



THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITALMEMORANDUM OF ASSOCIATION OF
FAIR PLAY (WORKFORCE) LIMITED

NAME

- 1) The name of the Company is Fair Play (Workforce) Limited (in this Memorandum and in the Articles of Association referred to as "the Company").

REGISTERED OFFICE

- 2) The registered office of the Company will be in Wales.

OBJECTS

- 3) The object of the Company is to expand the role of women in the Welsh economy and in the Welsh workforce by all appropriate means including:
 - a) raising the awareness of the barriers facing women in fulfilling their potential in the labour and economic market
 - b) identifying and publicising the existence of good practices implemented by employers and agencies involved in economic development which encourage and assist women to fulfil their economic potential
 - c) providing guidance, information, advice and assistance to employers to enable and assist them to implement changes in working practices
 - d) providing guidance, information, advice and assistance to other agencies involved in economic development to enable and assist them to implement changes to their practices which will assist women to fulfil their economic potential
 - e) providing a forum to enable all agencies and organisations involved in the economic development of Wales to work together towards the objective of increasing the role of women in the economic development of Wales.

POWERS

- 4) In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- a) to apply for, invite, obtain, collect and receive money, funds, securities and other sources of income and capital by way of contributions, subscriptions and donations, grants, legacies, sale of publications of the Company and other lawful methods and receive gifts by will and inter vivos of property of any description whether or not subject to express trusts;
- b) to provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the Company;
- c) to employ and retain on a full-time or part-time basis and on such terms as to pay and conditions of employment as the Company shall agree or on a voluntary basis any persons whose particular skills, qualifications or knowledge may be of assistance in the attainment of the objects of the Company provided that no person so employed shall be a member of the Executive Committee of the Company;
- d) to purchase, accept as a gift, take on lease or licence and otherwise hold freehold and leasehold property and rights or privileges relating to any such property and to construct, alter or demolish buildings and erections on such property and to maintain and manage such property with full power to lease, sub-lease or licence occupation of all or any part of such property for such consideration (if any) as shall be deemed to be necessary;
- e) to purchase, take on lease and on licence, hire, subscribe for and by any other lawful means acquire plant, machinery, appliances, equipment, vehicles, furniture, books, periodicals, publications, newspapers, stationery supplies and any other chattels whatsoever;
- f) to open and operate banking accounts and other facilities for banking;
- g) to sell, grant leases, tenancies (of whatever kind) or licences or dispose of, mortgage or in any way turn to account all or any of the property or assets of the Company and to do so for or without any consideration and subject to such terms and conditions as may be thought necessary;
- h) to borrow or raise money upon such terms and on such security as may be considered necessary and in particular by mortgage, debenture, charge or lien upon all or any part of the property and assets of the Company (both present and future) and by the issue of securities which the Company has power to issue by way of security or indemnity to any person whom the Company has agreed or is bound or willing to indemnify or in satisfaction of or as security for any liability undertaken by it;
- i) to enter into any contract of insurance howsoever in respect of any matter in which the Company has an insurable interest to the full value or replacement cost new of such interest and in particular but without derogating from the generality of the foregoing to insure any real or

personal property in which the Company shall have any interest and to insure employees, officers, Committee members and voluntary workers of the Company against all risks incurred in the performance of their duties and to insure the Company in connection with any acts done or omitted to be done by persons on behalf of the Company including indemnity insurance in respect of any fraudulent, negligent or other tortious or unlawful act or omission by any such person;

- j) to make charges including nominal or no charges in respect of work carried out by the Company including charges to members of the Company;
- k) to subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society, trust or body (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of clause 7 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may be lawfully acquired or undertaken by the Company of any such organisation, institution, society, trust or body;
- l) to establish, provide grants for and support or aid the establishment and support of any trusts, associations or institutions and to subscribe or guarantee money for any purposes in any way connected with or calculated to further any of the objects of the Company and if deemed desirable for such purpose to enter into any covenant to pay any sums of money periodically to any charitable trusts, associations or institutions;
- m) to invest the money of the Company not immediately required for its purpose in or upon such investments, security or property as may be determined from time to time;
- n) to enter into any arrangements with any government or authority supreme, municipal, local or otherwise and to obtain from such government or authority any rights, privileges and concessions and to carry out exercise and comply with any such arrangements, rights, privileges and concessions;
- o) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the Company and their widows, widowers and other dependants;
- p) to draw, make, accept, endorse, discount, execute and issue bills of exchange, cheques, promissory notes and other negotiable instruments;
- q) to procure and provide information and to provide a centre for the exchange and dissemination of information and for consultation including but not limited to the holding, sponsoring, arranging or

