

CAIS Ltd

clwyd &  gwynedd
cyngor alcohol information services

Tŷ Tyldesley, Ffordd Clarence, Craig y Don, Llandudno, Gwynedd LL30 1DT Tel: (01492) 872014 Fax: (01492) 871288

Special (or extraordinary) resolution

Company number 02751104

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of CYNGOR ALCOHOL INFORMATION SERVICES Limited,
passed 13TH JUNE 19 95 an Extraordinary General Meeting
of the above-named company, duly convened and held at TYLDESLEY HOUSE,
CLARENCE ROAD, LLANDUDNO, GWYNEDD, LL30 1DT.

at 1.00 o'clock on the 13TH day of JUNE 19 95

the subjoined special resolution was duly passed, viz:

RESOLUTION

That Clause 3 of the Memorandum of Association be amended to read as follows:-

"The objects for which the Council is established are the relief of persons suffering from problems caused by alcohol or drug misuse; the prevention of alcohol or drug problems through the provision of education and training for professionals and volunteers in the field, and the advancement of the education of the public about the incidence and effects on society of the use and abuse of and dependence upon alcohol or drugs within North Wales. In furtherance of the said objects but not otherwise the Council shall have the following powers:-"

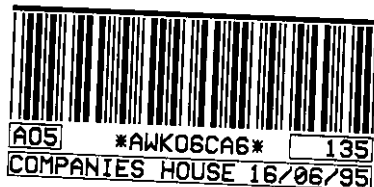
and Clause 3(22) also be amended to read as follows:-

"to do all such other lawful things as will further the attainment of the above objects or any of them.

Provided always that the Council shall pursue the above objects without making any judgement upon the consumption of alcohol or the taking of drugs per se and without advocating total abstinence as a general principle, and Provided also that notwithstanding the use of any general words hereinbefore contained no part of the property or assets of the Council whether of the nature of capital or income shall be applied to or for any object or purpose which is not legally charitable.

Signature


Company Secretary



THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of CYNGOR ALCOHOL INFORMATION SERVICE LIMITED

1. The name of the Company (hereinafter called "The Council") is CYNGOR ALCOHOL INFORMATION SERVICE LIMITED
2. The registered office of the Council will be situate in North Wales.
3. The objects for which the Council is established are the relief of persons suffering from problems caused by alcohol or drug misuse; the prevention of alcohol problems through the provision of education and training for professionals and volunteers in the field, and the advancement of the education of the public about the incidence and effects on society of the use and abuse of and dependence upon alcohol or drugs within North Wales. In furtherance of the said objects but not otherwise the Council shall have the following powers:-
 - (1) To promote and undertake research into such incidence and effects and publish the results thereof;
 - (2) to relieve the sickness and distress of those members of society whose development and participation in society is in any way impaired by such abuse or dependence;
 - (3) to establish a training programme to train counsellors and to provide counselling facilities of both an immediate and a long term nature;
 - (4) to set up an office or offices within the North Wales area to disseminate information about such abuse and dependence including the compilation and collation of information about the various activities in the field including research and educational material and to act as a referral service to treatment centres within or without the North Wales area;
 - (5) to support, establish, improve and extend local services for such relief as aforesaid;
 - (6) to establish a unit to create useful and meaningful statistics obtained from all aspects of the Council's field programme;
 - (7) to undertake or support research and publish the useful results of such research and collate and co-ordinate information and facilities that will be of value to the work of the Council;

- (8) to bring together in conference representatives of voluntary organisations, government departments, statutory authorities, and other bodies and individuals in North Wales;
- (9) to arrange and provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (10) to collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objections whether in this country or overseas;
- (11) to purchase, take or lease or in exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary for any of the purposes of the Council;
- (12) to construct maintain and alter any houses buildings or works necessary for the purposes of the Council;
- (13) to print and publish any newspapers, periodicals books, leaflets, or other documents or films or recorded tapes that the Council may think desirable for the promotion of its objects;
- (14) subject to such consents as may be required by law to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Council;
- (15) subject to such consents as may be required by law to borrow and raise money in such manner as the Council may think fit and in particular apply for and/or receive financial grants and donations from any source;
- (16) to invest the moneys of the Council not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (17) to undertake and execute any trusts which may seem directly or indirectly necessary to any of the objects of the Council;
- (18) to establish and support and to aid in the establishment and support of any other charitable associations formed for all or any of the objects of the Council or which shall be suitable to be combined with the objects of the Council;
- (19) to amalgamate with any charitable companies institutions, societies, or associations having objects altogether or in part similar to those of the Council or suitable to be combined with the objects of the Council. Provided always that such body or bodies as aforesaid shall prohibit the distributions of its or their income and property

among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof;

