

FILE COPY



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

Company No. 3195860

The Registrar of Companies for England and Wales hereby certifies that
BRYNCYNON COMMUNITY REVIVAL STRATEGY LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 8th May 1996



N03195860J


A. F. FLETCHER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

BRYNCYNON COMMUNITY REVIVAL
STRATEGY LIMITED

I, BRYNYGOG JONN ISRAEL

of 8 GEORGE ST, BLAENLLECHWYD RHONDDA

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

B. Israel

Declared at

the

BRYNCYNON COMMUNITY DEVELOPMENT CENTRE

24th

day of

APRIL

One thousand nine hundred and ninety

96

• Please print name.

before me •

GRAHAM HOWEELS

Signed

G. Howell, J.P.

Date

24/4/96

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

LLOES CILDER DEVELOPMENT AND TRAINING CENTRE LTD. Handoff Court Fairwater Road Cardiff CF5 2AP DX number	148 Penrhyn St, ABERCYNON, MID GLAM, C.F.45 4PF Tel 01463 740 510. DX exchange
--	---

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

10

Company Name in full

BRYNCYNON COMMUNITY REVIVAL STRATEGY
LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2-3 COMMERCIAL PLACE

MATTHEWSOWN

Post town

MOUNTAIN ASH

County / Region

Postcode

CF44 YR

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

WALES CO-OPERATIVE CENTRE LTD

Address

LLANDAFF COURT,

FAIRWATER ROAD

Post town

CARDIFF

County / Region

SOUTH GLAM.

Postcode

CF5 2XP

Number of continuation sheets attached

10

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Tel 01202 554955

DX number

DX exchange



A04 *ADSBKQTQ* 98
COMPANIES HOUSE 18/04/96

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

BRYNCYNON COMMUNITY REVIVAL STRATEGY LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

BRYNUGOG JOHN

Surname

ISRAEL

Previous forename(s)

Previous surname(s)

Address

8 GEORGE STREET

Usual residential address

For a corporation, give the registered or principal office address.

BACENULLECHAU

Post town

FERNDALE

County / Region

RHONDDA

Postcode

CF43 4PN

Country

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

Consent signature

B. Israel

Date

1/4/96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

MICHAEL JOHN

Surname

BOYCE

Previous forename(s)

Previous surname(s)

Address

42 AVONDALE STREET

Usual residential address

For a corporation, give the registered or principal office address.

YNYSDORTH

Post town

ABERCYNON

County / Region

Postcode

CF45 4YY

Country

UK

Day Month Year

Date of birth

31 10 63

Nationality

WELSH

Business occupation

BRITISH RAIL TECHNICIAN

Other directorships

NONE

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

Consent signature

M. J Boyce

Date

1/4/96

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	MARGARET			
	Surname	COLEMAN			
	Previous forename(s)				
	Previous surname(s)	PHILIPS			
	Address	89 PENTYWN AVENUE			
Usual residential address		MATTHEWSTOWN			
For a corporation, give the registered or principal office address.	Post town	MOUNTAIN ASH			
	County / Region		Postcode	CF45 4YE	
	Country	UK			
		Day	Month	Year	
	Date of birth	25	03	41	Nationality WELSH
	Business occupation	HOUSEWIFE			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature	M. Coleman		Date	1st 4th 1996

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

T. Treherne

Date

1/4/96

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

Directors (continued) (see notes 1-5)

NAME		*Style / Title		*Honours etc	
		COUNCILOR			
* Voluntary details		Forename(s)			
		ALBERT HENNELLYN			
		Surname			
		DAVIES			
		Previous forename(s)			
		Previous surname(s)			
Address		7A ELIZABETH ST, ABERCYNON, MT ASH			
Usual residential address					
For a corporation, give the registered or principal office address.					
		Post town			
		MOUNTAIN ASH			
		County / Region		Postcode	
				CF45 4NS	
		Country			
		WALES (U.K.)			
		Day		Month	
		11		03	
		33			
Date of birth				Nationality	
				BRITISH	
Business occupation		UNEMPLOYED			
Other directorships		NONE			
I consent to act as director of the company named on page 1					
Consent signature		A L Davies		Date	
				1-4-96	

