

G

12

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

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

Please do not
write in
this margin

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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

Name of company

* FOOTHOLD - YOUTH ENTERPRISE AGENCY

* insert full
name of Company

I, CYNTHIA MARIA BONNETT
of 5 KING GEORGE AVENUE, LLANELLY, DYFED SAISILY

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)†~~
[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 FOOTHOLD - YOUTH ENTERPRISE AGENCY Declarant to sign below

UNIT 4B, NEW DOCK PORT INDUSTRIAL PARK

LLANELLY DYFED SAISILY

the TWENTY - FIRST day of JUNE

One thousand nine hundred and NINETY - ONE

before me

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

Cynthia Maria Bonnett

21.6.91

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

For official Use
New Companies Section

23 JUL 1991

G

COMPANIES FORM No. 30(5)(a)

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)

Please do not write in this margin

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

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

Note

This declaration should accompany the application for the registration of the company

* insert full name of company

† delete as appropriate

To the Registrar of Companies
(Address overleaf)

For official use

--	--	--	--

Company number

--

Name or company

* FOOHOLD - YOUTH ENTERPRISE AGENCY

I, CYNTHIA MARIA BONNETT
of S KING GEORGE AVENUE, LLANELLI DYFED SAIS ILY

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]† 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 FOOHOLD - YOUTH ENTERPRISE AGENCY Declarant to sign below

UNIT 48, NEW DOCK ROAD INDUSTRIAL PARK

LLANELLI DYFED SAIS 2EL

the TWENTY-FIRST day of JUNE

One thousand nine hundred and NINETY-ONE

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

[Signature]
21.6.91

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

For official Use

New Companies Section

Post room



COMPANIES HOUSE

COMPANIES HOUSE

13 MAY 1991

52

10

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

This form should be completed in black.

Company name (in full)

CN

2633128

For official use



FOOTHOLD - ~~LLANELLI~~^{amb.} YOUTH ENTERPRISE
AGENCY

Registered office of the company on
incorporation.

RO

UNIT 4B

NEW DOCK ROAD INDUSTRIAL PARK

Post town LLANELLI

County/Region DYFED

Postcode SAIS 2EL

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



Name

N/A

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

10

To whom should Companies House
direct any enquiries about the
information shown in this form?

CYTHIA MARIA BONNETT

1/2 FOOTHOLD - ~~LLANELLI~~^{amb.} YOUTH ENTERPRISE AGENCY
UNIT 4B,

NEW DOCK ROAD INDUSTRIAL PARK Postcode SAIS 2EL
LLANELLI DYFED

Telephone (0554) 775574

Extension

Company Secretary (See notes 1 - 5)Name ☐ *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	MRS
	CYNTHIA MARIA
	BONNETT
	—
	—
	EVANS
AD	5, KING GEORGE AVENUE
	LLANELLI
Post town	LLANELLI
County/Region	DYFED
Postcode	SAIS 1LY
Country	WALES
I consent to act as secretary of the company named on page 1	
Signed	<i>CM Bonnett</i> Date 25.4.91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ☐ *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

* Voluntary details

Consent signature

CD	MR.
	MARTIN EDWARD
	Baker
	—
	—
	—
AD	55, SUMMER WALK
	FFRIST, PONTYDULLES
Post town	SWANSEA
County/Region	WEST GLAMORGAN
Postcode	SA4 1UH
Country	WALES
DO	270558
Nationality	NA BRITISH
OC	GENERAL MANAGER
OD	—
I consent to act as director of the company named on page 1	
Signed	<i>M E Baker</i> Date 25 th April 1991

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	MR.
DAVID FREDERICK	
SKINNERS	
M.B.E.	
AD	BEXHILL 36 PARKER AVE
LHANENHI	
Post town	LHANENHI
County/Region	DYFOD
Postcode	SA15 1NA
Country	WALES
DO	09 07 39
Nationality	NA BRITISH/WELSH
OC	RETIRED ARMED FORCES
OD	NONE

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

Signed

Date 25.6.91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signed

Date 26.6.91

Signed

Date 26.6.91

Signed

Date

Signed

Date

Signed

Date

Signed

Date

(See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

CD

MR.

