address and date of admission to the Association and shall be, so far as is applicable, expected to comply with the provisions of Section 352 of the Act.

11. The rights and privileges of membership shall not be transferable.

#### GENERAL MEETINGS

12. The Association shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that calendar year and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
13. All general meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".
14. The Board shall whenever they thing fit and shall upon a requisition made in writing by any three or more members, convene an Extraordinary General Meeting or, in default of such a meeting, one may be convened by such requisitionists as is provided in Section 368 of the Act. If at any time there are not sufficient members of the Board to form such a quorum any 13 members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the Board.
15. Any requisition made by members of the Association shall express the object of the meeting proposed to be called and shall be left at the registered office of the Association.
16. Upon the receipt of such requisitions the Board shall forthwith proceed to convene a general meeting. If they do not proceed to convene a general meeting within twenty-one days from the date of the requisition the requisitionists may convene a meeting, subject to Clause 13 herein.

#### NOTICE OF GENERAL MEETING

17. An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
  - (a) in the case of an Annual General Meeting, by the members entitled to attend and vote thereat: and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

In addition to giving notice in writing to the members of the Company of general meetings of the Company the Directors may at their absolute discretion publish notice of any meetings in a local newspaper.

#### PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet and the ordinary report of the Board and the report of the Auditors, the election of members of the Board in place of those retiring and the appointment and remuneration of the Auditors.
19. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business, twelve members or one third of the members whichever is less, present in person shall be a quorum.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.
21. The Chairman, or in his absence the Vice-Chairman, shall preside as Chairman at every general meeting of the Association.
22. If neither the Chairman nor the Vice-Chairman is present at the time of the meeting the members present shall choose one of their member to be Chairman of the meeting.
23. The Chairman may, with the consent of the 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 the business left unfinished at the meeting from which the adjournment took place.
24. At any meeting a resolution put to the vote of the meeting shall be decided by a show of hands of full members only, unless a poll is demanded by at least 5 members and unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the books of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such resolution.



25. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs and the result of such poll of full members only shall be deemed to be the resolution of the meeting at which the poll was demanded.

#### RESOLUTION IN WRITING

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

#### VOTES OF MEMBERS

27. Every member of the Board shall have one vote, and every other full member shall have one vote. All votes shall be given personally. In the case of an equality of votes whether on a show of hands or on a poll the Chairman at the meeting at which a show of hands takes place or at which a poll is demanded, shall be entitled to a second or casting vote.

#### APPOINTMENT OF BOARD AND POWERS OF MANAGEMENT

28. (a) The Board shall consist of at least seven persons and unless and until otherwise determined by the Association in General Meetings, consist of a maximum of fifteen members.
- (b) Subject to Article 28(a) the members of the Board shall comprise of a maximum of fifteen persons who shall be members of the Association, of whom a maximum of three persons may be associate members. Persons employed by the Association who are admitted to membership are not entitled to be appointed to the Board.
- (c) In any event of the membership of the Board being less than seven persons resident in the said community council area, the Board shall convene an extraordinary general meeting as herein provided and therein call for the election to the requisite offices, failing which the members of the Board shall retire and their powers and duties as hereinafter contained shall vest in the full members of the Association in accordance with the Articles and Memorandum of Association.
29. Subject to paragraph 28(b) above any member of the Association shall be qualified to be a member of the Board or to nominate a member of the Board.
30. The nomination of a person as a member of the Board as above provided shall be in writing signed and every person so nominating and left with the Secretary at the registered office of the Association and thereupon the person so nominated shall be qualified to be a member of the board accordingly. A member may nominate him or herself.
31. The members of the Board shall be elected from members of the Association at an Annual General Meeting or Extraordinary General Meeting of the members of the Association as provided for in Clause 28(c) herein, the Articles and Memorandum of Association.

32. The first Directors of the Company shall be appointed by the Subscribers of the Company.
33. Subsequent Directors of the Company shall be appointed by the Company in General Meeting at Annual General Meetings of the Company.
34. The Directors may appoint a Director or Directors who is or are willing to act otherwise than at Annual General Meetings of the Company either to fill a vacancy or vacancies or as additional Director or additional Directors so long as such appointment or appointments shall not cause the number of Directors in office to exceed the prescribed or any prescribed maximum number of Directors of the Company.
35. At every Annual General Meeting of the Company every Director in office shall retire and shall be entitled to seek re-election as a Director at the meeting; the retirement of the Directors pursuant to this regulation shall be deemed to take effect immediately upon the conclusion of the Annual General Meeting at which the Directors retire.
36. At every Annual General Meeting of the Company the members shall nominate and appoint Directors to fill the vacancies created by the said retirements of the Directors.
37. The Board shall, as soon as possible, do all such acts as are necessary in connection with the incorporation of the Association.
38. The entire business of the Association shall be arranged and managed by the Board which may exercise all such powers of the Association (including power to borrow money) as are not by the Act or these Articles declared to be exercisable only by the Association in general meeting. No regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
39. The Board shall have power, subject to the provisions of the Memorandum of Association, to appoint and remove such paid officers and servants of the Association as it shall think fit and also to appoint and remove solicitors and such other agents and consult such experts, legal and others, as it may think fit. It shall have full power from time to time to determine the respective powers and duties of the persons so appointed and to fix their respective salaries, fees or remuneration and pension or superannuation arrangements.
40. The office of Members of the Board (whether elected or co-opted in the manner herein provided) shall be vacated:
  - (a) if a receiving order is made against him or her or he or she becomes bankrupt or insolvent or compounds with his or her creditors.
  - (b) if he or she becomes of unsound mind.
  - (c) if he or she is requested in writing to resign by all of the other members at that moment in time of the Board.

