

G

COMPANIES FORM No. 12

12

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

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

To the Registrar of Companies

For official use

--	--	--

For official use

2506147

Please do not write
in this margin

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

* Insert full name
of company.

Name of Company

* THE TAFF ELY AND ARCA SUPPORT GROUP FOR PEOPLE WITH A MENTAL HANDICAP -
KNOWN AS "DRIVE"

I, ERIC PHILLIPS

of BRADLEY COURT, PARK PLACE, CARDIFF, CF1 3DP

† Delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~I am secretary of the company in the statement delivered to the Registrar~~
~~under section 12(3) 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

7/8 Park Place
Cardiff.

Declarant to sign below

the

16th

day of

May

One thousand nine hundred and

Ninety

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.

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

Morgan, Bruce
Bradley Court
Park Place
Cardiff
CF1 3DP

For official use

New companies section

Post room

G

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

ase do not
to in
margin

Pursuant to section 30(5)(a) of the Companies Act 1985

ase complete
ibly, preferably
black type, or
ld black lettering

ote
is declaration
ould accompany
e application for
e registration of
e company

nsert full name
of company

delete as
appropriate

For official use

Company number

[] [] [] []

[]

Name of company

* THE TAFF ELY AND AREA SUPPORT GROUP FOR PEOPLE WITH A MENTAL HANDICAP -
KNOWN AS "DRIVE"

I, ERIC PHILLIPS

of BRADLEY COURT, PARK PLACE, CARDIFF, CF1 3DP

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or~~
~~secretary of the above company in the statement delivered under section 10 of the above Act~~ I do
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1835.

Declared at 7/8 Park Place
CARDIFF

Declarant to sign below

the 11th day of MAY
One thousand nine hundred and Ninety
before me J. B. Hume

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):

Morgan Bruce
Bradley Court
Park Place
Cardiff CF1 3DP

For official Use

New Companies Section

Post room

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

Pursuant to section 10 of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

Name of Company

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

* Insert full name
of company

* The Taff Ely and Area Support Group for People
with a Mental Handicap - known as "DRIVE"

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

83 Talbot Road, Talbot Green, Mid Glam.

Postcode CF7 8AE

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

Morgan Bruce, Bradley Court, Park Place, Cardiff

Postcode CF1 3DP

3

Number of continuation sheets attached (see Note 1)

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

Morgan Bruce
Bradley Court,
Park Place,
Cardiff CF1 3DP

EP

For official use
General section

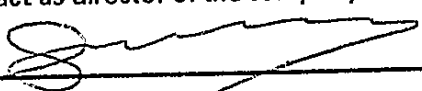
Postroom

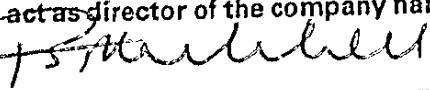
The name(s) and particulars of the person who is, or the persons who are, to be the first director(s) of the company (note 2) are as follows:

write in this margin

Name (Note 3) LAKE, BARBARA MARY		Business occupation TEACHER	
Previous name(s) (Note 3) NEE REED		Nationality BRITISH	
Address (Note 4) 'HIGHFIELD' GELLFEDI RD, BRYNNA, MID-GLAM.		Date of birth (where applicable) (Note 6) 28/7/44	
Postcode CF7 9QG			
Other directorships ⁽¹⁾ NONE			
I consent to act as director of the company named on page 1			
Signature B. Lake		Date 25/4/90	

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

Name (Note 3) GUY PAUL LAKE		Business occupation NURSE	
Previous name(s) (Note 3) —		Nationality BRITISH	
Address (Note 4) 'HIGHFIELD' GELLFEDI RD, BRYNNA, MID-GLAMORGAN		Date of birth (where applicable) (Note 6) 16/1/48	
Postcode CF7 9QG			
Other directorships ⁽¹⁾ NONE			
I consent to act as director of the company named on page 1			
Signature 		Date 25/4/90	

Name (Note 3) BRYAN JAMES MITCHELL		Business occupation CIVIL SERVANT	
Previous name(s) (Note 3) NONE		Nationality BRITISH	
Address (Note 4) 210 COED EDEYRN LLANIDDEYRN, CARDIFF		Date of birth (where applicable) (Note 6) 1/3/45	
Postcode CF3 7JZ			
Other directorships ⁽¹⁾ NONE			
I consent to act as director of the company named on page 1			
Signature 		Date 25/4/90	

directors of the company (note 2) are as follows:

write in this margin

Name (Note 3) SUSAN ANN CLEARY		Business occupation
		TEACHER
Previous name(s) (Note 3) SUSAN ANN EVEREST		Nationality
Address (Note 4) 11, PENCERRIG ST GRAIGWEN PONTYPRIDD		BRITISH
MID-GLAM		Date of birth (where applicable) (Note 6) 8.8.55
Postcode CF37 2HS		
Other directorships ⁽¹⁾		
I consent to act as director of the company named on page 1		
Signature S. A. Cleary.		Date 25.4.90.