GORDON. QUINTIN
ANDERSON

MSc. (M.B.A.)

AD

THE DELL.

Post town

LLANELLI

County/Region

DYFED

Postcode

SAIS4EE

Country

WALES

DD

18 110 510

Nationality

NA

SCOTTISH

OC

ECONOMIC ADVISOR

OD

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

Signed

Date 25.4.91

Signature of agent on behalf of all subscribers

Date

Signed



Date 24.4.91

Signed



Date 26 4 91

Signed

Date

Signed

Date

Signed

Date

Signed

Date

(See notes 1 - 5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address
Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

CD	MR.
	Harold William
	Colton.
AD	18 Lidmore Road.
	Post town Barry
	County/Region South Glamorgan.
	Postcode CF6 8NF
	Country Wales.
DD	09 05 35
	Nationality NA British.
OC	Regional Manager Princes Yacht Business Trust.
OD	None.
I consent to act as director of the company named on page 1	
Signed	Harold William
	Date 30. 4. 91.

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

Signed	Thomas	Date	30. 4. 91
Signed	Paul	Date	30. 4. 91
Signed		Date	
Signed		Date	
Signed		Date	

Directors (continued)

(See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

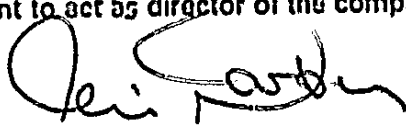
Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature



CD	MR
NEIL GORDON	
DARBY	
—	
—	
—	
—	
AD	124 STEYNTON ROAD,
—	
Post town MILFORD HAVEN	
County/Region DYPED	
Postcode SA73 1AN	
Country UK	
DD	23 01 59
Nationality NA CB	
OC	BANK MANAGER
OD	NONE.
—	
I consent to act as director of the company named on page 1	
Signed	
Date	25.10.91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signed		Date	26.10.91
Signed		Date	26.10.91
Signed		Date	
Signed		Date	
Signed		Date	

Directors (continued)

(See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

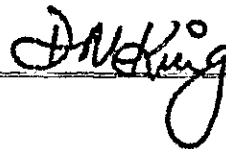
☐ CD MR
DAVID MARTIN
KING

☐ AD 'DINGLE DELL', 21 GILWISCHWY PARK, BURRY PORT
DYFED

Post town BURRY PORTCounty/Region DYFEDPostcode SA16 0DX Country WALESDO 14 04 56 Nationality ☐ NA WELSH☐ OC Enterprise Officer - Economic Development Unit☐ OD

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

Signed



Date

2/5/91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed

Date 2.5.91

Signed

Date 2.5.91

Signed

Date

Signed

Date

Signed

Date

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

Name

*Style/Title

CD

MR.

Forenames

ALUN RICHARD

Surname

MORGAN

*Honours etc

Previous forenames

Previous surname

Address

AD 23 BRYNMYR CRESCENT.

BRYNMILL

Post town SWANSEA

County/Region WEST GLAMORGAN.

Postcode SA1 4QH

Country G.B.

Date of birth

DD 12 07 65

Nationality NA BRITISH

Business occupation

OC BANK OFFICER.

Other directorships

OD

* Voluntary details

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

Consent signature

Signed

Date 7.5.91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed

Date 7.5.91

Signed

Date 7.5.91

Signed

Date

Signed

Date

Signed

Date

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

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	MRS.
GEORGIA	
RUNNALLS.	
JENKINS.	
AD	61 HEDL-11-SHEET
NORTH CORWELLY	
Post town BRIDGENID.	
County/Region MID GUAM	
Postcode	CF33 4
Country	WALES.
DO	11.14.10
Nationality	NA BRITISH.
OC	YOUTH DEVELOPMENT OFFICER.
OD	NONE.
I consent to act as director of the company named on page 1	
Signed	Georgia Runnalls
Date	8.5.91

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signed	Thomas	Date	8.5.91
Signed	AD	Date	8.5.91
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

(See notes 1 - 5)

Name
*Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address
Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD

MR.

