

**FILE COPY**



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

Company No. 3840774

The Registrar of Companies for England and Wales hereby certifies that  
VIEW (DOVE) 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 14th September 1999



\*N03840774K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC007B



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

12

## Declaration on application for registration

Company Name in full

VIEW (Dove) LTD

I,

Susan Owen

of

14 Wembley Avenue, Oallwyn

do solemnly and sincerely declare that I am a <sup>†</sup> [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

S. Owen

Declared at

11 WEMBLEY AVENUE, Oallwyn, Neath

Day Month Year

On

24 05 1999

● Please print name.

before me ●

MOIRA LAVINIA LEWIS.

Signed

M. Lewis

Date

24/5/99

29/6/99

20/7/99

<sup>†</sup> 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  
cor



A33 \*AWRFBJKQ\* 507

COMPANIES HOUSE 08/09/99

COMPANIES HOUSE 23/07/99

COMPANIES HOUSE 06/07/99

COMPANIES HOUSE 26/05/99

Tel  
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

21865 CGS

10



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

### First directors and secretary and intended situation of registered office

Company Name in full

VIEW (DOVE) LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BANNEN COMMUNITY CENTRE

LOHAN ROAD, BANNEN

Post town

NEATH

County / Region

W. Glam

Postcode

SA10 9LW

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.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person or persons to whom the  
cont.



A33 \*AWRFAJKP\* 506

COMPANIES HOUSE 08/09/99

\*H0711130\* 40

COMPANIES HOUSE 23/07/99

COMPANIES HOUSE 06/07/99

COMPANIES HOUSE 28/05/99

Form revised July 1998

Tel

DX number

DX exchange

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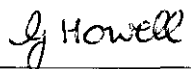
DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name	VIEW (DOVE) LTD		
<b>NAME</b>	*Style / Title	MRS	*Honours etc
* Voluntary details	Forename(s)	SUSAN	
	Surname	OWEN	
	Previous forename(s)		
	Previous surname(s)	RIDGE	
<b>Address</b>	14 WEMBLEY AVENUE		
<b>Usual residential address</b>	ONLWYN		
For a corporation, give the registered or principal office address.	Post town	NEATH	
	County / Region	WEST GLAMORGAN	Postcode SAIC 9HL
	Country	WALES	
I consent to act as secretary of the company named on page 1			
<b>Consent signature</b>			Date 24/5/99


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

Please list directors in alphabetical order

<b>NAME</b>	*Style / Title	MRS	*Honours etc
	Forename(s)	GLYNIS	
	Surname	HOWELL	
	Previous forename(s)		
	Previous surname(s)	JAMES	
<b>Address</b>	26 BRYNDUNAIS AVE		
<b>Usual residential address</b>	SEVEN SISTERS		
For a corporation, give the registered or principal office address.	Post town	NEATH	
	County / Region	W GLAM	Postcode SA10 9EG
	Country	WALES	
	Day	Month	Year
<b>Date of birth</b>	3/0	0/3	6/9/60
	Nationality	BRITISH	
<b>Business occupation</b>	DEVELOPMENT OFFICER - BUSINESS SUPPORT		
<b>Other directorships</b>			
I consent to act as director of the company named on page 1			
<b>Consent signature</b>			Date 24.5.99

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

<b>NAME</b>	<b>*Style / Title</b>	Mrs		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	JASMINE JOY			
	<b>Surname</b>	HOWELLS			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>	SHERWOOD			
<b>Address</b>	11, MARTYN'S AVENUE				
<b>Usual residential address</b>	SEVEN SISTERS				
For a corporation, give the registered or principal office address.	<b>Post town</b>	NEATH			
	<b>County / Region</b>	GLAMORGAN	<b>Postcode</b>	SA10 9DP	
	<b>Country</b>	WALES			
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
		17	12	1933	WELSH
	<b>Business occupation</b>	RETIRED			
	<b>Other directorships</b>				
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>	J.J. Howells		<b>Date</b>	24/5/99