(1) Enter particulars of other directorship held or previously held (see Note 5). This space is insufficient use a continuation sheet

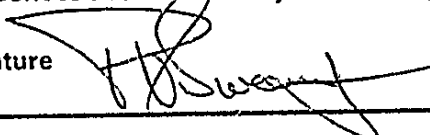
Name (Note 3)		Business occupation
Previous name(s) (Note 3)		Nationality
Address (Note 4)		
		Date of birth (where applicable) (Note 6)
Postcode		
Other directorships ⁽¹⁾		
I consent to act as director of the company named on page 1		
Signature		Date

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

Please do not write in this margin.

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

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

Name (Notes 3 & 7) <u>MR PAUL V. SWEENEY</u>	
Previous name(s) (Note 3)	
Address (Notes 4 & 7) <u>12 SEYMOUR AVE, LLANDHARAN, PENTYCHLUN</u> <u>MID GLAMORGAN.</u>	
Postcode	<u>CF7 9NW</u>
I consent to act as secretary of the company named on page 1	
Signature 	Date <u>25.4.90</u>


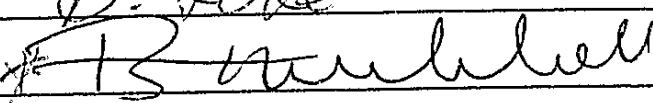
Name (Notes 3 & 7)	
Previous name(s) (Note 3)	
Address (Notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is signed by the subscribers

Signature of agent on behalf of subscribers	Date
---	------

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 <u>S. A. Creany</u>	Date <u>25.4.90</u>
Signed 	Date <u>25.4.90</u>
Signed <u>B. Loke</u>	Date <u>25.4.90</u>
Signed 	Date <u>25.4.90</u>
Signed	Date
Signed	Date

Notes

1. If the spaces on page 2 are insufficient the names and particulars must be entered on the prescribed continuation sheet(s).
2. 'Director' includes any person who occupies the position of a director, by whatever name called.
3. For an individual, his present christian name(s) and surname must be given, together with any previous christian name(s) or surname(s).

'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:
(a) in the case of a married woman, it was a name by which she was known before her marriage; or
(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
(c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.
4. Usual residential address must be given or, in the case of a corporation, the registered or principal office.

5. The names must be given of all bodies corporate incorporated in Great Britain of which the director is also a director, or has been a director at any time during the preceeding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:

- (a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such)
 - (b) a body corporate of which the company making the return was a wholly-owned subsidiary;
 - (c) a wholly-owned subsidiary of the company making the return; or
 - (d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly owned subsidiary.
6. Dates of birth need only be given if the company making the return is:
(a) a public company;
(b) the subsidiary of a public company; or
(c) the subsidiary of a public company registered in Northern Ireland.
 7. Where all the partners in a firm are joint secretaries, only the name and principal office of the firm need be stated.

Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office.



2506147

MEMORANDUM OF ASSOCIATION

COMPANIES ACT 1985

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION of

THE TAFF ELY AND AREA SUPPORT GROUP FOR
PEOPLE WITH A MENTAL HANDICAP-KNOWN AS "DRIVE"

1. Name

The name of the Association ("the Company") is THE TAFF ELY AND AREA SUPPORT GROUP FOR PEOPLE WITH A MENTAL HANDICAP - known as "DRIVE".

2. Registered Office

The registered office of the Company will be situated in Wales.

3. Objects and Powers

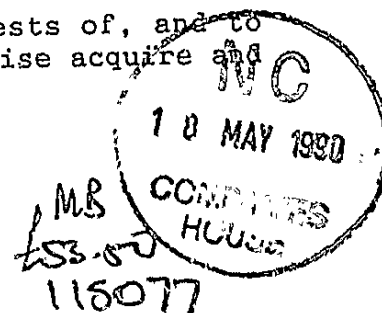
The Company is established for the relief of distress and suffering, the rehabilitation, employment, treatment and other needs necessary for a full life of persons who are mentally handicapped in Taff Ely and the surrounding area.