EUNYDD Brynmôr Ashley

THOMAS

BSc (HONS) J.P.

AD

52 TIR EION Llynkewidy

Llanelli Dyfed. SA14 9DF

Post town

County/Region

Postcode

Country

Wales

DD

214

15410

Nationality

NA

Welsh.

OC

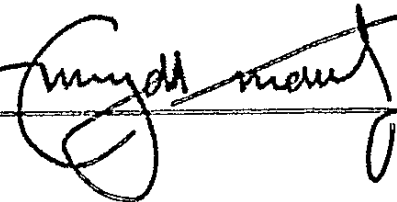
Business Advisor

OD

County Councillor.

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

Signed



Date



1 May 91.

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed		Date	15 91
Signed		Date	15 91
Signed		Date	
Signed		Date	
Signed		Date	

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

tors, (continued)
1-5)

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

ress

al residential address must be given.
ne case of a corporation, give the
istered or principal office address.

Date of birth

Business occupation

Other directorships

Voluntary details

Consent signature

CD		
DAVID DESMUND		
THOMAS		
NIL		
NIL		
NIL		
AD	NEW ZEALAND ST	
LAKELAND		
Post town		
County/Region SOUTH WAHIA		
Postcode SAISON		Country
DOB 14.13.21		Nationality NA
OC	RETIRED	
OD	NIL	
I consent to act as director of the company named on page 1		
Signed		Date 25.4.91

Signature of agent on behalf of all subscribers Date

Signed

Date 26.4.91

Signed

Date 26.4.91

Signed

Date

Signed

Date

Signed

Date

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Directors (continued)

See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

BARBARA WATKINS

WATKINS

COOLING.

AD

18. RUSSELL ST

Post town LLANELLI

County/Region DYFED

Postcode SA15 1BH

Country

DO 018 016 418

Nationality

NA BRITISH

OC SECRETARY

OD N/A

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

Signed

B. Watkins

Date 25.4.91

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

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

Signed

Date 26.4.91

Signed

Date 26.4.91

Signed

Date

Signed

Date

Signed

Date

Directors (continued)

See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

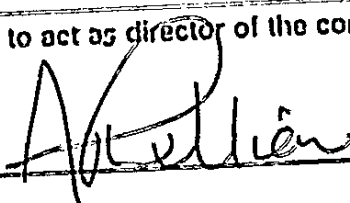
* Voluntary details

Consent signature

☐ CD MR.ANTHONY PAUL.WILLIAMS☐ AD49, VICTORIA ROAD. PONTYENRI.Post town LLANELLI.County/Region DYFED.Postcode SA15 5PUCountry WALES☐ DO 1303611Nationality ☐ NA BRITISH☐ OC BUILDING CONTRACTOR.☐ OD

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

Signed

Date 25 APRIL 1999

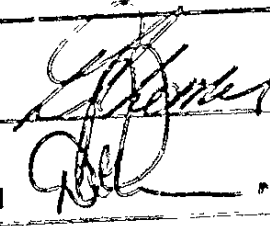
Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed

Date 26.4.91

Signed

Date 26.4.91

Signed

Date

Signed

Date

Signed

Date

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

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
FOOTHOLD YOUTH ENTERPRISE AGENCY.**

1. The Company's name is Foothold - Youth Enterprise Agency

ACCEPT UNSTAMPED 4 50

NC/EN 39143

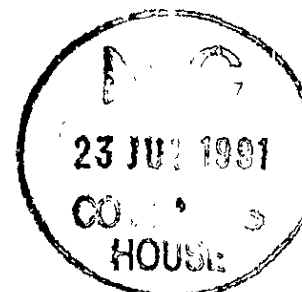
2. The Company's Registered Office is to be situated in
Wales