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

T. Trelove

Date

1-4-96

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="MA"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="THOMAS JOHN"/>			
	Surname	<input type="text" value="BOLEMAN"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
Address	<input type="text" value="89 Pentwyn Ave, Mathewstown"/>				
Usual residential address	<input type="text" value="MTN ASH"/>				
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="Abet cymon"/>			
	County / Region	<input type="text"/>	Postcode	<input type="text" value="G445 4YE"/>	
	Country	<input type="text"/>			
	Date of birth	<input type="text" value="3<sup>rd</sup>"/>	<input type="text" value="10<sup>th</sup>"/>	<input type="text" value="1939"/>	Nationality
		<input type="text" value="WELSH"/>			
	Business occupation	<input type="text" value="Retired through ill health"/>			
	Other directorships	<input type="text" value="No"/>			
	<input type="text"/>				
	I consent to act as director of the company named on page 1				
Consent signature	<input type="text" value="T. J. Boleman"/>			Date	<input type="text" value="1-6-96"/>

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

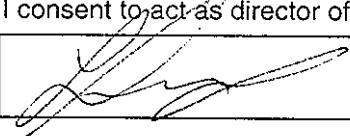
Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	COUNCILLOR		*Honours etc	
* Voluntary details	Forename(s)	STUART GORDON			
	Surname	GREGORY			
	Previous forename(s)	NONE			
	Previous surname(s)	NONE			
Address	6 FIFE STREET				
Usual residential address	ABERCYNON				
For a corporation, give the registered or principal office address.	Post town	ABERCYNON.			
	County / Region	MID GLAM	Postcode	CF45 4TL	
	Country	SOUTH WALES UNITED KINGDOM			
		Day	Month	Year	
	Date of birth	12	02	1945	Nationality BRITISH
	Business occupation	COUNTY BOROUGH COUNCILLOR			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	1 APRIL 1996

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

T. Trehone

Date

1/4/96.

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME		*Style / Title		MR		*Honours etc			
* Voluntary details		Forename(s)		THOM HARRY					
		Surname		THOMAS					
		Previous forename(s)							
		Previous surname(s)							
Address		6 BRYNTIRION MATTHEWSTOWN							
Usual residential address									
For a corporation, give the registered or principal office address.		Post town		MOUNTAIN ASH					
		County / Region		NID GLAMORGANSHIRE		Postcode		CF45 4DX	
		Country		WALES					
		Day		Month		Year			
Date of birth		4		2		1923		Nationality WELSH	
Business occupation		RETIRED							
Other directorships		NONE							
I consent to act as director of the company named on page 1									
Consent signature		H Thomas				Date		1/4/1996.	

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

T. Trehere

Date

1/4/96

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
<small>* Voluntary details</small>	Forename(s)	<input type="text" value="SHIRLEY DOREEN"/>		
	Surname	<input type="text" value="HAINES"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text" value="MINOR"/>		
	Address	<input type="text" value="8 MAIN ROAD"/>		
Usual residential address		<input type="text" value="YNYSSBOETH"/>		
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text" value="ABERCYNOON"/>		
	County / Region	<input type="text" value="MID GLAM."/>	Postcode	<input type="text" value="CF45 4BX"/>
	Country	<input type="text"/>		
		Day	Month	Year
	Date of birth	<input type="text" value="5"/>	<input type="text" value="10"/>	<input type="text" value="1935"/>
		Nationality	<input type="text" value="BRITISH."/>	
	Business occupation	<input type="text" value="CANTEEN ASSISTANT"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text" value="S.D. Haines"/>	Date	<input type="text" value="1-4-96."/>