In furtherance of such objects, but not further or otherwise, the Company shall have power:

- 3.1 to provide and manage housing facilities both temporary and permanent for such persons in order that they may become integrated or reintegrated into the community;
- 3.2 to carry out research into the problems of, and the methods of the education and treatment of such persons in order to publish the useful results of such research;
- 3.3 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
- 3.4 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 3.5 to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- 3.6 to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 3.7 to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and

- 1 -

1.31.90



hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;

- 3.8 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 3.9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 3.10 to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- 3.11 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.12 to invest the money of the Company not immediately required for its objects in or on 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 provided below;
- 3.13 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- 3.14 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 Company;
- 3.15 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- 3.16 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- 3.17 subject to the provisions of Clause 4 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;
- 3.18 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;

3.19 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

3.20 to establish where necessary local branches (whether autonomous or not);

3.21 to do all such other lawful things as shall further the above objects or any of them.

PROVIDED that:-

3.22 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;

3.23 the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

3.24 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the management committee of the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as if such management committee would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such management committee but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. Application of Income and Property

The income 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 of such income and property 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 and no members of its management committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing shall prevent any payments in good faith by the Company;

4.1 of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its management committee for any services rendered to the Company;

4.2 of interest on money lent by any member of the Company or of its management committee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by that management committee or 3% whichever is the greater;

- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its management committee;
- 4.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the management committee may be a member holding not more than one one-hundredth part of the capital of that company; and to any member of its management committee of reasonable out-of-pocket expenses.

5. Limited Liability

The liability of the members is limited.

6. Contribution to assets of the Company

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. Surplus Assets

If on the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable 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 to an extent at least as great as is imposed on the Company under or by virtue of Clause 4, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Names, Addresses and Descriptions of Subscribers

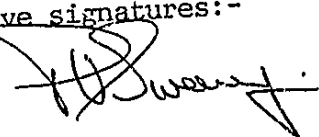
~~S. O'Leary~~ 'Highfield' Gellifedi Rd, BRYNNA, Mid-Glamorgan, CF7 9QG.
~~D. M. T. H. E. L.~~ 210 Coed Edeyn, Llanedeyrn Cardiff CF5 7JZ.
B. Lake 'Highfield' Gellifedi Rd, Brynna Mid Glamorgan CF7 9QG.
S. O'Leary 11. Pencerrig St. Graigwen, Pontypridd Mid-Glam CF37 2HS.

Dated the 25th day of APRIL 1990

Witness to the above signatures:-

Signature

Witness



12 SETOUR AVE, LLANHARAN, PONTYPRIDD, MID GLAMORGAN CF7 9NLW.

DIRECTOR OF CHARITY.

ARTICLES OF ASSOCIATION

COMPANIES ACT 1985

Company limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

of

THE TAFF ELY AND AREA SUPPORT GROUP FOR PEOPLE WITH
A MENTAL HANDICAP - KNOWN AS "DRIVE"

1. Definitions and Interpretation

In these Articles:-

- 1.1 "the Act" means the Companies Act 1985;
- 1.2 "Committee" means the management committee of the Company;
- 1.3 "the Seal" means the common seal of the Company;
- 1.4 "Secretary" means any person appointed to perform the duties of the secretary of the Company;
- 1.5 "the United Kingdom" means Great Britain and Northern Ireland;
- 1.6 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.7 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 of the Act in force at the time at which these Articles become binding on the Company.

2. Objects

The Company is established for the objects expressed in the Memorandum of Association.

3. Members

- 3.1 The membership shall be open to all persons wishing to work with the Company.
- 3.2 The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company;
- 3.3 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient

reason to terminate the membership of any member provided that the member concerned shall have a right to appeal to the General Meeting.

- 3.4 Unless the members of the Committee or the Company in general meeting shall make other provision pursuant to the powers contained in Article 21, the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than 3.

4. General Meetings

- 4.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;

- 4.2 The Committee may, whenever it thinks 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 the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any 2 members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

5. Notice of General Meetings

- 5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting 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 mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company provided that a 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;

5.1.1 In the case of the Annual General Meeting, by all the members entitled to attend and vote; and

5.1.2 In the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.

5.2 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.

6. Proceedings at General Meetings

6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors;

6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; six members present in person shall be a quorum. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine;

6.3 The Chairman of the Committee shall chair every general meeting of the Company, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting;

6.4 If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting;

6.5 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;

6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands;

6.7 A declaration by the Chairman that a resolution has on a show of hands been carried by a simple majority or carried unanimously, or lost and an entry to that effect in the minutes of proceedings 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 such resolution;

6.8 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;

7. Votes of Members

Every member shall have one vote;

8. Organisations acting by representatives at Meetings

Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9. Committee of Management

9.1 The Committee members shall not exceed fourteen including Chairman, Secretary and Treasurer elected at the General Meeting, and two nominees from the Social Services and two nominees from the Health Authority. Wherever possible the Committee should include two consumer representatives.