SIGNED 17/2/91

DATE 23-7-91

3. The Objects for which Foothold is established are:-

- (a) To stimulate and promote the creation within the Llanelli Travel-to Work Area new youth enterprise, having as an objective the provision of goods or services in, or the creation of employment opportunity in or the making of an addition to the economic well-being of Llanelli, Dyfed.
- (b) To provide assistance whether financial or otherwise to help existing firms run by those in the 16 to 30 year old age group to expand within the Llanelli area.
- (c) To advise firms within the Llanelli area whether existing or in the course of creation as to appropriate management structures, the keeping of accounts and the provision of controls whether in respect of finance, stock, production, quality or otherwise. To encourage and assist with commercial and industrial training within the Llanelli area.
- (d) To provide a means whereby the business community can contribute to the well being of the Town and County of the Llanelli area.
- (e) To consider all questions connected with trade, commerce and manufacture and especially how those affect either small firms or the creation of those firms in the Llanelli area.
- (f) To promote support or oppose legislative or other measures affecting trade commerce and manufactures particularly any such concerning small firms in the Llanelli area.
- (g) To represent express and give effect to the opinions of firms on industrial and commercial questions.
- (h) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, design protections and concessions.



- (i) To invest and deal with monies of Foothold not immediately required in such a manner as may from time to time be determined to hold or otherwise deal with any investments made.
- (j) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainments of Foothold's objects or any of them.
- (k) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts.
- (l) To remunerate any person, firm or company rendering services to Foothold.
- (m) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of Foothold.
- (n) To collaborate with any organisation or department of government, local government or any firm or company having objects similar in the whole or in part with those of Foothold.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which Foothold may think necessary or convenient for the purpose of attaining the objects of Foothold or any one or more of them.
- (p) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of Foothold for the furtherance of the objects of Foothold or any one or more of them.
- (q) In the furtherance of Foothold's objects, to lend and advance money or give credit on such terms as seem expedient and with or without security to customers and others; to enter into guarantees contracts of indemnity and suretyships of all kinds and to receive money on deposit or loan upon such terms as Foothold may approve.
- (r) Generally to do all such other lawful thing that as are incidental or conducive to the attainment of the objects of Foothold and all or any of them.

4. The income and property of Foothold whencesoever derived shall be applied solely towards the promotion of the objects of Foothold as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members and management of Foothold. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of Foothold or to any member of Foothold, in return for any service actually rendered to Foothold.

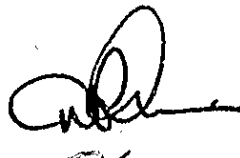

5. The liability of the members is limited

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to Foothold's assets if it should be wound up while he/she is a member, or within one year after he ceases to be a member, for payment of Foothold's debts and liabilities contracted before he/she 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.

7. If upon the winding up or dissolution of Foothold 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 Foothold, but shall be given or transferred to some other institution or institutions having objects similar to the objects of Foothold and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent as least as great as imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of Foothold, at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

NAMES AND ADDRESSES OF SUBSCRIBERS.

1. D.F. SKINNER. 36 Palace Ave HANOHU Dyfed 
2. D.D. THOMAS 8 NEIN ZEAKANI ST HANAKA 
- 3
- 4
- 5
- 6
- 7
- 8

DATED 1991

WITNESS TO THE ABOVE SIGNATURES:

Ch. Barnett. 11th May 1991.
5 Kip Pange Avenue
Hanellu
Dyfed
SAIS 144

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF FOOTHOLD, Youth Enterprise Agency.

Interpretation

1. In these regulations:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of Foothold.

"clear days" in relation to the period of a notice meant that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of Foothold.

"the seal" means the common seal of Foothold.

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of Foothold, including a joint, assistant or deputy secretary.

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modifications thereof not in force when these regulations become binding on Foothold.

Members

2. The subscribers to the Memorandum of Association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of Foothold. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to Foothold an application for membership in such form as the directors require executed by him.