- r) organising of meetings, training sessions, conferences, lectures and talks;
- r) to write or produce or procure to be written or produced and to print, publish, issue and circulate gratuitously or otherwise reports, circulars, newspapers, newsletters, periodicals, books, pamphlets or leaflets and to write, present, promote or produce films, videos or radio or tape recordings or other written or spoken word to be broadcast or communicated through any media;
- s) to arrange and provide for or to join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;
- t) to do all such other lawful things as shall further the attainment of the above objects or any of them provided that;
 - i) In case the Company shall take or hold any property which may be subject to any trusts the Company 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 Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.
- 5) The liability of the members is limited.
- 6) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs charges and expenses of winding up, and for the adjustments of the rights of the members among themselves, such amount as may be required not exceeding one pound.
- 7) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of the Committee shall be appointed to any office or the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.
 - a) Provided that nothing herein shall prevent any payment in good faith by the Company:
 - of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Committee) for
 - b) any services rendered to the Company;

- c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Committee;
- d) of interest on money lent by any member of the Company or of its Committee at a rate per annum not exceeding 2 per cent less than the published base lending rate of the clearing bank to be selected by the Committee or 3 per cent whichever is the greater;
- e) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Committee may be a member holding not more than 1/100th part of the capital of that company; and to any member of the Committee for reasonable out-of pocket expenses.

- 8) If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other institution having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company by this Memorandum such institution or institutions to be determined by the Executive Committee of the Company 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.

We, the several persons whose name and address are subscribed wish to be formed into a company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Duncan Forbes Solicitor
 Druids Altar
 Llangenny
 Crickhowell
 Powys NP8 1HD

.....
 Dated this

day of

19

Witness to the above Signatures:-

THE COMPANIES ACTS 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
FAIR PLAY (WORKFORCE) LIMITED

DEFINITIONS

- 1) In these Articles the following definitions apply:-
 - a) "The Company" means Fair Play (Workforce) Limited; and
 - b) "the Memorandum" means the Memorandum of Association of Fair Play (Workforce) Limited; and
 - d) "the Articles" means these Articles; and
 - e) "the Executive" means the Executive Committee as defined by these Articles.

MEMBERSHIP

- 2) The first member of the Company shall be the subscriber to the Memorandum.
- 3) The number of members with which the Company proposes to be registered is 100 but the Executive may from time to time resolve that this number shall be increased.
- 4) The following shall be eligible for admission to membership of the Company:
 - a) Any organisation from the public sector eg Health, Education and Local Government in Wales or an individual appointed by any such organisation to represent that organisation as a member of the Company;
 - b) Any organisation that has a strategic involvement in relation to the economic development of Wales or any individual appointed by that body to represent it as a member of the Company.

The Executive shall determine which bodies it considers as having a

strategic role in relation to the economic development of Wales;

- c) Such trade unions representing employees in Wales as the Executive shall determine from time to time or a representative appointed by any such union to represent that union as a member of the Company;
 - d) Such businesses providing employment in Wales as the Executive shall determine from time to time or a representative appointed by any such business to represent that business as a member of the Company;
 - e) Any voluntary organisation with a pan-Wales remit, whose activity is of strategic importance to the objectives of the Company;
 - f) The Commission for Equality and Human Rights or a representative appointed by the Commission to represent the Commission as a member of the Company;
 - g) Any individual committed to the aims of the Company.
- 5) Every member shall pay to the Company upon admission such annual subscription as may be determined by the Executive and shall not be entitled to the benefits of membership including rights as to the calling for and attendance at General Meetings and to notices of such meetings until such subscription is paid. The Executive may from time to time determine the criteria by which membership subscriptions shall be determined and such criteria may be determined in such a way that different classes of members or members within any class pay different rates of subscription.
- 6) Any member who has not paid his or her subscription 28 days after it has become due shall be considered in arrears.
- 7) Any member in arrear shall automatically cease to be entitled to the benefits of membership including his or her right to call for and attend General Meetings and to notice of such meetings and shall cease to make use of the facilities provided by the Company until such time as the Executive resolve otherwise.
- 8) Every member shall inform the Company of any change of address within 7 days thereof and provide the Company with his or her new address.
- 9) A person shall cease to be a member:
- a) Upon the receipt by the Company of a written resignation; on the date of such receipt; or
 - b) If the appointment of a representative by an organisation, authority or agency expires or is rescinded by the nominating organisation; on the date of such expiry or the decision to rescind the nomination; or
 - c) If the member is an individual and dies, on the date of his or her death;
 - d) If the member is an organisation, authority or agency and is dissolved, on the date of such dissolution;

- e) Unless the Executive resolve otherwise if his, her or its membership subscription is at least two months in arrears

- 10.1 It shall be the duty of the Executive, if at any time they shall be of the opinion that the interests of the Company so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Company within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Executive present and voting, which majority shall include one half of the total number of the Executive for the time being.
- 10.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership by submitting written notice of their resignation, or if at any time after receipt of the notice requesting them to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Executive. The Executive and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in writing, and they shall not be required to withdraw from membership unless half of the Board present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, they shall therefore cease to be a Member and their name shall be erased from the Register of Members.