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title			*Honours etc		
* Voluntary details	Forename(s)	OLIVIA KATHLEEN				
	Surname	OWEN				
	Previous forename(s)	HILL				
	Previous surname(s)	HILL				
Address		73 AVONDALE ST				
Usual residential address		YNYSSBOETHI.				
For a corporation, give the registered or principal office address.		Post town	ABERCYNON			
	County / Region	MID. GLAM	Postcode	CF45 4AJ		
	Country	U.K.				
		Day	Month	Year		
	Date of birth	5	10	28	Nationality WELSH.	
	Business occupation	NONE Director				
	Other directorships	NONE				
I consent to act as director of the company named on page 1						
	Consent signature	OK. Owen.		Date	1/4/96	

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed**

T. Treharne

Date

1/4/96

Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors (continued) (see notes 1-5)

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

DIANE

Surname

DAVIES

Previous forename(s)

Previous surname(s)

EDWARDS

Address

Usual residential address

For a corporation, give the registered or principal office address.

7 SUNNYSIDE VILLAS

YNYSBOETH

Post town

MOUNTAIN ASH.

County / Region

Postcode

CF45 4DJ

Country

UK

Day Month Year

Date of birth

13 1 70

Nationality

WELSH

Business occupation

BANK CLERK

Other directorships

NONE

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

Consent signature

Diane Davies

Date

1.4.96.

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

T. Trelove

Date

1-4-96

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors

(continued)

(see notes 1-5)

NAME *Style / Title

MR.

*Honours etc

* Voluntary details

Forename(s)

DOWER

Surname

PHILIP

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

45 BRYNTIRION

MATTHEWSTOWN

Post town

MOUNTAIN ASH

County / Region

Postcode

CF45 4DX

Country

UK

Day Month Year

Date of birth

24

11

54

Nationality

WELSH

Business occupation

UNEMPLOYED.

Other directorships

NONE

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

Consent signature

P. Dower

Date

1-4-96.

This section must be signed by**Either****an agent on behalf
of all subscribers**

Signed

T. Trehere

Date

1-4-96

Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors

(continued)

(see notes 1-5)

* Voluntary details

NAME *Style / Title

MRS

*Honours etc

Forename(s)

LORRAINE ELIZABETH

Surname

EDMUNDS

Previous forename(s)

Previous surname(s)

JONES

Address

Usual residential address

For a corporation, give the registered or principal office address.

21, GOWER RD

CWMBACH

Post town

ABERDARE

County / Region

Postcode

CF440LE

Country

WALES

Day Month Year

Date of birth

18

10

40

Nationality

WELSH

Business occupation

HEAD TEACHER

Other directorships

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

Consent signature

L. E. Edmunds

Date

1.4.96

This section must be signed by**Either**an agent on behalf
of all subscribers

Signed

T. Trehere

Date

1-4-96

Or the subscribers(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR.		*Honours etc	
* Voluntary details	Forename(s)	ROSS			
	Surname	EDWARDS			
	Previous forename(s)				
	Previous surname(s)				
Address	1 BRYN RHEDYN,				
<i>Usual residential address</i>	COED Y CWM				
For a corporation, give the registered or principal office address.	Post town	PONTYPRIDD			
	County / Region		Postcode	CF 37 3DP	
	Country	WALES			
	Day	Month	Year		
Date of birth	14	4	52	Nationality	WELSH
Business occupation	HEAD TEACHER.				
Other directorships					
	I consent to act as director of the company named on page 1				
Consent signature	R. Edwards			Date	1-4-96

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

T. Treherne

Date

1-4-96.

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

3195860

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

Memorandum of Association of



1. The Company's name is

BRYNCYNON COMMUNITY REVIVAL STRATEGY LIMITED

(and in this document it is called "the Charity").

2. The Charity's registered office is to be situated in England and Wales.

3. The Charity's objects ("the Objects") are

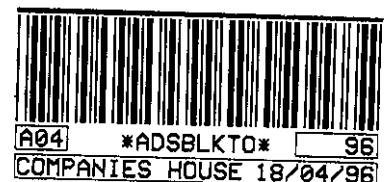
To provide facilities in the interests of the advancement of education and social welfare with the purpose of improving the conditions and quality of life for residents of Bryncynon in the Rhondda Cynon Taff Unitary Authority area and to support self help initiatives within Bryncynon and surrounding areas.