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

25/5/99

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

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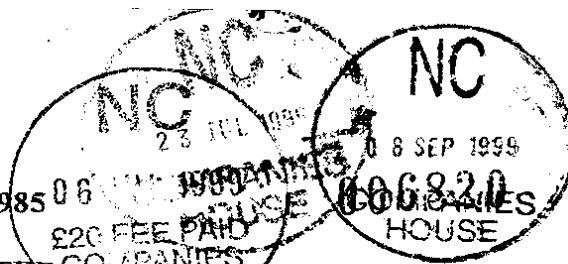
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THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION  
OF  
VIEW (DOVE) LTD**



1. The name of the company is VIEW (DOVE) LTD, hereafter called the Company.
2. The registered office of the Company will be situated in Wales.
3. The objects for which the Company is established are:
  - (a) the provision of education and training facilities for women but not excluding men in the Neath and Dulais Valleys.
  - (b) to provide advice on the establishment of small community businesses and to foster employment creation in the Neath, Dulais and Swansea Valleys, through training business and information communication technology.

In furtherance of the said objects, but not further or otherwise the Company shall have the power:

- i. to establish training facilities in ICT, crafts, business and other appropriate skills.
- ii. to provide childcare facilities;
- iii. to offer an advisory service for women and men who wish to establish small businesses or co-operatives in order to create employment opportunities in the area;
- iv. to recruit volunteers;
- v. to cause to be written, and printed or otherwise reproduced or circulated, gratuitously or otherwise, reports and other documents.
- vi. to hold exhibitions, meetings, lectures and classes, either alone or with others;
- vii. to foster and undertake research into any aspect of the objects of the company and its work and to disseminate the results of any such research;
- viii. to provide evidence for government and other enquiries;
- ix. to co-operate and enter into arrangements with any authorities, national, local or otherwise, and to obtain from any such authorities any rights privileges and concessions;

- x. to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations and otherwise, provided that the Company shall not undertake any permanent trading activities in raising funds for its primary purpose;
- xi. to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate (whether or not subject to any trust), and to construct, maintain and alter any of the same as are necessary for any of the purposes of the Company;
- xii. (subject to any such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- xiii. to draw, make accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- xiv. to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit;
- xv. to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- xvi. to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- xvii. to employ and pay any person or persons not being a member of the Council of Management, to supervise, organise, carry on the work of and advise the Company;
- xviii. to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members for and against all such risks incurred in the course of the performance of their duties as the Council shall think fit;
- xix. to pay out of the fund of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- xx. to do all such things as shall further the above objects or any of them.



**Provided that:**

- i. in case the Company shall take or hold any property which may be subject to any trusts, the company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - ii. the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
  - iii. in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation has been effected, and the incorporation of the company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Council of management or Governing Body but they shall as regards any such property be subject jointly or separately to such control or authority as if the company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and not portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the company and not members of its Council of Management or governing Body 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 herein shall prevent and payment in good faith by the company.

- a) of reasonable and proper remuneration to any member, officer or servant of the company not being a member of its Council of Management or Governing Body for any services rendered to the Company;
- b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body;
- c) of reasonable and proper rent for premises demised or let by any member of the company or of its Council of Management or Governing Body;

- d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100<sup>th</sup> part of the capital of that company;

and

- e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while she/he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before she/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object, with the consent of the Charity Commissioners for England and Wales.

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

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**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

---

Lesley Smith 8 Bryndulais Avenue, Seven Sisters, Neath, SA10 9EG-  
(Administration Officer) L Smith

Julie Bibby 79 Main Road, Dyffryn Cellwen, Neath  
(Administration Officer.) J Bibby SA10 9LA

Glynis Howell, 26 Bryndulais Avenue, Seven Sisters  
(Development Officer) G Howell Neath, SA10 9EG

Joy Howells, 11 Martyns Avenue, Seven Sisters  
(Retired) J. J. Howells. Neath SA10

Mair Francis 44, Neath Road, Cynant Neath.  
(Co-Ordinator) Mair Francis SA10 8SE

Susan Owen 14 Wenbley Avenue, Orlwyn, Neath, SA10 9HL  
(Tutor) S Owen

M. Thomas -  
20/4/99.

**THE COMPANIES ACT 1985**

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

**ARTICLES OF ASSOCIATION OF**

**VIEW(DOVE) Ltd**

**INTERPRETATION**

1. In these Articles:-

“the Act” means the Companies Act, 1985.