- (d) if at a duly convened extraordinary meeting of the members of the Association 50% of the full members present and voting call for the resignation of the said member of the Board.
- (e) if he or she gives the Board notice in writing to the effect that he or she resigns from the said office.
- (f) if the members of the Company elected to membership pursuant to clause 4(b) of these Articles of Association (hereafter called the employee/members) resolve at a meeting of such members that any Director who was nominated by employee/members and duly elected a Director of the Company shall cease to act as a Director of the Company. Such Director shall thereupon cease to be a Director of the Company upon the passing of the said resolution.

#### ELECTION OF CHAIRMAN OF THE BOARD AND OF OTHER OFFICERS

41. The Board shall, as soon as is practicable after incorporation of the Association, and thereafter as soon as is practicable after each Annual General Meeting of the Association hold a meeting and elect from its own body by show of hands or by nomination and ballot as it thinks proper, a Chairman (The Chairman), a Vice-Chairman (The Vice-Chairman) Treasurer (The Treasurer) and such other officers as it shall consider necessary to hold office until the opening meeting (The Officers). The holders of these offices for a previous year shall be severally eligible for re-election.

If any casual vacancy should occur in the office of Chairman, the Vice-Chairman shall act as Chairman until a new Chairman be elected by the Board. The Board shall also have power to fill any casual vacancy arising in the office of Treasurer and any other offices.

42. The Board may appoint one of their number to exercise, subject to their directions, a general control over the work of the Association.

#### PROCEEDINGS OF THE BOARD

43. Meetings of the Board shall be held at such times and such places as the Board may from time to time direct. The Chairman or any three members of the Board may at any time, and the Secretary upon the request of the Chairman or such members shall, convene a meeting of the Board. Minutes of meetings of the Board shall be available for inspection only to such persons or classes of persons as the Association in general meeting may provide. Unless and until the Board decides otherwise 6 members of the Board shall constitute a quorum.

Meetings of the Board shall be presided over by the Chairman or in his absence, the Vice-Chairman, or in the absence of both by one of the the members of the Board to be chosen by those present.

A member of the Board who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Board.

The Board shall have full power to appoint Committees and approve the appointment of Sub-Committee by such Committees and may delegate to such Committees all such duties, powers and privileges as it may think fit, save as is otherwise provided in the Articles.

Subject to the decisions of the Board or a resolution of the Association in general meeting there shall be excluded from the delegation to any committee or Sub-Committee the following:-

- (a) the introduction of new policies or changes in policies which may have a significant impact on the Association or which fall within the responsibility of or conflict with the declared policy of another Committee or Sub-Committee unless that Committee has agreed.
- (b) any matter involving expenditure not in accordance with the financial regulations of the Association.
- (c) any capital building project.
- (d) the appointment or dismissal of any employee of the Association.

The delegation to a Committee or Sub-Committee shall be subject to the restrictions or conditions following, that is to say:-

- (a) The Committee or Sub-Committee shall give effect to any instructions or decisions of the Board upon matters of principle.
- (b) Any delegation of functions by a Committee to a Sub-Committee shall be subject to the approval of the Board except that in cases of emergency the conclusion of a matter of which the principle has been approved by the Board may be delegated to a Sub-Committee.
- (c) All obligations or contracts in connection with the discharge of the functions of a Committee shall be granted or entered into by or on behalf of the Board.
- (d) Resolutions or a Committee in regard to matters which are not included in any delegation to such Committee shall not be carried into effect until such resolutions have been reported to and approved by the Board.

The members of the Committees or Sub-Committees need not necessarily be members of the Board or of the Committee appointing such Sub-Committees, provided always that no resolution of a meeting of a Committee or Sub-Committee shall be of effect unless a majority of the members present at such meeting are members of the Association or otherwise qualified for appointment to the Board. The number of members of any Committee or Sub-Committee which shall constitute a quorum shall be decided by the Board. The Chairman of such Committees or Sub-Committees may be appointed by the Board or, failing such appointment, elected by the relative Committee or Sub-Committee.