GENERAL MEETINGS

- 11) A meeting of all the members of the Company (in these Articles called a "General Meeting") may be convened by the Executive of the Chairperson or the Secretary of the Company at any time and shall be convened by the Secretary of the Executive:
 - a) When a resolution supported by at least three members or one twentieth of the membership whichever is the smaller is received; or
 - b) In such other circumstances as are required by the Companies Acts.
- 12) The Company shall hold and the Executive shall cause to be convened a General Meeting in every calendar year as its Annual General Meeting and shall specify the meeting as such in the notice calling it.
- 13) Not more than fifteen months shall elapse between the date of one Annual General Meeting and the next Annual General Meeting.
- 14) The first Annual General Meeting shall be held within eighteen months of incorporation.

- 15) The business at the Annual General Meeting shall include:
- a) to receive the audited accounts and balance sheet of the Company produced by the Executive for the immediately preceding financial year; and
 - b) to receive the auditor's report on the accounts and the balance sheet of the Company for the immediately preceding financial year; and
 - c) to receive the report from the Executive produced in accordance with these Articles and reports from the Officers of the Company's activities for the immediately preceding financial year and any subsequent period up to the date of the Annual General Meeting; and
 - d) to elect the Executive to hold office until the next Annual General Meeting; and
 - e) to appoint auditors of the Company and to fix their remuneration or authorise the Executive to fix their remuneration; and
 - f) to consider any resolution from the Executive; and
 - g) to consider any resolutions put forward by individual members for consideration by the Annual General Meeting; and
 - h) to consider any other matter required by the Companies Acts to be considered at the Annual General Meeting.

NOTICE OF GENERAL MEETINGS

- 16) Subject to Articles 17 and 18 the notice to be given of a General Meeting shall be as follows:
- a) in the following cases not less than 21 clear days notice:
 - i) of the Annual General Meeting;
 - ii) of any meeting considering a resolution to alter the Memorandum or the Articles (including a change of the name of the Company);
 - iii) in any other case where such notice is required by the Companies Acts;
 - b) in any other case not less than 14 days clear notice.
- 17) A General Meeting other than the Annual General Meeting may be held at such shorter notice as may be agreed by not less than 95 per cent of the members entitled to attend and vote thereat.
- 18) The Annual General Meeting may be held at such shorter notice as may be agreed by all the members entitled to attend and vote thereat.
- 19) Notices of General Meetings shall be in writing and shall be given personally or sent by 1st class post or delivered to the last known address

of:

- a) each member; and
 - b) any Executive Member who is not a member of the Company; and
 - c) the auditor for the time being; and
 - d) any former auditor in the circumstances set out in the Companies Acts.
- 20) The provisions of these Articles relating to notices shall apply to notices of General Meetings.
- 21) Notices of General Meetings shall specify the date, time and place of the meeting and the nature of the business to be transacted. Notices shall also state that every member is entitled to appoint a proxy who need not be a member of the Company.
- 22) Where a resolution is to be considered which has been proposed by any member of members or by the Executive the notice of the meeting shall contain the text of the resolution.
- 23) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 24) Every member shall be entitled to one vote at a General Meeting. Where a member has appointed a proxy under the provisions of these Articles, the duly appointed proxy may vote at a General Meeting whether a matter is decided on a show of hands or by a poll.
- 25) Resolutions relating to the following matters require a majority of 75% of members entitled to attend and vote and present and voting in person and, where a poll is taken, by proxy at a General Meeting:
- a) any resolution to change the Memorandum of these Articles including a change of name of the Company; and
 - b) any other resolution that is required by the Companies Acts to be passed by a 75% majority.
- 26) In any case other than those specified in the previous Article matters in General Meeting shall be decided by an ordinary majority of members entitled to attend and vote who are present and voting in person or, where a poll is taken, by proxy.
- 27) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll was demanded shall be entitled to a second or casting vote.
- 28) The Chairperson of the Company for the time being shall preside at each

General Meeting save that in case he or she notifies any other officer of his or her intention to be absent from the meeting or in case of his or her absence fifteen minutes after the time appointed for the holding of the meeting the Vice-chairperson or in his or her absence the Treasurer shall preside and in their absence the meeting may elect one of its number to take the chair.