“the Committee” means the Management Committee of the Company.

“the Seal” means the common seal of the Company.

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

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

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

**OBJECTS**

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

## **MEMBERS**

3. The number of members with which the Company proposes to be registered is 500, but the Committee may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.
5. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.
6. Unless the members of the Committee or the Company in General meeting shall make other provision pursuant to the powers contained in Article 60 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

## **GENERAL MEETINGS**

7. The Company shall each year hold a General Meeting at its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

## **NOTICE OF GENERAL MEETINGS**

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

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

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
10. 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.**

11. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: one quarter of the members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.
13. The Chairman, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
14. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
15. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the chairman; or
  - or (b) by at least two members present;
  - (c) by any member or members present in person and 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 is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
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 at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a resolution in writing may consist of two or more documents in like form each signed by one or more members.

## **VOTES OF MEMBERS**

20. Every member shall have one vote.
21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

## **ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

22. Any Organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.



## **COMMITTEE OF MANAGEMENT**

23. The maximum and minimum number of Committee members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Committee members shall be three.
24. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

## **BORROWING POWERS**

25. Subject to such consents as may be required by law the Committee may exercise all its powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **POWERS AND DUTIES OF THE COMMITTEE**

26. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
27. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed draw accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
28. The Committee shall cause minutes to be made
  - (a) of all appointments of officers made by the Committee
  - (b) of the names of the Committee members present at each Committee Meeting.
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

## **DISQUALIFICATION OF COMMITTEE MEMBERS**

29. The office of Committee member shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
  - (d) resigns his office by written notice to the Company; or
  - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.
30. A Committee member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

## **ELECTION OF COMMITTEE MEMBERS**

31. At the first and every subsequent Annual General Meeting of the Company all the Committee members shall retire from office.
32. A retiring Committee member shall be eligible for re-election.
33. The Company at the meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
34. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any General Meeting unless, not less than three nor more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
35. The Company may from time to time by ordinary resolution increase or reduce the

35. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
36. The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
37. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

#### **PROCEEDINGS OF THE COMMITTEE**

39. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee Meeting to any member for the time being absent from the United Kingdom.
40. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of three.
41. The Committee may act notwithstanding any vacancy in their body, but, if and so long as *their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members*, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

42. The Committee may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
43. The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
44. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
45. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
46. All "bona fide" acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.
47. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

## **SECRETARY**

48. Subject to Section 283 of the Act the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it; provided always that no Committee member may occupy the salaried position of secretary.

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

## **THE SEAL**

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

## **ACCOUNTS**

51. The Committee shall cause accounting records to be kept in accordance with sections 221-222 of the Act.
52. The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.
53. The Committee shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.
54. The Committee shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

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

## **AUDIT**

56. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

## **NOTICES**

57. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
58. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) each Committee member.

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

## **DISSOLUTION**

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

## **RULES OR BYE LAWS**

60. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenience for the proper conduct and management of the Company and for the purposes of prescribing classes or and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, or payments to be made by members.
  - (ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
  - (iii) The setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose or purposes.
  - (iv) The procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these Articles.
  - (v) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided nevertheless, that no rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

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## Names, Addresses and description of Subscribers

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Lesley Smith 8 Bryndulais Avenue, Seven Sisters, Neath, SA10 9EG  
(Administration Officer) L Smith

Julie Bibby 79 Main Road, Dyffryn Cellwen, Neath  
(Administration Officer.) J Bibby SA10 9LA.

Glynis Howell Bryndulais Avenue, Seven Sisters  
(Development Officer) G Howell Neath SA10 9EG

Joy Howells 11 Martyns Avenue, Seven Sisters  
(Retired) J. J. Howells Neath SA10 9DP

Mair Francis 44, Neath Road, Cynart Neath  
(Co-ordinator) Mair Francis SA10 8SE

Susan Owen, 14 Wentley Avenue, Alltyn, Neath, SA10 9HL  
(Tutor) S. Owen

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Dated

20/4/99.

Witness to the above signatures:-