- (20) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the charitable companies, institutions, societies or associations with which the Council is authorised to amalgamate;
- (21) to transfer all or any part of the property, assets, liabilities and engagements of the Council to any one or more of the companies, institutions, societies or associations with which the Council is authorised to amalgamate; and
- (22) to do all such other lawful things as will further the attainment of the above objects or any of them.

Provided always that the Council shall pursue the above objects without making any judgement upon the consumption of alcohol or the taking of drugs per se and without advocating total abstinence as a general principle, and Provided also that notwithstanding the use of any general words hereinbefore contained no part of the property or assets of the Council whether of the nature of capital or income shall be applied to or for any object or purpose which is not legally charitable.

Provided that :

- (i) in case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Council shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Council 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 Board of Management or Governing Body of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Council shall not

diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Board of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated

4. The income and property of the Council wheresoever derived shall be applied solely towards the promotion of the objects of the Council as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Council and save as hereinafter provided no members of its Board of Management or Governing Body shall be appointed to any office of the Council paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Council.

Provided that nothing herein shall prevent payment in good faith by the Council :

- (a) of reasonable and proper remuneration to any member, officer or servant of the Council not being a member of its Board of Management or Governing Body for any services rendered to the Council;
- (b) of interest on money lent by any member of the Council or of its Board of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the base rate of a clearing bank to be selected by its Board of Management or Governing Body;
- (c) of reasonable and proper rent for premises demised or let to any member of the Council or its Board of Management or Governing Body.
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Management or Governing Body may be a member holding not more than 100th part of the capital of that company;
- (e) to any member of its Board of Management or Governing Body of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Council undertakes to contribute to the assets of the Council, 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 Council 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 £1.

7. If upon the winding up or dissolution of the Council there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Council but shall be given or transferred to some

other charitable institution or institutions to serve such other institution or institutions, having objects similar to the objects of the Council and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as is imposed on the Council under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Council at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

8. References to "members of the Council" in this Memorandum are to the Members of the Council within the meaning of the Companies Act 1985.

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

Names, Addresses and Descriptions of Subscribers

DATED this day of 1990.

WITNESS to the above signatures :

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

DUPLICATE

ARTICLES OF ASSOCIATION OF

CYNGOR ALCOHOL INFORMATION SERVICE LIMITED

INTERPRETATION

1. In these Articles : -

"the Act" means the Companies Act, 1985.

"the Board" means the Board of Management of the Company.

"the Seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

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.

unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

OBJECTS

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

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

(i) Membership of the Company shall be open to any person resident within the area of the Clwyd and Gwynedd County Council. Applications for membership shall be submitted in writing to the Company and shall be considered and voted on at the next meeting of the Board following receipt of application.

(ii) Any person may determine his or her membership at any time by notice in writing to any of the officers as hereinafter defined;

- (iii) Any statutory Authority or Voluntary organisation which fulfils any of the said purposes expressed in the Memorandum of Association should be invited by the Company to participate in its work and to appoint such number of representative members as the Company may from time to time determine;
- (iv) The members of the Company at the date of adoption of these Articles shall be those indicated in the Schedule to the Memorandum of Association;
- (v) The Company may invite any person to attend its meetings as an observer but without power to vote;
- (vi) The Board shall have the right for good and sufficient reason to terminate the membership of any individual member whether elected or co-opted and to terminate the participation of any Authority or organisation provided always that the member, authority or organisation concerned shall have the right to make written or verbal representations to the Board before a decision is made;
- (vii) All members of the Company and all participating authorities and organisations shall pay subscriptions to the Company as the Board may from time to time determine.

GENERAL MEETINGS

4. The Company shall in 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 fifteen 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 eighteen 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 Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

5. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two 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 Board.

NOTICE OF GENERAL MEETINGS

6. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned 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 :

7. 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 ; -

- (i) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together not representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
- (iii) 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.

