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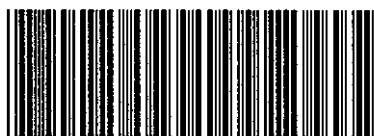
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3286173

The Registrar of Companies for England and Wales hereby certifies that  
VALLEYS FURNITURE RECYCLING LTD

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 2nd December 1996



\*N03286173H\*

*SA H. Jones*  
SALTFORD CON

For the Registrar of Companies



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

HC007B



Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

# 12

Company Name in full

VALLEYS FURNITURE RECYCLING LTD



\*F012001J\*

I, LYNDA ELuned DAVIES

of BRYN FFRWD 17 ROCK TERR, YNYSYBWL

† 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

Declared at

Ferndale, Rhondda Cynon Taff

the

21st

day of

November

One thousand nine hundred and ninety

SIX

● Please print name.

before me ●

JAYNE ALISON FLETCHER

Signed

Jayne A. Fletcher

Date

21-11-1996

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.

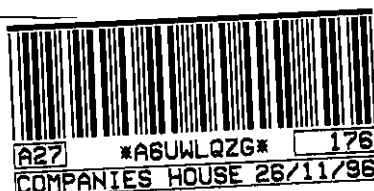
Devonald Griffiths & Company

1, High St, Ferndale Rhondda Cynon Taff

Tel 730502 (01443)

DX number

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

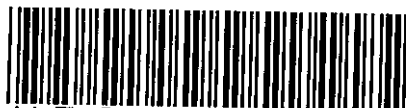
Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

10

First directors and secretary and intended situation of  
registered office

Company Name in full



\*F010001H\*

VALLEYS FURNITURE RECYCLING LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

UNIT 12, HIGHFIELD INDUSTRIAL ESTATE

Post town

FERNDALE

County / Region

RCT

Postcode

CF43 4SX

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

Postcode

CF5 2XP

Number of continuation sheets attached

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.

WALES CO-OPERATIVE CENTRE LTD

Tel 01222 554955

DX number

DX exchange



A27 \*AGUWMQZH\* 177  
COMPANIES HOUSE 26/11/96

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

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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

VALLEYS FURNITURE RECYCLING LTD

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

LYNDA ELUNED

Surname

DAVIES

Previous forename(s)

Previous surname(s)

JONES

Address

BRYNFERUYD

## Usual residential address

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

17 ROCK TERRACE

Post town

YNNYS Y BWL

County / Region

RCT

Postcode

CF37 3NT

Country

WALES

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

Consent signature

Date

21 Nov 96.

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

IAN

Surname

BERRY

Previous forename(s)

Previous surname(s)

Address

2 MERTHYR STREET

## Usual residential address

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

Post town

PONTYCLUN

County / Region

RCT

Postcode

CF72 9AE

Country

WALES

Day Month Year

Date of birth

09 02 54

Nationality

BRITISH

Business occupation

LOCAL GOVERNMENT OFFICER

Other directorships

NONE

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

Consent signature

Date

21 Nov 96

# Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

## Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

## Usual residential address

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company number

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	VIRGINIA ANN			
	<b>Surname</b>	O'REILLY			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
<b>Address</b>	12, BRYN TERRACE				
<b>Usual residential address</b>	LLANTWIT FARORE				
For a corporation, give the registered or principal office address.	<b>Post town</b>	PONTYPRIDD			
	<b>County / Region</b>	RCT	<b>Postcode</b>	CF38 4ER	
	<b>Country</b>	WALES			
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
		23	05	53	IRISH
	<b>Business occupation</b>	LOCAL GOVERNMENT OFFICER			
	<b>Other directorships</b>	NONE			
	I consent to act as director of the company named on page 1				
<b>Consent signature</b>	Ving - O'Reilly			<b>Date</b>	21 Nov 96

**This section must be signed by**

**Either**

**an agent on behalf of all subscribers**

**Signed** T. Trehearn **Date** 21-11-96

**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.

3286173



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF  
VALLEYS FURNITURE RECYCLING LTD

1. The Company's name is Valleys Furniture Recycling Ltd
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects ("the Objects") are:

To assist in the alleviation of deprivation by helping to meet the furniture and household needs of people on low income.

To advance the development and education of people by providing opportunities to volunteer and to train, so as to develop work skills and social skills, gain work experience and encourage social integration.

To reduce waste and conserve energy by recycling furniture which would otherwise be thrown away.
4. In furtherance of the Objects but not otherwise the Company 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 Company;
  - (ii) to raise funds and to invite and receive contributions: provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (iii) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (iv) subject to clause 5 below to employ such staff, who shall not be directors of the Company, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

356683

- (v) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (vi) 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;
  - (vii) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - (vii) to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Company 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 Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company;
- (1) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
  - (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
  - (3) of interest on money lent by any member of the Company or director 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 directors;
  - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of the company;
  - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a director;
  - (6) to any director of reasonable out-of-pocket expenses.
6. The liability of the members is limited.