- 29) The quorum of a General Meeting shall be 10 members or one quarter of the membership whichever is the smaller number who are entitled to attend and vote at that General Meeting and who are present in person or by proxy.
- 30) No business shall be conducted at a General Meeting until a quorum is present.
- 31) A General Meeting at which a quorum is not present after one hour shall stand adjourned. If the meeting was called by the Executive whether of its own motion or under a requirement of the Articles then the meeting shall be adjourned to the week following at the same time.
- 32) The Secretary shall inform all members within 2 days of a meeting which is adjourned by virtue of the previous Article of the fact that the meeting has been adjourned to one week later and the time and place where the resumed meeting is to take place.
- 33) At the resumed meeting the meeting may proceed to business whatever the number of members present twenty minutes after the time set for the commencement of the meeting.
- 34) Any General Meeting duly constituted may adjourn to such time and date as the members present direct and may continue such adjournment from time to time.
- 35) At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or immediately upon the declaration of the result of the show of hands either by:
 - a) the chairperson of the meeting; or
 - b) at least five members present in person and entitled to vote; or
 - c) by any person or persons present representing not less than one tenth of the total voting rights of all the members having the right to attend and vote at the meeting.
- 36) A demand for a poll may be withdrawn.
- 37) If a poll is duly demanded scrutineers shall be appointed by the meeting.
- 38) A proxy duly appointed under the provisions of these Articles may demand or join in the demand for a poll under these Articles and any demand from such a proxy shall be treated as a demand from the member by whom the proxy was appointed.

- 39) Any poll shall be taken forthwith and the result shall be declared as soon as possible.
- 40) Whilst counting is in progress the meeting may, at the chairperson's discretion, proceed to next business.
- 41) The result of the poll may be announced, and any casting vote to which the chairperson of a meeting is entitled under these Articles may be cast, notwithstanding that the meeting has ceased to be quorate since the poll was taken.
- 42) Where a poll is taken the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 43) Where a poll is demanded and taken any duly appointed proxy may also vote in such a poll.
- 44) Any member who is entitled to attend and vote at a General Meeting may appoint a proxy in writing who need not be a member of the Company.
- 45) Any proxy duly appointed has the same right to speak at a General Meeting of the Company as the member by whom he or she is appointed.
- 46) In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy and that a proxy need not also be a member.
- 47) Any instrument appointing a proxy shall be signed by the member appointing the proxy or his or her attorney or in the case of a member suffering from mental disorder within the meaning prescribed by the Mental Health Act 1983 by any person authorised by any competent court to deal with the affairs of such a member.
- 48) A proxy shall be in the following form or as near as possible to this form as circumstances permit:
- I (Member's full name)
of (Member's registered address)
a member of
appoint (Proxy's name and address)
to vote for me at the General/Annual General Meeting/Adjourned General Meeting of the Company due
to be held at (time) on (date) and at every adjournment thereof
Signed (Signature of member)
Dated (date of signature).
- 49) Where the member appointing the proxy is giving him or her instructions on the manner in which he or she should exercise any vote that fact shall be stated in the instrument of appointment and it shall state the manner in which the vote is to be cast.
- 50) Every document appointing a proxy shall be delivered to the registered

office of the Company not less than 48 hours before the time appointed for the commencement of the meeting at which the member is to be represented by the proxy.

- 51) If an instrument appointing a proxy is signed by any person other than the member appointing the proxy proof of that person's authority to sign must be provided, being an order of the court or a Power of Attorney or a copy of either certified as a true copy by a solicitor.
- 52) A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy provided that no intimation in writing of such death insanity or revocation shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the vote is given.
- 53) Any corporation which is a member of the Company may by the authority of its 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 or she represents as that corporation would be entitled to exercise as a member of the Company.
- 54) Any appoint made by a Corporation under the previous Article shall be notified in writing to the Company before the Corporation's representative exercises any of his or her rights under that Article.
- 55) Subject to the provisions of the Companies Act a resolution in writing is signed by all the members for the time being entitled to receive notice of and to attend and vote at a General Meeting of the Company shall be as valid as and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THE EXECUTIVE

MEMBERSHIP OF THE EXECUTIVE

- 56) The subscriber shall be the first member of the Executive.
- 57) After incorporation the Executive of the Company shall consist of 11 individuals, including:
 - a) at least one representative from each of the seven categories set out in 4(a), (b), (c), (d), (e), (f) and (g);
 - b) four other individuals to be selected by the Executive to complete the skill set needed by the Company, who need not be members or representatives of members of the Company.

If, after reasonable efforts have been made to seek representatives of member categories as defined in part (a) of this clause to stand for the Executive, it is not possible to fulfil part (a) of this clause, the Executive shall seek to appoint a representative of the missing category as an Adviser to the Board, as defined in clause 98. Representatives of other categories of membership may be recruited to complete the required

number of Executive members.