3. A member may at any time withdraw from the company by giving at least seven clear days' notice to Foothold. Membership shall not be transferable and shall cease on death.

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.

5. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of Foothold may call a general meeting.

Notice of general meeting

6. 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 all 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 percent of the total voting rights at the meeting of all the members.

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.

The notice shall be given to all the members and to the directors and auditors.

7. 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.

Proceedings at General Meetings

8. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Eight persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

9. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

10. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

11. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

12. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

13. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

15. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

19. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

20. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.

21. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

22. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

23. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which right to vote is to be exercised and in default the right to vote shall not be exercisable.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

25. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

" Foothold, Youth Enterprise Agency.

I/We, , of

being

a member/members of the above named company, hereby appoint

of,

or failing him,

of as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of Foothold to be held on 19

and at any adjournment thereof

Signed on

19."

26. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

" Foothold, Youth Enterprise Agency.

I/We, , of

being

a member/members of the above named company, hereby appoint

of

or failing him

of as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/ extraordinary general meeting of Foothold, to be held on 19

and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 *for* against

Resolution No 2 *for* against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on

19 ."

27. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by Foothold in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

28. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by Foothold at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Appointment of directors

29. (a) Unless and until otherwise decided in accordance with article 30 the number of directors shall not exceed 24.
- (b) On the retirement of the board as provided in paragraph (a) above, a new board shall be appointed in the same manner to serve for a term of 3 years. On their retirement a new board shall be appointed in the same manner to serve for the term of 3 years and so on.

- (c) The directors shall have the power at any time from time to time to appoint any person willing to act as an addition to the existing directors, but so that the number shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting.
- (d) A retiring director shall be eligible for re-appointment.

30. The company may from time to time by special resolution increase the number of directors and in such event shall specify by whom such additional directors are to be appointed.

Powers of Directors

31. Subject to the provisions of the Acts, the memorandum and the articles and to any directions given by special resolution, the business of Foothold shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

32. The directors may, by power of attorney or otherwise, appoint any person to be the agent of Foothold for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

33. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to conditions the directors may impose, and either colaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Disqualification and Removal of Directors

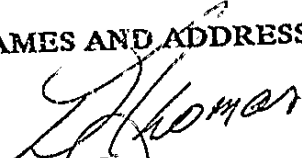

34. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960: or
 - (ii) an order is made by the court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to Foothold.

Directors' Expenses

35. The directors will not normally be paid travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, unless by special dispensation of the board of Directors.

***We, the subscribers to these Articles of Association,
wish to be formed into a Company pursuant to these
Articles.***

NAMES AND ADDRESSES OF SUBSCRIBERS. D.D. THOMAS,
8 NEW ZEALAND ST LLANELLI SAIS 3 EN
1. 
2. 
3. D.F. SKINNER, 36 PALACE AVENUE, LLANELLI
DYFER
4.
5.
6.
7.
8.

DATED 1990

WITNESS TO THE ABOVE SIGNATURES:

CM. Bennett
5 King George Avenue
Llanelli
Dyfed
SAIS 1LY

11th May 1991

FILE COPY



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

No. 2633128

I hereby certify that

FOOTHOLD - YOUTH ENTERPRISE AGENCY

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 JULY 1991

F. A. Joseph.
F. A. Joseph

an authorised officer

G

COMPANIES FORM No. 224

224**Notice of accounting reference date**
(to be delivered within 9 months of
incorporation)Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2633128

Name of company

* FOOTHOLD - YOUTH ENTERPRISE AGENCY

* Insert full name
of companygives 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:**Important**
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

C. M. Bonnett

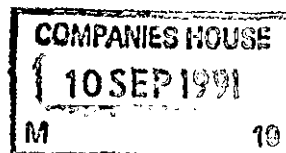
Designation†

Secretary

Date

9th September
1991Presentor's name address
telephone number and reference (if any):CYNTHIA MARIA BONNETT
90 Foothold - Youth
Enterprise Agency,
Unit 4B, New Dock Road
Industrial Park
Llanelli, Dyfed
SA15 2ELFor official use
DEB