9.2 The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or general meetings of the Company or in connection with the business of the Company.

10. Borrowing Powers

The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company.

11. Powers and Duties of the Committee

11.1 The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made;

11.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.

11.3 The Committee shall cause minutes to be made

11.3.1 of all appointments of officers made by the Committee;

11.3.2 of the names of the Committee members present at each Committee meeting;

11.3.3 of all resolutions and proceedings at all meetings of the Company, and of the Committee.

12. Disqualification of Committee-Members

12.1 The office of Committee members shall be vacated if the member:

12.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.1.2 becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or

12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

12.1.4 resigns his office by written notice to the Company; or

12.1.5 is in the circumstances permitted by clause 4 of the Memorandum of Association directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

12.2 A Committee member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

13. Election of Committee Members

13.1 At the first and every subsequent Annual General Meeting of the Company all the Committee members shall retire from office;

13.2 The Company at the meeting at which a Committee member retires in the above manner may fill the vacated office by electing a person to it, and in default the retiring Committee member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost;

13.3 The Company may from time to time by ordinary resolution increase or reduce the number of Committee members;

13.4 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, which has been passed by a two thirds majority, remove any Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and any such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

14. Proceedings of the Committee

- 14.1 The Committee may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom;
- 14.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed, shall be one-third of the membership of the Committee, subject to a minimum of 3;
- 14.3 The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable;
- 14.4 A sub-committee may elect a chairman of its meeting; if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 14.5 All acts done by any meeting of the Committee or a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member;

15. The Seal

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

16. Accounts

- 16.1 The Committee shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act
- 16.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company;
- 16.3 The Committee shall from time to time determine whether and to what extent and at what 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 Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting;

16.4 The Committee shall from time to time in accordance with Sections 238 to 242 of the Act 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 those Sections;

16.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company provided 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.

17. Audit

Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act.

18. Notices

18.1 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. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

18.2 Notice of every general meeting shall be given in any manner authorised by these Articles to;

18.2.1 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;

18.2.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

18.2.3 the auditor for the time being of the Company; and

18.2.4 each Committee member.

No other person shall be entitled to receive notices of general meetings.

19. Dissolution

Clause 7 of the memorandum of association relating to the winding-up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

20. Rules or byelaws

20.1 The Committee may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company but without prejudice to the generality of the above, it may by such rules or byelaws regulate:

20.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

20.1.2 the conduct of members of the Company in relation to one another, and to the Company's employees;

20.1.3 the procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these Articles; and


20.1.4 generally all such matters as are commonly the subject of Company rules.

20.2 The Company in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Company provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the Company.

21. Headings

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

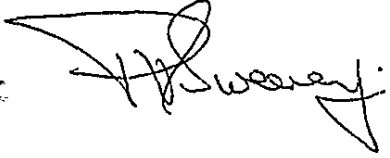
Names and Addresses of Subscribers

 'HIGHFIELD' CELLFEDI RD, BRYNNA
MID - GWANDDOLAN.

~~D. Mitchell~~ of 210 Coed Edeyn, Llanedeyrn, Cardiff CF3 7D.
B. Lake of 'Highfield' Cellfedi Rd, Brynna. Mid Glam.
S. Ceeny of 11, Pencerrig St, Graigwen, Pontypridd, Mid-Glam
CF37 2HS

Dated the 25th day of APRIL 1990.

Witness to the above signatures.

Signature  J. Sweeney.

Address 12 SEYMOUR AVE, LLANHARAN, PONTYPRIDD,
MID GLANORGAN, CF7 9NL.

Position DIRECTOR OF CHARITY.

Subscribers to Memorandum and Articles of Association

Geoffrey Paul Lake,
Highfield,
Gellifedi Road,
Brynna, Mid Glam.

Nurse

Bryan James Mitchell,
210 Coed Edeyrn,
Llanedeyrn,
Cardiff

Civil Servant

Barbara Mary Lake,
Highfield,
Gellifedi Road,
Brynna, Mid Glam.

Teacher

Susan Ann Cleary,
11 Pencerrig Street,
Graigwen,
Pontypridd, Mid Glam.