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

- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (ii) to raise funds and to invite and receive contributions :provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (iii) to establish and manage community centres, workshops and other facilities in pursuit of the Objects;
- (iv) to work with groups with particular disadvantages whether social, physical or mental handicap;
- (v) to encourage the local community to participate more fully in the development of their own forms of leisure, cultural and artistic pursuits with the purpose of developing the active participation of all the community in the continuing provision of such leisure, cultural and artistic pursuits;

322706



- (vi) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (vii) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (viii) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (ix) bring together in conference representatives of statutory authorities, voluntary organisations, government departments, the private sector and individuals;
- (x) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (xi) subscribe to, co-operate with and assist charitable organisations not formed for the purpose of profit and whose objects are wholly or in part similar to those of the Charity;
- (xii) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (xiii) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (xiv) procure to be written and print, publish, issue and circulate such papers, books, pamphlets or other documents or films or recorded tapes as shall further the Objects;
- (xv) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity :

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf : Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
- (6) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

- 7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

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

Signatures, Names and Addresses of Subscribers

ROSS EDWARDS
R. Edwards.

1 Bryn Rheolyn
Coed y Cwm
Pontypridd CF37 3DP

LORRAINE EDMUNDS
L. E. Edmunds

21 Gower Road
Cwmbach
Aberdare CF44 0LE

PHILIP DOWER
Philip Dower

45 Bryntirion
Matthewstown
Mountain Ash
CF45 4DX

DIANE DAVIES
Diane Davies

7 Sunnyside Villas
Ynysboeth
Mountain Ash CF45 4DJ

Dated: 18 APRIL 1996

Witness to the above Signatures: *Simon Harris*

Name: SIMON HARRIS

Address: WALES CO-OPERATIVE CENTRE
LLANDAFF COURT
FAIRWATER ROAD, CARDIFF CF5 2XP

Occupation:

BUSINESS CONSULTANT

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

Signatures, Names and Addresses of Subscribers

OLIVIA OWEN

O.K. Owen.

73 AVONDALE STREET
YNYSBOETH
ABERCYNON CF45 4AJ.

SHIRLEY HAINES

S. D. Haines

8 MAIN ROAD
YNYSBOETH
ABERCYNON
CF45 4BX

MICHAEL BOYCE

M. J. Boyce

42 AVONDALE STREET
YNYSBOETH
ABERCYNON CF45 4Y4

MARGARET COLEMAN

Margaret Coleman.

89 PENTOWN AVENUE
MATTHEWSTOWN
MOUNTAIN ASH
CF45 4YE.

Dated: 1st APRIL 1996

Witness to the above Signatures:

Simon Harris

Name: SIMON HARRIS

Address: WALES CO-OPERATIVE CENTRE
LLANDAFF COURT
FAIRWATER ROAD CARDIFF CF5 2AP.

Occupation:

BUSINESS CONSULTANT.

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

Signatures, Names and Addresses of Subscribers

HARRY THOMAS
H Thomas.

6 BRYNTIRION
MATTHEWSTOWN
MOUNTAIN ASH CF45 4DX

STUART GREGORY
[Signature]

6 Fife Street
Abercynon
mid Elm CF45 4TU

THOMAS COLEMAN
T. J. Coleman

89 Pentwyn Avenue
Matthewstown
Mountain Ash.
CF45 4YE.

ALBERT DAVIES

A L Davies

7A ELIZABETH STREET
ABERCYNON MOUNTAIN ASH
CF45 4NS

Dated: 1st APRIL 1996

Witness to the above Signatures: *[Signature]*

Name: SIMON HARRIS

Address: WALES CO-OPERATIVE CENTRE
LLANDAF COURT
FAIRLATER ROAD, CARDIFF CF5 2XP

Occupation:

BUSINESS CONSULTANT.

