

Ystradgynlais Miners Welfare and Community Hall.

Minutes of an EGM of the Board of Directors held at The Welfare
on 9th January 2017, 7.30pm

Minutes of a meeting of the Board of The Ystradgynlais Miners Welfare and Community Hall Trust Ltd held

Present: Cllr. S McNicolas (Chair), Paul Shannon, Pam Roberts and Betty
Rae Watkins, Ann Soroka.

In Attendance: W Roberts.

Apologies: Sian James, Betty Paulette, Rob Curry.

Declaration of Interest: none



Only agenda Item: Changes be made to the Articles of Association

Board resolved: that the following changes be made to the Articles of
Association

Board of Directors -

The maximum and minimum number of Directors shall be determined by the
Company in General Meeting but unless and until so fixed the number of
Directors shall be 10 and such number shall be composed of persons
appointed as follows: -

- (a) One person appointed by Powys County Council who is interested in
furthering and promoting the aims of the Company as stated in the
Memorandum of Association.
- (b) One person appointed by Ystradgynlais Town Council who is
interested in furthering and promoting the aims of the Company as
stated in the Memorandum of Association..
- (c) Eight persons appointed by elections of a majority of the Directors of
the Company such persons being interested in furthering and
promoting the aims of the Company as stated in the Memorandum of
Association.
- (d) Not more than two persons to be co-opted onto the Board as and
when deemed appropriate being elected by a majority of the Directors.

Additionally it was resolved that Powys County Council Legal Dept. be
requested to make the above changes and any consequential alterations to

the Articles of Association in line with Companies House and the Charities Commission guidelines as well as to remove any mention of a company seal or any other out of date content in consultation with the Chair.

END

Final Document to be attached:

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE OF CAPITAL
ARTICLE OF ASSOCIATION

THE YSTRADGYNLAIS MINERS WELFARE AND COMMUNITY HALL TRUST LIMITED

1. In these Articles unless the context requiring otherwise: -

“the Act” means the Companies Act 2006 and every other statutory provision for the time being in force concerning companies and affecting the Company

“the Articles” means these Articles of Association as originally formed or as from time to time altered by Special Resolution or the Directors present at a meeting of the Directors at which quorum is present

“The Board” means the Board of Directors of the Company

“Director” means a Director of the Company as defined in the Act

“Secretary” means any person appointed to perform the duties of the Secretary of the Company

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other 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 Company's Memorandum of Association.

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Objects

2. The Company is established for the Objects expressed in the Company's Memorandum of Association.

Members

3. The numbers of members with which the Company proposes to be registered shall not be less than six but the Board may from time to time register an increase of members.
4. The subscribers of the Memorandum of Association and such other persons aged 18 years or over as the Board may 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.

5. Unless the members of the Board or the Company in general meeting shall make other provisions the members of the Board may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members in not less that six.
6. Any member may be removed from the Company by a Special Resolution passed at a general meeting of the Company. On a member being removed under this Article he shall forfeit all privileges of membership, but shall remain liable for any moneys payable by him to the Company.

Liability of Members

7. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for -
 - (a) payment of the Company's debt and liabilities contracted before he ceases to be a member.
 - (b) Payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

Termination of a Membership

8. A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
 - (1) Membership is non transferable.
 - (2) A person's membership terminates when that person dies or ceases to exist.

General Meetings

9. The company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings that year, and shall specify the meeting as such in the notices called for 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.
10. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by 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 if the Company may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Board.