- 58) The subscriber who is the first Executive of the Company may co-opt the persons defined in the previous Article at any time from incorporation until the first Annual General Meeting of the Company. Executive Committee members coopted in this way shall hold office until the conclusion of the first Annual General Meeting unless they cease to hold office under Article 67.
- 59) It is the Executive's responsibility periodically to assess the skills required to run the Company and the geographical and sector representation required and to select members accordingly.
- 60) No employee of the Company shall be eligible to hold office or be a member of the Executive.
- 61) The Executive may from time to time make such rules and byelaws as it may deem necessary or convenient for the proper conduct of elections to places on the Executive and such rules or byelaws may:
 - a) provide that those members eligible to vote in elections to places for each of the classes of Executive membership listed in Article 57 shall be limited to those members who would be eligible to stand for election for that class of membership of the Executive;
 - b) contain such provisions as the Executive see fit for the purposes of attempting to ensure that the Executive is reasonably representative of all parts of Wales.
- 62) The term of office of each Executive Member is three years from the date of appointment.
- 63) Any Executive Member retiring on completion of three years of membership is eligible for reappointment, at the discretion of the Executive.
- 64) Any Executive Member retiring on completion of a second three year term of membership is not eligible for reappointment.
- 65) Any casual vacancy on the Executive amongst the elected places defined in 57 (a) may be filled by a member elected by the Executive from the same category of membership as the vacancy and the person or corporation appointed shall hold office until the next Annual General Meeting of the Company.
- 66) A member of the Executive shall automatically cease to hold office forthwith if he, she or it:
 - a) being an individual business becomes liable to the detained or subject to a guardianship order under the Mental Health Act 1983 (or under any statutory modification or re-enactment thereof or similar Act for the time being in force); or
 - b) being an individual becomes bankrupt or has a receiving order made

- against him or her or enters into any arrangement or composition with his or her creditors; or
 - c) being a corporation passes a resolution to wind up or has a winding up order or receiving order made against it or enters into any arrangement or composition with its creditors; or
 - d) being an elected member of the Executive, ceases to be a member of the Company; or
 - e) resigns by giving written notice of resignation to the Company ; or
 - f) being an individual takes or holds any office of profit under the Company; or
 - g) being an individual is prohibited from holding office by any order of any court of competent jurisdiction; or
 - h) being an individual appointed as a representative of a member of the Company, his or her appointment expires or is rescinded by the member of the Company which made the appointment; or
 - i) is directly or indirectly interested in any contract of the Company and fails to declare the nature of that interest as required by these Articles; or
 - j) is removed from office by a resolution of the General Meeting; or
 - k) fails to attend 3 meetings of the Executive without the permission of the Executive.
- 67) The Company may by resolution in General Meeting remove any member of the Executive from office before the expiration of her, his or its period of office.
- 68) Any resolution referred to in the previous Article shall require a simple majority.
- 69) Where any resolution proposed under Article 68 concerns any member of the Executive who is appointed as the representative of any organisation a copy of the proposed resolution shall be sent to the appointing body at the same time as a copy is sent to members and the appointing body or person shall have the right to attend the General Meeting by any one authorised representative and to make representations to members.
- 70) Any corporation which is a member of the Executive may by the authority of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Executive, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or she represents as that corporation would be entitled to exercise as a member of the Executive.
- 71) The members of the Executive may be paid all reasonable travelling and other expenses properly incurred by them in attending and returning from meetings of the Executive or General Meetings of the Company or in

connection with the business of the Company.

POWERS AND DUTIES OF THE EXECUTIVE

- 72) The Executive shall be responsible for the control and management of the Company including its finances and expenditure and may exercise all the powers of the Company and do all the acts to be done by the Company and may pay all expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit.
- 73) If the Executive membership at any time falls below the quorum the Executive shall have power to act for the purpose of summoning a General Meeting but not for any other purpose.
- 74) The Executive may delegate any of its powers subject to any regulations it may impose to officers or employees of the Company or to sub-committees provided that all acts and proceedings of any such officers of sub-committees shall be reported back to the Executive as soon as reasonably practicable.
- 75) Other persons who are not members of the Committee may be co-opted to sub-committees appointed by the Executive under the previous Article who shall have the right to speak and to vote at sub-committee meetings.
- 76) A resolution signed in writing by all the members of the Executive or a sub-committee for the time being entitled to receive notice of any meeting of the Executive or sub-committee shall be as valid and effectual as if had been passed at a meeting of the Executive or sub-committee duly convened and constituted.
- 77) The Executive shall ensure that minutes are in books provided for that purpose:
 - a) of all appointments of officers and Executive members made by the Executive; and
 - b) of the names of the Executive or sub-committee members present at each meeting of the Executive and any sub-committees; and
 - c) of all resolutions and proceedings at all General Meetings, Executive meetings and sub-committee meetings.
- 78) All contracts, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn or accepted, endorsed or otherwise executed as the case may be in such manner as the Executive shall from time to time determine and authorise.
- 79) The Executive may by power of attorney under the seal appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by an Executive to be the attorney or attorneys of the Company for such purposes and with such powers,

• authorities and discretions (not exceeding those invested in or exercisable by the Executive under these Articles), and for such period and subject to such conditions as they think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive may think fit.