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

Articles of Association of

BRYNCYNON COMMUNITY REVIVAL STRATEGY LIMITED

Interpretation

1. In these articles:

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

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

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

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

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

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

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

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

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

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

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

Members

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

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

(3). The number of members of the Charity shall not exceed 250 but the trustees may from time to time register an increase in membership.

(4). Membership of the charity shall be open to those persons over eighteen years of age living in or around the neighbourhood of Bryncynon.

General meetings

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

Notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed :
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

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

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.

- (1) by the chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
-
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
 16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
 18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity 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 Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

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

Powers of trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely :
 - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity

such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;

- (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

29. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.
30. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
31. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
32. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless :
 - (1) he is recommended by the trustees; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
33. No person may be appointed as a trustee :
 - (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the

meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.

35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustee who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of trustees

38. A trustee shall cease to hold office if he
 - (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

Trustees' expenses

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

Trustees' appointments

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

Proceedings of trustees

42. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
43. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
44. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
45. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
46. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the trustees.
47. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

48. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

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

Minutes

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

The Seal

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

Accounts

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

Annual Report

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

Annual Return

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

Notices

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

Indemnity

60. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

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

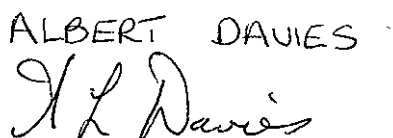
Signatures, Names and Addresses of Subscribers

STUART GREGORY


6 Fife Street
Abercynon
Mid Glam
CF45 4TU

THOMAS COLEMAN


89 Pentwyn Avenue
Matthewstown
Mountain Ash CF45 4HE


ALBERT DAVIES


7A ELIZABETH STREET
ABERGYNON
MOUNTAIN ASH CF45 4NS.

ROSS EDWARDS
R. Edwards.

1 Bryn Rhedyn
Coed y cwm
Pontypridd CF37 3DP.

Dated : 18 APRIL 1996

Witness to the above Signatures : 

Name : SIMON HARRIS

Address : WALES CO-OPERATIVE CENTRE
111 LANDAFF COURT
FAIRWATER ROAD, CARDIFF. CF5 2DP

Occupation :

BUSINESS CONSULTANT.

Signatures, Names and Addresses of Subscribers

LORRAINE EDMUNDS

L. E. Edmunds

21 Gower Road

Cwmbach

Aberdare CF44 0WE

PHILIP DOWER

P. Dower

45 Bryntirion

Matthewstown

Mantain Ash CF45 40X

MICHAEL BOYCE

M. J. Boyce

42 Avondale Street

YNYSBOETH

Abercynon CF45 44Y

MARGARET COLEMAN

Margaret Coleman

89 Pentwyn Avenue

Matthewstown

Mantain Ash. CF45 44E.

Dated: 18 APRIL 1996

Witness to the above Signatures: *Simon Harris*

Name: SIMON HARRIS

Address: WALES CO-OPERATIVE CENTRE

LLANDAFF COURT

FAIRWATER ROAD CARDIFF CF5 2EP

Occupation:

BUSINESS CONSULTANT.

Signatures, Names and Addresses of Subscribers

SHIRLEY HAINES

S. D Haines

8 Main Road

YNYSBOETH

Abercynon CF45 4BX

OLIVIA OWEN

OK. Owen.

73 Avondale Street

YNYSBOETH

Abercynon CF45 4AS

DIANE DAVIES

Diane Davies

7 Sannyside Villas

YNYSBOETH

MOUNTAIN ASH CF45 4DS

HARRY THOMAS


H Thomas

6 Bryntirion

Matthowstown

Mountain Ash CF45 4DX.

Dated: ~~15~~ APRIL 1996

Witness to the above Signatures: 

Name: SIMON HARRIS

Address: WALKS CO-OPERATIVE CENTRE
LLANDAFF COURT
FAIRLATER ROAD, CARDIFF

Occupation:

BUSINESS CONSULTANT.