Notices of General Meetings

11. An Annual General Meeting and a meeting call for the passing of a special resolution shall be called by a minimum of twenty one days notice in writing, 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 a minimum of fourteen days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as, under the Articles of the Company, are entitled to receive such notices from the Company;

Provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: -

- (a) in the case of the meeting as the 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 members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.
12. 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

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
14. No business shall be transacted at any General Meeting unless quorum of members is present at the time when the meeting proceeds to business; and the quorum shall be four members present in person or such number as the members in General Meeting shall from time to time decide. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisitions 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.
15. All paid up members of the Company have a right to attend and vote at General Meetings of the Company.
16. The chairman of the Board shall be entitled to take the chair at all General Meetings of the Company. If there shall be no such Chairman or if the Chairman shall not be present within 15 minutes after the time appointed for the holding of the meeting, or if he shall not be willing to take chair, the Directors present shall elect one of their number to be Chairman of the meeting. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes

after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

17. The chairman may without the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice if 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.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is duly demanded: -
 - (a) by the Chairman; or
 - (b) by the least three members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously, or by particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

19. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the chairman 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, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
21. 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 questions shall be taken at such times as the Chairman 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 the 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 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 monies presently payable by him to the Company had been paid.

Amendments to resolutions

- 25 (1) An ordinary resolution to be proposed at a general meeting may be amended by

Ordinary resolution if: -

- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

25 (2) A special resolution to be proposed at a General Meeting may be amended by ordinary resolutions, if: -

- (a) the Chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

25 (3) if the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

Corporations acting by representatives at meetings

26. Any corporation which is a member of the Company may by resolution of its directors 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 corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Board of Directors

27.1 The maximum and minimum number of Directors shall be determined by the Company in General Meeting but unless and until so fixed the number of Directors shall be 10 and such number shall be composed of persons appointed as follows: -

- (a) One person appointed by Powys County Council who is interested in furthering and promoting the aims of the Company as stated in the Memorandum of Association.
- (b) One person appointed by Ystradgynlais Town Council who is interested in furthering and promoting the aims of the Company as stated in the Memorandum of Association..
- (c) Eight persons appointed by elections of a majority of the Directors of the Company such persons being interested in furthering and promoting the aims of the Company as stated in the Memorandum of Association.
- (d) Not more than two persons to be co-opted onto the Board as and when deemed appropriate being elected by a majority of the Directors.

27.2 Every Director appointed under the provisions of this Article shall, subject to Article 29 or 38 hereof, (unless removed from office by the person, persons or corporation by whom or by which such director was appointed) be entitled to hold office for a period of two years from the date of their appointment and they shall then retire from office. A retiring Director shall be eligible for re-appointment.

28. Not less than fourteen days before the date on which a director appointed under the provisions of paragraphs (A) to (D) of Article 27.1 is due to retire under the provisions of Articles 27 or 29 hereof the person or persons by whom he was appointed shall serve notice in writing on the Company at its registered office stating whether the retiring Director is to be re-appointed or another person is to be appointed as a Director in his place.
29. The first Directors appointed or elected following the incorporation of the Company shall serve until the first Annual General Meeting of the company not later than eighteen months following the formation of the Company when they shall retire but shall be eligible for re-appointment.
30. Every appointment for a Director under or pursuant to the power conferred by paragraphs (G) and (H) of Article 27.1 hereof shall be made by a resolution of the Board.
31. In the case of the Directors appointed under sub-paragraphs (A) to (D) inclusive of Article 24.1 hereof a casual vacancy may be filled in the manner prescribed for and by the person or persons empowered to make an appointment in respect of the Director whose place he is to fill. The person appointed or elected to fill such a vacancy shall be subject to retirement at the same time as if he has become a Director on the day on which the Director in whose place he is appointed was last appointed as Director and he shall be liable to removal in accordance with Article 27.2 hereof.
32. The Directors may be paid reasonable and proper out of pocket 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 the connection with the business of the Company.
33. Directors General Authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all of the power of the Company.

Powers and duties of the Board

34. 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 and 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 regulations made by the Company shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
35. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such

attorney as the board may think fit and may also authorise an attorney to delegate all or any of the powers, authorities and discretions.