PROCEEDINGS OF THE EXECUTIVE

- 80) The Executive may meet together to carry out its business, adjourn and otherwise regulate its meetings as it thinks fit.
- 81) The quorum of the Executive shall be fixed by the Company in General Meeting and unless so fixed shall be one third of the Executive members entitled to vote in respect of any items of business.
- 82) Questions arising at any meeting of the Executive shall be decided by a majority of votes.
- 83) In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 84) The Chairperson of the Company for the time being shall preside at Executive meetings save that in case he or she notifies any member of the Executive of his or her intention to be absent from the meeting or in case of his or her absence fifteen minutes after the time appointed for the holding of the meeting the Vice-chairperson and, in his or her absence, the Treasurer shall take the chair and in their absence the Executive may elect one of their number to take the chair.
- 85) A member of the Executive shall not vote in respect of any contract, proposed contract, transaction or arrangement in which he or she is interested whether directly or indirectly or any matter arising thereout and if he or she does vote his or her vote shall not be counted and therefore he or she shall not be considered to be entitled to vote for the purposes of establishing a quorum under Article 82.
- 86) Where any item of business is dealt with at an Executive meeting to which the previous Article applies then the Executive member interested in that item of business shall declare the nature of his or her interest to the meeting before that item of business is proceeded with.
- 87) Where a member of the Executive becomes interested in a proposed contract or in a contract he or she shall declare the nature of his or her interest at the first meeting of the Executive after he or she becomes first interested.
- 88) The officers or any one of them may convene an Executive meeting at any time and on the request of any two members of the Executive the Secretary shall call a meeting of the Executive within 10 days and shall serve notice of the date time and place of the meeting not less than 7 days before the meeting.
- 89) All acts done in good faith by any meeting of the Executive or any sub-committee or by any person acting as a member of the Executive shall be

as valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive of sub-committee or person acting as aforesaid or that they or any of them were disqualified as if every person had been duly appointed and was qualified to be a member of the Executive or sub-committee as the case may be.

- 90) Subject to the following Article, at least 7 days notice of any meeting of the Executive shall be given to all members of the Executive provided that the accidental omission to give such notice to or the non-receipt of such notice by any person shall not invalidate any proceedings conducted thereat.
- 91) With the consent of at least 90% of the persons entitled to attend and vote thereat or upon the Chairperson or in his or her absence the Vice-chairperson certifying that an item of business is too urgent for the normal notice period to apply an Executive meeting may be convened at such shorter notice as may be agreed. In the case of a certificate as referred to above before proceeding to other business the meeting shall consider whether to ratify the certificate of the necessity for short notice and the meeting shall not consider other business unless a majority of Executive members present consider that the item of business is so urgent that it was necessary for the normal notice period to be abridged.
- 92) Any notice of a meeting of the Executive shall give the date time and place of the meeting and the nature of the business to be discussed.
- 93) No notice of any meeting of the Executive needs to be given to any member who is for the time being absent from the United Kingdom.
- 94) Any notice given to members of the Executive or any sub-committee shall be given personally or delivered by and to a member's registered address in the records of the Company or sent to the member at that address by first class post.
- 95) If at any meeting of the Executive a quorum of members is not present the meeting shall be adjourned to such time and place not more than a month nor less than a week later as the members present shall direct and due notice of such adjourned meeting shall be given to all members of the Executive and at such adjourned meeting the member or members present shall (whatever their number) constitute a quorum.
- 96) The meetings and proceedings of any sub-committee of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Executive so far as the same are applicable and are not superseded by any regulations as to the manner of conducting sub-committee business made by the Executive.
- 97) The Executive may appoint the chairperson of any sub-committee but in default of such appointment the sub-committee may elect one of its membership to take the chair.
- 98) The Executive may appoint such persons as it deems fit to serve as Advisers to the Executive, to complement the skills and experience of the

Executive. Such Advisers will serve for a period of two years. Reappointment for a second two year period is at the discretion of the Executive. The appointment and retirement of Advisers during each year will be reported to the Annual General Meeting. Any Adviser retiring on completion of a second two year term is not eligible for reappointment. In exceptional circumstances, where an Adviser is considered to be of continuing importance to the aims of the Company and his or her skills or experience cannot be replaced, the Executive can vote to reappoint the Adviser for additional periods of two years each. Each successive reappointment must be disclosed to the Members at the Annual General Meeting.