All acts done by the Board or by any Committee or Sub-Committee or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards be discovered that there was any defect in the appointment of the Board or Committee or Sub-Committee or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the Board), shall be as valid as if every such person had been duly appointed and was at the time qualified to be a member of the Board or Committee or Sub-Committee.

The members for the time being of the Board may act notwithstanding any vacancy in their body.

A resolution in writing, signed by all the members of the Board for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the like form, each signed by one or more of the members of the Board.

#### SECRETARY

44. (a) The Secretary shall be appointed by the Board 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 it.
- (b) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to an assistant or deputy Secretary, or if there is none such, by or to any officer of the Association authorised generally or specifically in that behalf by the Board.
45. A provision of the Act or these Articles of Association requiring or authorising anything to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as or in place of the Secretary.

#### SEAL

46. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a Committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

#### ACCOUNTS

47. The Board shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure takes place.

(b) all sales and purchases of goods by the Association, and

(c) the assets and liabilities of the Association.

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 view of the state of the Association's affairs and to explain its transactions.

48. The books of account shall be kept at the registered office of the Association or, subject to section 222 of the Act, at such other place or places as the Board think fit and shall always be open to the inspection of members of the Board.
49. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of the members not being members of the Board and no member of the Association (not being a member of the Board) shall have any right of inspection of any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
50. The Board shall from time to time in accordance with Sections 227, 229 and 235 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections.
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to the Auditor and to every member of the Association. Provided that this article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.
52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn and accepted, endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time determine.

#### AUDITORS

53. Auditors shall be appointed and their duties regulated in accordance with Section 384 to 393 of the Act or any statutory modifications thereof for the time being in force.

#### NOTICES

54. A notice may be served by the Association upon any member of the Board or of the Association either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.

55. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.
56. Notice of every General Meeting shall be given in any manner hereinafter authorised to:
- (a) Every member except those members who (having no registered address within the UK) have not supplied to the Association an address within the UK for the giving of notices to them.
  - (b) The Auditor for the time being of the Association.
- No other person shall be entitled to receive notices of General Meetings.

#### MINUTES

57. Correct minutes of the proceedings of the Association and of the Board and of Committees or Sub-Committees of the Board shall be taken and shall be kept at the office of the Secretary. Such minutes shall be taken by the Secretary or by such other person as the Board may from time to time appoint and shall be in such form as the Board may direct. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the minutes of the Board or any of its Committees or Sub-Committee shall be open to the inspection of members not being members of the Board and no member not being a member of the Board shall have any right of inspection of any such minutes except as conferred by statute or authorised by the Board or by the Association in General Meetings.

#### WINDING UP

58. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up. Clause 7 of the Memorandum of Association of the Association shall have effect as if the provisions thereof were repeated herein.

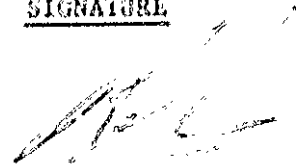
#### INDEMNITY

59. Subject to the provisions of the Act, every officer or employee of the Association shall be entitled to be indemnified by the Association against all costs, losses and expenses which he or she may incur or become liable for in the execution or discharge of any office held by him in the Association.

NAME & ADDRESSES OF SUBSCRIBERS

SIGNATURE

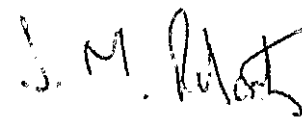
Robert F Moore  
45 Herbert Street  
Treorchy  
Mid Glamorgan  
CF42 6AW



Elwyn T Jones  
64 Maddox Street  
Blaenclydach  
Tonypandy  
Mid Glamorgan  
CF40 2RS



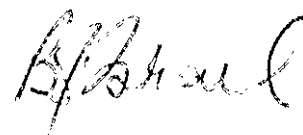
Ian M Roberts  
25 Llanfair Road  
Penygraig  
Tonypandy  
Mid Glamorgan  
CF4 1 A



Andrew Morton  
The Vicarage  
Graig Road  
Ynyshtir  
Porth  
Mid Glamorgan



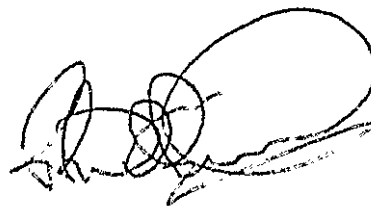
Bryn Israel  
8 George Street  
Blaenllechau  
Ferndale  
Mid Glamorgan



DATED THIS 27 MARCH 1990

WITNESS TO THE ABOVE SIGNATURES

Robert P Williams  
25 Bradford Street  
Grangetown  
Cardiff  
CF1 7BZ





FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2491685

I hereby certify that

**VALES LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 11 APRIL 1990

A handwritten signature in cursive script, appearing to read "J. A. Hughes".

an authorised officer