We the several persons whose names, addresses, descriptions and signatures are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association:

Name SHEILA MARY REES. Signature SmRees.

Address 10, CHYNGWYN TCE, BLAENRHONDDA,  
TREDECHY RHONDDA CF42. 5SH

Name MICHAEL SEDON Signature M Sedon

Address 165 RHYS ST TREMAHAN RHONDDA  
CF40 2QF

Name Virginia O'Reilly Signature Virginia O'Reilly  
Address 12, Bryn Tce Llanhauk Hardee.  
Pontypool: CF 38. 2ER

Name IAN BEBB Signature Ian Bebb

Address 2 MERTYR STREET. PONTYCLUN  
MID GLAMORGAN CF72 9AE.

Name \_\_\_\_\_ Signature \_\_\_\_\_

Address \_\_\_\_\_

Dated this 21<sup>st</sup> day of November 1996

Witness to the above signatures Siraj Hussain

Name and address of witness Wales 10-operative Centre, Llandaff  
Cent, Fairwater Road, Cardiff. CF5 2XP

## THE COMPANIES ACT 1985

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

### ARTICLES OF ASSOCIATION OF VALLEYS FURNITURE RECYCLING LTD

#### PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 (which regulations are hereinafter called Table A) shall apply to the Company but, in the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail and apply.

#### INTERPRETATION

2. In these regulations:-

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

"the articles" means the Articles of the Company.

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

"executed" includes any mode of execution.

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

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

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

#### MEMBERSHIP

3. For the purposes of registration the number of members of the Company is declared not to exceed 300, but the Management Committee may from time to time register an increase in members.

4. The first members of the Company shall be the Subscribers to the Memorandum of Association.

5. The Management Committee may admit to membership;

(a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or

(b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company.

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 9.

6. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person. A copy of such resolution, signed by the governing body shall be sent to the Secretary.

7. Every application for membership shall be considered by the Management Committee at its first meeting after the application was made or as soon afterwards as it practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Management Committee shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.

8. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription of £1. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Management Committee decides to waive the subscription in any particular case.

#### **CATEGORIES OF MEMBERSHIP**

9. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Management Committee;

(a) "Supporter Members" shall be members who have an interest in the Company primarily by virtue of providing funds, facilities, using the service or other practical aid directly to the Company.

(b) "Employee Members" shall be members who are employees of the Company. Employee members shall be subjects to a 6 weeks probationary period.

(c) "Community Members" shall be members who live, work or have interest within the community of Rhondda, Cynon, Taff.

(d) "Corporate Members" shall be members admitted under Article 5 (b)

10. The Management Committee may at any time amend a member's category of membership in the event of a change in circumstances, and shall notify the member in question of their decision within fourteen days of so doing.

## **REGISTER OF MEMBERS**

11. The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register on becoming a member.

## **CESSATION OF MEMBERSHIP**

12. The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
13. A member shall cease to be a member immediately that he/she or it:
  - (i) ceases to fulfil any of the qualifications for membership as specified by Article 5 and Article 9; or
  - (ii) resigns in writing to the Secretary; or
  - (iii) is expelled by a Special Resolution carried in accordance with Article 28 at an Extraordinary General Meeting called to consider the matter; or
  - (iv) dies or becomes bankrupt, if an individual person; or
  - (v) fails to pay the annual subscription (if any) or any other monies due to the Company; or
  - (vi) is wound up or goes into liquidation, if a corporate body or association.

## **GENERAL MEETINGS**

14. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.
15. The business of an Annual General Meeting shall include;
  - (i) The receipt of the reports of the Chairperson and Management Committee of the Company;
  - (ii) the consideration of audited accounts (if any) presented by the Management Committee;
  - (iii) the election of the Management Committee;
  - (iv) the election of a Chairperson, being a member of the Management Committee, who shall preside at all General Meetings and meetings of the Management Committee;
  - (v) a decision on the application of any surplus/profits;
  - (vi) the appointment and the fixing of the remuneration of the Auditors (if any).

All other business transacted at an Annual General Meeting shall be deemed Special.

16. The Annual General Meeting shall be the only Ordinary General Meeting of the Company. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
17. The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or any two members or ten percent of the membership, whichever is greater, may convene an Extraordinary General Meeting as provided by section 368 of the Act.

## **NOTICES**

18. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 28 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice.
19. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.
20. Notice shall be exclusive of the day on which it is served or given and shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
21. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted.
22. 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 proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

23. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
24. No business shall be transacted at a General Meeting unless a quorum of members is present. 33% of the membership for the time being shall be the quorum.

25. If within half an hour from the time appointed for the meeting a quorum is not present it shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
26. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
27. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
28. Decisions at General Meetings shall be made by passing resolutions:
- (a) Clause 5 and 8 of the Memorandum of Association and to Articles 61 and 62 and this Article 28(a) shall not be capable of amendment by the members.
  - (b) The decisions involving an alteration to clauses of the Memorandum or Articles of Association, other than those specified above, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Company present and voting at an Extraordinary General Meeting.
  - (c) All other decisions shall be made by ordinary resolution requiring a simple majority.
29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands, demanded by:-
- (a) the Chairperson, or
  - (b) 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.

Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

30. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
31. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the like form, each signed by one or more members.
32. Votes may only be given personally and no member shall have more than one vote.
33. In the case of an equality of votes the Chair shall have a second or casting vote.

#### **MANAGEMENT COMMITTEE**

34. The business of the Company shall be managed by a Management Committee which shall be accountable to the members.
35. The initial Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for at least one year. At the first Annual General Meeting following this period all of the Management Committee shall retire and may offer themselves for re-election.
36. The Management Committee will be elected annually by the members at the Annual General Meeting of the company and retiring members shall be eligible for re-election without further nomination. Those members elected to the Committee will in addition be appointed Directors of the Company. Only members of the Committee may be Directors of the Company.
37. Invitations for nominations for the position of director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
38. Unless otherwise determined by the company in General Meeting the number of members of the Management Committee shall be not less than 3 and not more than 12. Employee members are not eligible to sit on the Management Committee.
39. The Management Committee may at any time co-opt any person to the Management Committee whether or they are a member of the Company, provided that the maximum number prescribed in Articles 38 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

## **PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

40. Members of the Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.
41. A Management Committee member may, and the Secretary shall on the instruction of the Management Committee, summon a meeting of the Management Committee at any reasonable time.
42. The quorum necessary for the transaction of business of the Management Committee shall be 2 or 33% whichever is greater.
43. If the Management Committee shall at any time be reduced in number to less than the minimum prescribed in Article 38, it may act as the Management Committee for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
44. The Chairperson or in their absence some other director nominated by the Management Committee shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Management Committee shall elect one of their number to be Chairperson.
45. The Management Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Management Committee and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
46. A resolution in writing signed by all Management Committee members for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Management Committee and may consist of several documents in like form signed by one or more Management Committee members.

## **POWERS OF THE MANAGEMENT COMMITTEE**

47. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
48. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine.
50. Without prior prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
51. The Management Committee may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Management Committee.

### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

52. The office of a director shall be immediately vacated if he/she:
  - (a) ceases to be a director by virtue of any provision of the Act or become prohibited by law from being a director; or
  - (b) becomes bankrupt or make any arrangement or composition with their creditors generally; or
  - (c) is, or may be suffering from, mental disorder; or
  - (d) resigns their office by notice to the Company; or
  - (e) shall for more than four consecutive meetings have been absent without permission of the Management Committee from meetings of the Management Committee held during that period and the directors resolve that his/her office be vacated; or
  - (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

### **REMUNERATION OF DIRECTORS**

53. Management Committee members may also be paid all reasonable expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company

### **SECRETARY**

54. Subject to the provisions of the Act, the secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

## **ACCOUNTS**

55. The Management Committee shall cause proper books of account to be kept with respect to:

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods and/or services by the Company, and
- (c) The assets and liabilities of the Company.

Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

56. The books of account shall be kept at the registered office of the Company or at such other places as the Management Committee think fit, and shall always be open to the inspection of all members of the Company upon approval of the Management Committee during normal working hours and by such other persons authorised by the Company in General Meeting.

57. The Management Committee shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

## **APPLICATION OF SURPLUS**

58. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Management Committee and approved at the Annual General Meeting:

- (a) to creating a general reserve for the continuation and development of the Company;
- (b) to make a payment for social and charitable purposes.

## **RULES OR BYE LAWS**

59. The Management Committee may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Management Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of the Company.

## **INDEMNITY**

60. Every member, director, company secretary, auditor (if any) and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:
- (a) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
  - (b) negligence; or
  - (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

## **DISSOLUTION**

61. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **AMENDMENT TO ARTICLES**

62. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 28 except those otherwise specified. No amendment of Articles is valid until registered with the Registrar of Companies.

We the several persons whose names, addresses, descriptions and signatures are subscribed are desirous of being formed into a company in pursuance of these Articles of Association:

Name SHEILA MARY REES Signature SMRees.

Address 10, CHYNGWYN TCE, BHAENRHONDDA,  
TREORCHY RHONDDA CF42 53H

Name MICHAEL SELDON Signature M Seldon

Address 165 RHYS ST TREALAN RHONDON  
CF40 2 QF

Name Virginia O'Reilly Signature Virginia O'Reilly  
Address 12, Bryn Tce. Haverhill Fardne  
Porthypridd. CF38 2ER.

Name IAN BEERY Signature Ian Beery

Address 2 MERTHUR STREET, PONTYCLUN  
MID GLAMORGAN CF72 9AE.

Name \_\_\_\_\_ Signature \_\_\_\_\_

Address \_\_\_\_\_

Dated this 21<sup>st</sup> day of November 19 96

Witness to the above signatures Singh/Kaur

Name and address of witness Wales Co-operative Centre, Haverhill Ct.  
Ferriby Road, Cardiff. CF5 2AP