- 99) The Executive may offer Honorary Membership of the Company to specific individuals as it sees fit, on the basis that their continuing relationship with the Company is beneficial to the Company. All such offers of membership shall be subject to ratification by the members at the Annual General Meeting. Honorary Membership may be terminated by either the Member or the Company at any time. The decision of the Company to terminate such membership will be carried out in accordance with clauses 10.1 and 10.2.

OFFICERS

- 100) The Company shall have the following officers: Chairperson, Vice-chairperson, Treasurer and Secretary elected from the members of the Executive.
- 101) The first Chairperson, Vice-chairperson and Treasurer of the Company shall be appointed by the Executive at its first meeting and shall hold office until the conclusion of the next Annual General Meeting subject to the following provisions of these Articles.
- 102) The Chairperson, Vice-chairperson and Treasurer of the Company shall be elected by the Executive at the first meeting of the Executive immediately following the Annual General Meeting and shall hold office until the next following Annual General Meeting subject to the following provisions of these Articles.
- 103) Subsequent appointments to the offices of Chairperson, Vice-chairperson and Treasurer shall be made for a period of two years. Appointments will be ratified by the members at the Annual General Meeting.

The offices of Chairperson, Vice-chairperson and Treasurer may be extended at the discretion of the Executive, for a further two year term. On retirement at the end of a second two year term, the Chairperson, Vice-chairperson and Treasurer are not eligible for reappointment to that office.

- 104) The Chairperson, Vice-chairperson and the Treasurer of the Company shall automatically cease to hold office if they cease to be members of the Executive.

If a member of the Executive is appointed to the office of Chairperson, Vice-chairperson, Treasurer during the last two years of his or her second

- term of membership of the Executive, as defined in clause 64, his or her membership of the Executive is automatically extended up to a maximum of the end of the term of his office as defined in clause 103.
- 105) The Executive may offer Honorary Membership of the Company to former and retiring Chairpersons, subject to the same conditions as set out in 99.
- 106) The Executive may remove or suspend any officer at any time and may replace any officer who is removed or suspended by another member of the Executive.
- 107) No officer of the Company shall receive any remuneration save for reasonable out-of-pocket expenses incurred by him or her in carrying out his or her duties.

SECRETARY

- 108) The Company shall have a Secretary who need not be a member of the Company.
- 109) The first Secretary of the Company shall be the person named in the application for incorporation.
- 110) The Secretary of the Company may be removed from office by the Executive at any time and for any reason and the Executive may appoint any person to fill the office of Secretary.
- 111) The date of agreement of these amendments by the Members in General Meeting, is deemed to be the date of appointment of all existing Executive Members and Officers of the Executive and Advisers to the Executive, for the purposes of determining their period of tenure under clauses 62, 63, 98 and 103.

FINANCE AND ANNUAL RETURNS

- 112) The Executive shall ensure that such proper books of accounts are kept with respect to the Company's transactions, assets and liabilities as are necessary to disclose with reasonable accuracy at any time the financial position of the Company at that time and to give a true and fair view of the state of the affairs of the Company and to explain its transactions including entries from day to day in respect of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.
- 113) The Executive shall establish and maintain a satisfactory system of control of the Company's books of account, cash holdings and all receipts and remittances.
- 114) The accounts of the Company shall be kept at the registered office or subject to the provisions of the Companies Act 1985 at such other place as the Executive shall from time to time determine and shall be open to inspection at all times by any member of the Executive.
- 115) In respect of each financial year the Treasurer and the Executive shall

prepare an income and expenditure account giving a true and fair view of the income and expenditure of the Company for that year and a balance sheet showing a true and fair view of the assets and liabilities of the Company at the end of the financial year and which comply with the statutory requirements from time to time.

- 116) The financial year of the Company shall run from the 1st April in one year to the 31st March in the next year.
- 117) The first financial period of the Company after it is incorporated may not be a full year and shall end on the 31st March following the date of the incorporation of the Company.
- 118) As required by the Companies Acts the Company shall appoint a duly qualified auditor who shall carry out an audit of the accounts of the Company for each financial year and make a report to the members on the accounts examined by him or her and on every balance sheet and income and expenditure account which is to be laid before the members in General Meeting.
- 119) The auditor is entitled to attend every General Meeting of the Company and to receive all notice of General Meetings that members are entitled to receive and is entitled to be heard at any General Meeting on business which concerns him or her as auditor.
- 120) The income and expenditure account and balance sheet of the Company shall each be approved by the Executive and the balance sheet shall then be signed by two members of the Executive.
- 121) The Executive shall prepare a report to the Annual General Meeting on the state of the Company's affairs which complies with the requirements of the Companies Acts.
- 122) Every balance sheet which is issued circulated or published following its approval by the Executive shall be signed by two members of the Executive and shall have attached to it:
 - a) A copy of the income and expenditure account approved by the Executive; and
 - b) A copy of the auditor's report; and
 - c) A copy of the report of the Executive.
- 123) A printed copy of every balance sheet signed by two members of the Executive and every document required to be attached to the balance sheet by the previous Article which are to be presented before the members at the Annual General Meeting or at any other General Meeting shall be sent by post to the members at least 21 days before the meeting which is to receive the reports.
- 124) The Treasurer shall present the audited accounts to the Annual General Meeting and the auditor's report to the members shall be read before the Annual General Meeting.