Post room



2635198

Minutes of Extraordinary General Meeting

of the

Board of Directors

held on

Wednesday 25th May 1994

at

Foothold Youth Enterprise Agency

PRESENT:

Mr D Thomas M.B.E.
Mrs Georgina Runnalls
Mrs Barbara Watkins
Mrs Jenny O'Brien
Miss Ruth Lewis
Mr Paul Williams
C Cllr Gerald Meyler
C Cllr Eunydd Thomas
Mr Martin King
Mr Carl John
Miss Heidi Jenkins
Miss Karen Lemon

IN ATTENDANCE:

Mr Chris Owen: Dyfed Association of Voluntary Services, Mrs Tracey Crabb, Management Student on placement.

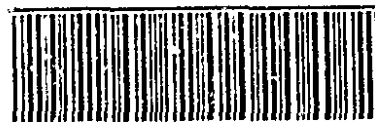
EXTRAORDINARY MEETING

MEMORANDUM AND ARTICLES OF ASSOCIATION

Mr Chris Owen from the Dyfed Association of Voluntary Services, had been invited to be present at the meeting to inform the Board of the advantages of becoming a Charity.

Mr Chris Owen reported the following:

It was obvious that Foothold was involved in Charitable work. In view of the Charity Commission's criteria their agency would be eligible to forward an application under work done to prevent poverty in unemployed young people. The benefit to Foothold would mean that there would be no demand for Corporation Tax, 80% relief would be given on rates and



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A16 RECEIPT DATE: 25/06/94

20% would be discretionary. Being a charity would open a number of doors for funding from Charitable Trusts.

It was also reported that as a Charity the accounts would be audited by the Charity Commission.

The Charity Commissioner would need a list of the registered directors. It was reported that a paid member of staff would not be allowed to be a Director, so Mrs Runnalls would have to resign as Managing Director.

It was questioned whether as a Charity the Agency would be able to charge a commercial rent to businesses. Mr Chris Owen reported that this should present no problem.

Mr Chris Owen was thanked by the Board for all the help he had given and for attending the meeting.

C Cllr Gerald Meyler proposed that a special resolution to change the Memorandum and Articles of Foothold Youth Enterprise Agency to adopt the new format, this resolution was seconded by Mr Martin King. A vote was taken and the proposal unanimously agreed.

Foothold will now need to send the amended Memorandum and Articles to the Scrutiniser at Companies House. Enclosed should be the resolution of the Directors of the Extraordinary General Meeting, with a copy of the minutes passing the resolution signed by the Chairman.

Two copies of the Memorandum and Articles of Association must be sent to the Charity Commissioners in Liverpool.

01.05.94

**APOLOGIES
FOR ABSENCE**

Apologies for absence were received from Mr Tom Libby, Mr Alan Brown, Mr Greg Oaton, Mr Dave Skinner O.B.E., Mr Peter Roberts and Mr Alun Morgan.

02.05.94

**MINUTES
OF THE
PREVIOUS
MEETING**

The minutes of the previous meeting, held on 25th May 1994, having been circulated, were approved as a true record of the proceedings and signed by the Chairman.

03.05.94

**MATTERS
ARISING**

It was reported that the detailed plans for the new building were almost complete and that the Architects would come to see Mrs Georgina Runnalls for amendments.

04.05.94

**YOUTH
DEVELOPMENT
OFFICER'S
REPORT**

The Youth Development Officer tabled her report which was well received.

The following points were reported:

- (i) During this month 12 business plans are in the process of preparation.
- (ii) One new business has started trading.
- (iii) It is intended to take up Tesco's offer of a front of store exhibition and to run a trade exhibition for a week. It is also intended to use the staff canteen for a private view for friends and sponsors.
- (iv) It has been suggested that the new minibus be utilised on the 11th September for the Dyfed Powys Police Open Day to enhance the Foothold exhibition.
- (v) On the 19th May Charlie Harris from the Rank Foundation came to monitor Stepping Stones. He was delighted with the new bus and with the Stepping Stones project development.
- (vi) CCTA are placing a design student with us at no extra charge during June. The task will be to design the signage of the new building. This will then be undertaken as a student project during September/October. Paul Williams will manufacture the signs.