36. 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.
37. The Board shall cause minutes to be duly recorded in writing: -
- (a) Of all appointments of officers made by the Board; and
 - (b) Of the names of the Directors present at each meeting of the Board and of any committee of the Board; and
 - (c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

Disqualification of Directors

38. The office of Director shall be vacated if a Director:
- (i) accepts an office of profit under Company; or
 - (ii) becomes bankrupt or makes any arrangements or composition with his creditors generally; or
 - (iii) becomes prohibited from being a Director by reason of any order made under any provision of the Act; or
 - (iv) becomes of unsound mind; or
 - (v) resigns his office by notice in writing to the Company; or
 - (vi) is removed from office by the person or persons or corporation by whom or by which as the case may be he was appointed; or
 - (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by the Act.

Proceedings of Directors

39. The Board may meet together fit the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings 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. The Secretary on the requisition of any two Directors shall at any time summon a meeting of the Board. Notice of any meeting of the Board shall be deemed to be adequately given if given to a Director personally or sent by post to him at the address, if any, within the United Kingdom supplied by him to the Company for the giving notice to him.
40. The Quorum necessary for the transaction of the business of the Board shall be five.
41. The representatives of the of any interested bodies shall have the right to attend meetings of the Board as observers with power to speak but not to vote; and such persons shall be sent all notices of meetings and related papers which are sent to members of the Board if so requested to do so.
42. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purposes of summoning a General Meeting of the Company but for no other purposes.

43. A Chairman of the Board may be elected for a maximum period of two years.
44. The Chairman of the Board shall be entitled to take their chair at all meetings of the Board. If such Chairman shall not be present within five minutes after the time appointed for holding of a meeting of the Board the Directors present may choose one of their number to be Chairman of that meeting.
45. The Board may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. All acts and proceedings of such committee must be fully and promptly reported back to the Directors.
46. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time for holding the same, the members present may choose one of their number to be Chairman of the meeting.
47. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
48. All acts done by any meeting of the Board or any Committee of the Board or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there were some defect in the appointments of any such Director 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 Director.
49. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board (and of which the observers had received notice beforehand) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

The Secretary

50. Subject to the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if any) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
51. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

Accounts

52. The Board shall cause accounting records to be kept in the accordance with the Act.
53. The accounting records shall be kept at the registered office of the Company or, subject to the Act, at such other places as the Board thinks fit and shall always be open to the inspection of the officers of the Company.
54. The Board shall from time to time determine whether and to what extent and at what times and place 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 Directors.

55. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such profits and loss accounts, balance sheets, and reports as are referred to therein.
56. 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 the Directors' Report shall not be less than 21 days before the date of the meeting be sent to every member of the Company provided that this Article shall not require a copy of those documents to be sent to any member of whose address the Company is not aware.

No right to inspect accounts and other records

57. Except as provided by law or authorised by the Directors or an ordinary resolution of the company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

Audit

58. An Auditor shall be appointed and his duties regulated in accordance with the Act.

Notice

59. A Notice may be given by the Company to any member or other person entitled to receive the same either personally or by sending it by post to him or to his registered address, if any, within the United Kingdom supplied by him to the Company for the giving of the Notice to him. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, pre-paying 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 posted by first class mail, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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; and
- (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; and
- (c) the Auditor for the time being of the Company; and
- (d) the Directors of the Company.

Indemnity

60. Subject to the provisions of and so far as permitted by the Act and by these Articles, every member, Auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and

liabilities incurred by him in the proper execution and discharging of his duties or in relation thereto.

Insurance

61. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
62. in this Article: -
an
- (a) a "relevant Director" means any Director or former Director of the Company or an associated Company
 - (b) a relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, and
 - (c) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Winding – up

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

Rules or Bye-Laws

64. The Board may from time to time make sure 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 condition of membership and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate: -
- (a) 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 members.
 - (b) The conduct of members of the Company in relation to one another, and to the Company's servants.
 - (c) The procedure at General Meetings and meetings of the Company and Committees of the Company insofar as such procedure is not regulated by these presents.
 - (d) 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 enforced 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.

AS WITNESS the hands of the following subscribers

(1) S. McSiddle

In the presence of

Witness C. Shannon

(2) S. C. James

In the presence of

Witness W. R. A.

(3) Betty R. Watkins

In the presence of

Witness C. P. A.

(4) P. Roberts

In the presence of

Witness A. Crawley