NOMINATION OF COMPANY OFFICERS AND BOARD MEMBERS

8. Only those ordinary members of the company and the accredited representatives of organisations and statutory authorities shown in the schedule to the memorandum as amended by the Board of the Company and shown in the register provided for that purpose shall be entitled to serve as Officers of the Company or as members of the Board.

9. Nominations for Officers and elected members of the Board must be in writing and signed by the proposer and seconder and must be in the hands of the Secretary at least fourteen days before the meeting at which such appointments are to be made. In the event of nominations exceeding vacancies election will be by ballot of those attending the meeting and entitled to vote.

PROCEEDINGS AT GENERAL MEETING.

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the Accounts, balance sheets, and the reports of the Board and auditors, the election of a Chairman/Woman, a Vice-Chairman/Woman and a finance officer, the election of the members of the Board and the appointment of, and the fixing of the remuneration of the auditors.

11. The Finance Officer shall be responsible to the Board for the proper keeping of the Company's books of account and shall have the power to give receipts for all monies paid to him/her on the Company's account and shall administer the funds of the Company in accordance with the instructions of the Board.

12. 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; save as herein otherwise provided five members present shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of

members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine.

13. The Chairman/woman of the Company shall preside as Chairman/woman of every General Meeting of the Company and at each meeting of the Board or if there is no such Chairman/woman or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the Vice-Chairman/woman shall preside. Failing him/her the members of the Board present shall elect one of their number to be Chairman/woman of the meeting.

14. If at any meeting no member of the Board is willing to act as Chairman/woman or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman/woman of the meeting.

15. The Chairman/woman 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded : -

(a) by the Chairman/woman or

(b) by at least two members present in person.

17. Unless a poll be so demanded a declaration by the chairman/woman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing 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.

18. The demand for a poll may be withdrawn.

19. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such a manner as the chairman/woman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, the motion under discussion shall be considered to have been lost.

21. A poll demanded on the election of a Chairman/woman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman/woman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

22. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

23. Every member shall have one vote.

24. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him/her to the Company have been paid.

25. On a poll votes shall be given personally.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

26. Any organisation or statutory authority which is a member of the Company 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 the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he/she represents as that organisation could exercise if it were an individual member of the Company.

BOARD OF MANAGEMENT

27. The maximum and minimum members of the Board shall be determined by the Company in General Meeting, but unless and until so fixed the maximum number of members shall be twenty four and the minimum five.

28. The members of the Board shall be paid all reasonable out of pocket travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

29. Subject to such consents as are required by law the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, 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

POWERS AND DUTIES OF THE BOARD

30. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

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

32. The Board shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Board;
- (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

33. The office of member of the Board shall be vacated if the member :-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally or :-
- (b) becomes prohibited from being a member of the Board by reason of any order made under Sections 295 to 300 (inclusive) of the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

34. A member of the Board shall neither speak nor Vote in respect of any contract in which he/she is interested or any matter arising there-out, and if he/she does so vote his/her vote shall not be counted.

TERM OF OFFICE OF MEMBERS OF THE BOARD

35. At the first and each subsequent Annual General Meeting of the Company all the members of the Board shall retire from office.

36. A retiring member of the Board shall be eligible for re-election.

37. The Company at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Board 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 of the Board shall have been put to the meeting and lost.

38. No person shall unless recommended by the Board be eligible for election to the office of member of the Board at any General Meeting unless, not less than three nor more than fourteen days before the date appointed for the meeting, there shall have been left at the registered office of the

Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his/her willingness to be elected.

39. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Board.

40. The Board shall have power at any time, and from time to time to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of members of the Board shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Board who are to retire by rotation at such meeting.

41. The Company may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the Board for good and proper reason before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Board.

42. The Company may by ordinary resolution appoint another person in place of a member of the Board removed from office under the immediately preceding Articles. Without prejudice to the powers of the Board under Article 44 the Company in General Meeting may appoint any person to be a member of the Board. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a member of the Board on the day on which the member of the Board in whose place he/she is appointed was last elected a member of the Board.

PROCEEDINGS OF THE BOARD

43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the matter under discussion shall be considered to have been lost. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

44. The quorum necessary for the transaction of the business of the Board may be fixed by the Company in General Meeting and unless so fixed shall be three members including one officer.

45. The continuing members of the Board may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board the continuing members or member of the Board may act for the purpose of increasing the number of members at the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.