- (vii) It was decided that Mrs Runnalls now draw up an action plan for the next six months which is to be presented to the Board at the next meeting.

05.05.94

**SURRENDER
OF FOOTHOLD
LEASE**

There was nothing to report on this matter.

06.05.94

**FINANCIAL
REPORT**

The financial report was tabled by the Administrator and accepted as a true record of accounts.

07.05.94

**STEPPING
STONES
REPORT**

The Project Worker tabled his report which was well received.

The following points were reported:

- (i) Tim Pollard the Gap student is currently attending a residential furniture making course at the Wiston School Project, Haverdordwest. He is tackling two projects, one being an "oak settle" and the other is to design a jig that will be used on the project for the manufacture of bathroom cabinets.
- (ii) David Rowlands, one of the core group members has expressed a need to attend a basic skills education course. This was attained through the Avenue Learning Centre as G.V.C.E. had identified that there was no finance in their budget to cover this issue.

- (iii) Two members of the team have left for full-time employment, namely, Nicholas Bates and Alison Kingdon.
- (iv) Delivery has now been taken of the new minibus which was officially handed over by Mr Charlie Harris of the Rank Foundation.

08.05.94

CORRESPONDENCE

There was no correspondence to be read.

09.05.94

**ANY OTHER
BUSINESS**

It was agreed that a letter be written to the five young businesses who were presented to IIRH Prince Charles thanking and congratulating them on their presentation on the Royal visit.

It was requested that all Board members bring their copy of the minutes with them to Board meetings as extra copies are costing Foothold in photocopying.

All Board members were invited to have a tour on the new minibus after the next Board meeting.

10.05.94

**DATE OF
NEXT
MEETING**

The date of the next meeting will be Wednesday 29th June 1994 at 6.00 pm. The meeting will be held at Foothold Youth Enterprise Agency.

Mrs Barbara Watkins
Company Secretary

BWatkins

Mr Des Thomas M.B.E.
Chairman Board of Directors

Des Thomas

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of
Foothold Youth Enterprise Agency**

Interpretation

1. In these articles :

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of Foothold;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of Foothold;

"office" means the registered office of Foothold;

"the seal" means the common seal of Foothold if it has one;

"secretary" means the secretary of Foothold or any other person appointed to perform the duties of the secretary of Foothold including a joint, assistant or deputy secretary;

"the trustees" means the directors of Foothold (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.



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A16 RECEIPT DATE: 25/06/94

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of Foothold. No person shall be admitted a member of Foothold unless his application for membership is approved by the trustees.

(2). Unless the trustees or Foothold in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of Foothold to retire, provided that after such retirement the number of members is not less than two.

General meetings

3. Foothold shall hold an annual general meeting each year 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 fifteen months shall elapse between the date of one annual general meeting of Foothold and that of the next : Provided that so long as Foothold holds its first annual general meeting within eighteen months of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of Foothold may call a general meeting.

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee 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 :
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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.

The notice shall be given to all the members and to the trustees and auditors.

6. 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.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

9. The chairman, if any, of the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded :
 - (1) by the chairman. or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not

invalidate the result of a show of hands declared before the demand for the poll was made.

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

Voices of members

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to Foothold have been paid
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by Foothold at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of Foothold may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Foothold, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise of it were an individual member of Foothold.

Trustees

25. The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of Foothold shall be managed by the trustees who may exercise all the powers of Foothold. No alterations of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely

- (1) to expend the funds of Foothold in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of Foothold such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of Foothold;
- (2) to enter into contracts on behalf of Foothold.