- 125) The Company shall keep at its registered office copies of the audited accounts and documents referred to in Article 118 for each financial year and such documents shall be available for inspection as required by the Companies Acts.
- 126) The Company may invest moneys not immediately required in or upon such investments of other property or other assets as may be thought fit.
- 127) No portion of the income or property of the Company shall be transferred either directly or indirectly by way of divided bonus or otherwise by way of profit to any member or members of the Company subject to the payment of reasonable out-of-pocket expenses of officers or Executive members incurred in carrying out their duties.

NOTICES

- 128) Any notice required to be given to any member or members or any officer or Executive member by these Articles shall be sufficiently given if delivered or sent by first class post to his or her last address entered in the records of the Company or if handed to him or her personally.
- 129) Periods of clear days notice shall begin upon the day after the date of delivery if handed to the person to be served personally or if delivered by hand to the last address entered in the records of the Company.
- 130) Periods of clear days notice shall begin upon the second day after posting if sent by first class post and any notice or other document served by post shall be deemed to have been properly served if it is proved that it was properly stamped for first class mail, addressed and posted.
- 131) Periods of clear days notice shall end on the day before the meeting or other matter of which notice is to be given.
- 132) Any notice required to be given to the Secretary of the Company itself shall be sent or delivered to the registered office for the time being of the Company or handed to the Secretary personally and service at the registered office shall be effective even though the office of Secretary may be vacant at the time.

MAINTENANCE OF REGISTER AND INSPECTION OF BOOKS

- 133) The minutes book or records containing the minutes of General Meetings of the Company shall be kept at the registered office and shall be open to inspection by members of the Company at reasonable office hours without charge.
- 134) The minutes of Executive and sub-committee meetings shall be kept at the registered office and unless the Executive resolve otherwise in respect of any particular item of business the minutes shall be available for inspection by members free of charge at reasonable office hours.
- 135) The minutes of meeting of the Executive shall be open to inspection by

- any member of the Executive without charge at reasonable office hours.
- 136) The audited balance sheet and income and expenditure account and auditor's report and report of the Executive for each financial year kept at the registered office under the provisions of these Articles may be inspected by any member at any time upon demand without charge and upon request any member shall be provided with copies of those documents without charge within 7 days.
- 137) The Company shall keep other registers and records required by the Companies Acts and make these available for inspection.
- 138) Any member shall be entitled upon request to obtain within 7 days of the date of his or her request a copy of the minutes of any General Meeting upon payment of a sum not exceeding six pence for every 100 words.
- 139) Any member has the right to be supplied free of charge with a copy of the latest Annual Return to the Registrar of Companies.

REGISTERED OFFICE

- 140) The first registered office of the Company shall be that stated in the application for incorporation.
- 141) The Executive may change the registered office of the Company from time to time.

SEAL

- 142) If the Company has a seal it shall be kept in the custody of the Secretary.
- 143) The Seal shall only be used upon the authority of the Executive.
- 144) Sealing shall be attested by two members of the Executive or the Secretary and one Executive member of the Company.

AMENDMENT OF THE ARTICLES AND THE MEMORANDUM

- 145) These Articles and the Memorandum may be altered by a resolution passed by a General Meeting called and held in accordance with the provisions of these Articles and in accordance with the provisions of the Companies Acts.
- 146) This Article may not be altered and no alteration shall be made to the Memorandum or the Articles which will either:
- a) Require the profits or other income to be distributed to members or to be used for some other purpose other than the promotion of the Company's objects or for the payment of a dividend to members; or
 - b) Allow the assets on winding up to be distributed to members.

BYELAWS

- 147) The Executive may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and without prejudice to this general power may in particular make rules and byelaws regulating:
- a) The conduct of members of the Company and of the Executive in relation to one another and to the Company's employees; and
 - b) The procedure at general meetings and at meetings of the Executive and sub-committees in so far as the procedure is not regulated by these Articles.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Duncan Forbes Solicitor
Druids Altar
Llangenny
Crickhowell
Powys NP8 1HD

Dated this day of

Witness to the above Signatures:-