Teacher

Witness to Signatures -

P.V. Sweeney, 12, Seymour Ave., Llanharan, Pontyclun,
Mid Glamorgan CF7 9NW - Director of Charity

FILE COPY



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

No. 2506147

I hereby certify that

THE TAFF ELY AND AREA SUPPORT GROUP FOR
PEOPLE WITH A MENTAL HANDICAP – KNOWN AS
"DRIVE"

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 29 MAY 1990


P. BEVAN

an authorised officer

G

COMPANIES FORM No. 224

224

Notice of accounting reference date (to be delivered within 6 months of incorporation)

Pursuant to section 288 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please do not write in
this margin.

--	--	--	--

2506147

Name of company

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

*Insert full name of
company.

Important
The accounting reference
date to be entered
alongside should be
completed as in the
following examples:

31 March

Day Month

3	1	0	3
---	---	---	---

Day Month

3	1	0	3
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

31 December

Day Month

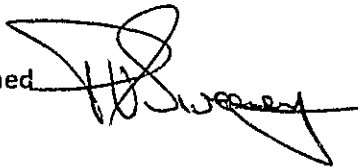
3	1	1	2
---	---	---	---

* The Paff Ely and Area Support Group for People with a Mental Handicap - known as "DRIVE"
--

gives notice that the date on which the company's accounting reference period is to be
treated as coming to an end in each successive year is as shown below:

†Delete as appropriate.

Signed



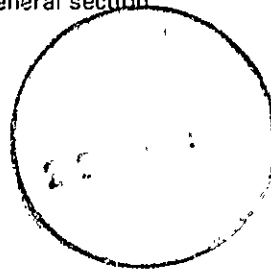
†[Director] [Secretary]

Date 11th June 1990

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

Morgan Bruce
Bradley Court
Park Place
Cardiff CF1 3DP

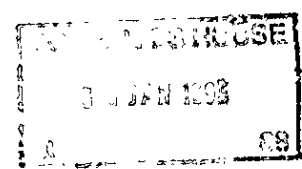
For official use
General section



Post room



25061-7



COMPANIES ACT 1985

THE TAFF ELY AND AREA SUPPORT GROUP FOR PEOPLE WITH A MENTAL HANDICAP - KNOWN AS 'DRIVE' - Company No. 2506147

TAKE NOTICE THE FOLLOWING SPECIAL RESOLUTION WAS PASSED BY THE ABOVE-NAMED COMPANY:-

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT 5.00 P.M. AT THE MODEL HOUSE, LLANTRISANT, ON THURSDAY 21ST OF JANUARY 1993, THE FOLLOWING RESOLUTION WAS PASSED.

1. TO ADOPT NOTLEY, PEARSON, SHEWRING, CHARTERED ACCOUNTANTS, (OF 38 CHEPSTOW ROAD, NEWPORT, GWENT) AS AUDITORS.

Signed:

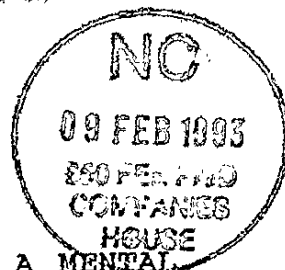
Company Secretary

Date:

28.01.93

15-2-93

COMPANIES ACT 1985



THE TAFF ELY AND AREA SUPPORT GROUP FOR PEOPLE WITH A MENTAL HANDICAP - KNOWN AS 'DRIVE' - Company No. 2506147

TAKE NOTICE THE FOLLOWING SPECIAL RESOLUTION WAS PASSED BY THE ABOVE-NAMED COMPANY:-

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT 5.00 P.M. AT THE MODEL HOUSE, LLANTRISANT, ON THURSDAY 21ST OF JANUARY 1993, THE FOLLOWING RESOLUTION WAS PASSED.

1. TO CHANGE THE COMPANY NAME BY SIMPLIFYING THE TITLE FROM "THE TAFF ELY AND AREA SUPPORT GROUP FOR PEOPLE WITH A MENTAL HANDICAP KNOWN AS DRIVE" TO "DRIVE".

Signed:


Company Secretary

Date:

5th Feb 1993

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2506147

I hereby certify that

THE TAFF ELY AND AREA SUPPORT GROUP FOR
PEOPLE WITH A MENTAL HANDICAP – KNOWN AS
"DRIVE"

having by special resolution changed its name,

is now incorporated under the name of

DRIVE

Given under my hand at the Companies Registration Office,

Cardiff the 15 FEBRUARY 1993

A handwritten signature in dark ink, appearing to read 'S. J. Brown'.

an authorised officer