Appointment and retirement of trustees

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
31. If Foothold at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless
 - (1) he is recommended by the trustees, or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to Foothold of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in Foothold's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a trustee
 - (1) unless he has attained the age of 18 years or

- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to Foothold of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in Foothold's register of trustees.
35. Subject as aforesaid, Foothold may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

38. (1) ceases to be a trustee by virtue of any provision in the Act of is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to Foothold (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

Trustees' expenses

39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under Foothold. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
41. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to Foothold or receive remuneration or be interested otherwise than as a trustee in any other contract to which Foothold is a party

Proceedings of trustees

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a 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.

43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. Any bank account in which any part of the assets of Foothold is deposited shall be operated by the trustees and shall indicate the name of Foothold. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

51. The trustees shall keep minutes in books kept for the purpose :
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of Foothold and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The Seal

52. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

54. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report its transmission to the Commissioners.

Annual Return

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

56. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
57. Foothold may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from Foothold.
58. A member present in person at any meeting of Foothold shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

60. Subject to the provisions of the Act every trustee or other officer or auditor of Foothold shall be indemnified out of the assets of Foothold against any liability incurred by him in that capacity in defending any proceedings, whether civil or

criminal, in which judgement is given in his favour or in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of Foothold.

Rules

61. (1). The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of Foothold and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate :
- (i) the admission and classification of members of Foothold (including the admission of organisations to membership) 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;
 - (ii) the conduct of members of Foothold in relation to one another, and to Foothold's servants;
 - (iii) the setting aside of the whole or any part of parts of Foothold's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2). Foothold in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees and the trustees shall adopt such means as they think sufficient to bring to the notice of members of Foothold all such rules or bye laws, which shall be binding on all members of Foothold. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

Dated :

Witness to the above Signatures

Name :

Address :

Occupation;

MEMORANDUM OF ASSOCIATION OF
FOOTHOLD YOUTH ENTERPRISE AGENCY

- 1 The company name is FOOTHOLD YOUTH ENTERPRISE AGENCY (and in this document is called "the Charity").
- 2 The Charity's registered office is to be situated in England and Wales.
- 3 The Charity's objects ("the Objects") are
 - (a) to advance the education and vocational skills of unemployed young people by providing a resource base which will offer high quality accredited business training, managed workshop space, a crèche and a gallery, all of which will be accessible to both able and disabled young people to enable them to create their own employment.
 - (b) to set up a Development Trust to explore environmental and social issues that young people can bring about changes in the community in which they live and work to improve the quality of life to those communities.
 - (c) to act as a good intermediary for community involvement within the area by offering facilities, training and low rent office accommodation to the voluntary and charitable sector enabling them to adopt clear policies, evolve their fund-raising abilities and to promote good practice;

- (d) to provide specific resources, training, access and the encouragement to young people who are disabled to earn a living and thereby prevent poverty;
- (e) to seek the means to assist in the relief of poverty among unemployed young people by setting up a credit union;
- (f) to advance the education among the young people of the Llanelli area through the promotion of research, units, and the publishing of material by way of general guidance on, the establishment of community enterprise run by young people to create their own employment;
- (g) the introduction of new, innovative and experimental full-time youth work provision to enhance the employment prospects of those in the 16-25 year old age range by providing opportunities for non-formal community education in a full-time youth club, in partnership with other agencies working with young people;

4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

- (a) to draw make and accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (b) to raise funds and to invite and receive contributions provided that in raising funds the charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (d) subject to clause (e) below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as the 'trustees'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (g) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (h) to do all such other lawful things as are necessary for the achievement of the Objects.

5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or money's worth from the

Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (f) to any trustee of reasonable out-of-pocket expenses.

- 6 The liability of the members is limited.
- 7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10.00) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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.
- 8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signature:

Name: David Desmond Thomas

Address: 8 New Zealand Street
LLANELLI
Dyfed

Signature:

Name: David Frederick Skinner

Address: 36 Palace Avenue
LLANELLI
Dyfed

Signature:

Name: Alun Richard Morgan

Address: 23 Brynymor Crescent
Brynmill
SWANSEA
SA1 4QH