46. The Chairman/Woman of the Company shall preside as Chairman/Woman of every Meeting of the Board or if there is no such Chairman/Woman or if he/she shall not be present within fifteen minutes after the time appointed for the

holding of the meeting or is unwilling to act then the Vice Chairman/Woman shall preside. Failing him/her the members of the Board present shall elect one of their number to be Chairman/Woman of the meeting.

47. The Board may delegate any of its powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable. The Chairman/Woman of the Company shall serve, 'ex officio', as a member of all such Committees.

48. A committee may elect a Chairman/Woman of its meetings; if so such Chairman/Woman is elected, or if at any meeting the Chairman/Woman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman/Woman of the meeting.

49. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority or votes of the members present and in the case of an equality of votes the motion under discussion shall be considered to have been lost.

50. All acts done bona fide by any meeting of the Board or of a Committee of the Board or by any person acting as a member of the Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

51. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

SECRETARY

52. Subject to Section 13(5) of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it; Provided always that no elected or co-opted member of the Board may occupy the salaried position of secretary.

53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the secretary.

THE SEAL

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

ACCOUNTS

55. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.

56. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.

57. The Board 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 members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

58. The Board shall from time to time in accordance with the provisions 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 provisions.

RULES OR BYE LAWS

59. A copy of every Balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

61. A notice may be given by the Company to any member either personally or by sending it by post to him or his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

62. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-

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

- (b) 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;
- (c) the auditor for the time being of the Company; and
- (d) each member of the Board

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

63. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

64. The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate : -

- (i) 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.
- (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at general meeting and meetings of the Board and committees of the Company in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

65. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

66. In the execution of his/her duties and the exercise of his/her rights in relation to the affairs of the Company (and without prejudice to any indemnity which he/she may otherwise be entitled) every member of the

Board shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him/her arising by reason of any improper investment made by or for the Company in good faith (so long as he/she have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him/her in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any other matter or thing other than deliberate fraud, wrong-doing or wrongful omission on the part of the member of the Board who is sought to be made liable.

BYELAWS

Pursuant to the powers given under paragraph of the Articles of Association, the Board hereby make the following Rules and Bye laws : -

1. The financial year of the Company shall end on the 31st March each year.

2. The Board shall have the power to co-opt such persons as they consider fit save as hereinafter provided, for periods not longer than the next Annual General Meeting of the Company provided always that the members elected from amongst the ordinary members shall be in the majority.

3(a) Until otherwise amended by the Company in General Meeting seven places shall be reserved on the Board for the following : -

4. The membership of the Board of Management shall be : -

(i) Ex officio : - the Chairman/Woman of the Company
the Vice-Chairman/Woman of the
Company
the Finance Officer.

(ii) Nine members elected from amongst the ordinary members at the Annual General Meeting.

(iii) The co-opted members.

5. The Board shall have the power to invite such other persons as they consider fit to advise them in their deliberations for periods not longer than the next Annual General Meeting. Such persons shall have no voting power.

6. The number of co-opted members shall not exceed the number of members elected in that year and shall never be more than nine in number.

7. Each elected and co-opted member shall have one equal vote in all meetings of the Board or any of its committees.

8. For the expeditious transactions of the affairs of the Company its Secretary shall also be the person appointed as the Director of Clwyd and Gwynedd Council for Alcoholism and shall attend at all General Meetings of the Company, its Board and committees in an advisory capacity but without voting powers.

9. Any statutory Authority or voluntary organisation that has been admitted to membership of the Company shall be entitled to nominate one person only to speak and vote on its behalf.

10. The Board, in recognition of the contribution made to the work of the Company and the support given to these aims and objectives, shall invite the to serve as the President of the Company.

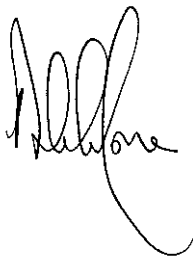
11. The Board may similarly recognise the work and contribution of others in the combatting of Alcoholism and such other persons of standing in the community who support the aims and objectives of the Company by inviting them to serve in such various honorary capacities as the Board shall from time to time determine.

12. Such invitations shall be for no specified period of time and shall be purely honorary and advisory and, save for the President, be without voting powers.

SUBSCRIBER

1.

SIGNATURE.



FIRST DIRECTOR.



SIGNATURE.