

4276000

The Companies Acts 1985 and 1989
Companies Limited by Guarantee and not having a Share capital

Memorandum of Association
Of
Clybiau Plant Cymru Kids' Clubs

1. Name

The Company's name is Clybiau Plant Cymru Kids' Clubs

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



A20 *AWWUZAGM* 701
COMPANIES HOUSE 17/11/2005

2. Registered Office

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

A25 *APLJXA4E* 457
COMPANIES HOUSE 05/11/2005

3. Objects

The objects for which the Charity is established are to:

- a) Promote, the care and education of children in Out of School Childcare Clubs and to promote the provision of facilities for the play, recreation and other leisure time occupations of such children in the interest of social welfare with the objects of improving their conditions of life.
- b) Advance the education and training of persons providing such care and educational and recreational facilities.
- c) Conduct research into all aspects of the care, education and recreation of such children and to publish the useful results of such research.

4. Powers

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

- 1) 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

- 2) 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
- 3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property
- 4) 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
- 5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects
- 6) 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
- 7) 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
- 8) (A) To provide indemnity insurance to cover the liability of the trustees:
 - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity;
 - (b) to make contributions to the assets of the Charity in accordance with the provisions of Section 214 Insolvency Act 1986.
- (B) Any such insurance in the case of (A)(a) shall not extend to:
 - (a) any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the Charity, or which the directors did not care whether it was in the best interests of the Charity or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the trustees;
 - (c) any liability to pay a fine.

- (C) Any insurance in the case of (A)(b) shall not extend to any liability to make such a contribution where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of that Charity (or his reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

- 9) 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.
- 7) of any premium in respect of any indemnity insurance to cover the liability of the trustees which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the trustees did not care was in the best interests of the Charity or not and provided also that such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the trustees.

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

Gaynor M. Richards
54 Allt y grug Rd.
Ystalyfera
Swansea SA9

Ruth S. Marks
14 Howells Crescent
Cardiff CF5 2AJ

Beverley A. Symonds
3 Llys Gwynant
Parc 153
Bryn-y-Bod
Flintstone CH7 6NL

Phyllis V. Matthews
16 Cae Derwen
Penycae
Wrexham LL14

Rita A. Jones
60 Bryn Siriol
Tŷ Isaf
Caerffiw CF8

Mike Greenaway
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Bishopston
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Siân CM Davies
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Creigiau
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Elizabeth M. Cole
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Ystalyfera
Swansea SA9 2AR

Dyfrig Morgan
5 The Hawthorns
Pant
Merthyr Tydfil
CF48 2EJ

Patricia A. Davies
The Old Vicarage
Caerwent Gardens
Caerwent
Gwent NP26 5FN

Dated: 24th September 2001

Witness to the above Signatures:

Name: Peta Grimshare

Address: 10 Cwm Nofydd
Rhiwbina
Cardiff CF14 6JX

Occupation: Office Manager, Chwarae Teg

The Companies Acts 1985 and 1989
Companies Limited by Guarantee and Not Having a Share Capital

Articles of Association of Clybiau Plant Cymru Kids' Clubs

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 expression contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

- 1) The number of members shall be unlimited
- 2) The Charity must maintain a register of members
- 3) **Membership** of the Charity is open to any organisation or individual interested in promoting the Objects who
 - (i) applies to the Charity in the form required by the Trustees
 - (ii) is approved by the Trustees and
 - (iii) signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through a **representative** authorised in accordance with article 24
- 4) The Trustees may establish different categories of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions. Until determined to the contrary by the Trustees there shall be the following categories of membership:
 - (i) organisations in Wales being out of school child care clubs and providing one of the following activities:
 - (a) Breakfast clubs or clubs known as 'before school clubs'
 - (b) After school clubs
 - (c) Holiday clubs
 - (d) Weekend clubs(*'full members'*) and each such full member shall be allocated to a geographical nominating region of Wales for the purposes of election of Trustees
 - (ii) Individuals and other organisations interested in promoting the objects who do not qualify for admission as full members under 2.4.1 above (*'associate members'*) and such associate members shall not be voting members of the Charity

- 5) Membership is terminated if the member concerned
- (i) gives written notice of resignation to the Charity
 - (ii) dies or (in the case of an organisation) ceases to exist
 - (iii) is six **months** in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
 - (iv) is removed from membership by resolution of the trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within **14 clear days** after receiving notice)
- 6) Membership of the Charity is not transferable.

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 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 a 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 per cent 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 in person or by proxy. Five persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or five percent 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 chairperson, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson 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 chairperson and, if there is only one trustee present and willing to act, he shall be chairperson.
10. If no trustee is willing to act as chairperson, 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 chairperson.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairperson 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 14 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 in person or by proxy 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 Chairperson; 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.
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14. Unless a poll is duly demanded a declaration by the Chairperson 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 Chairperson. 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson 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 full 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 Chairperson 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 not be less than three but shall be subject to a maximum of 15.
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 the 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 transfer 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 Up to twelve trustees shall be appointed by full members in accordance with rules determined by the trustees and until determined to the contrary, the following provisions shall apply: -

- 1) The trustees shall establish three geographical nominating regions of Wales as listed below and each such nominating region shall be invited to appoint the number of trustees listed against their region in the table below by means of an election limited to the full members allocated to that region by the trustees under article 2 above and conducted under rules determined for the purpose by the trustees and under their supervision.

2)

Region	Number of Trustees
North Wales	4
West Wales	3
South East Wales	5

- 3) Such appointments shall be subject to confirmation by the Charity at the Annual General Meeting
- 4) Trustees so appointed shall then serve until the end of the next Annual General Meeting

30. Up to 3 trustees shall be co-opted by the trustees to serve for one year following the Annual General Meeting at which the names of the relevant trustees are announced.

31. The trustees may at any time co-opt any individual who is qualified to be appointed as a trustee to fill any vacancy in their number but such co-opted trustee holds office only until the next AGM

32. No person may be appointed as a trustee:

- 1) Unless he has attained the age of 18 years;

- 2) In circumstances where, had he already been a trustee, he would have been required to cease to hold office under article 34. 1) or 2);
- 3) Having served more than three consecutive years as a trustee unless such person last served as a trustee more than one year previously.

33. Subject to the terms of Article 32 a retiring trustee shall be eligible for reappointment.

Disqualification and Removal of Trustee.

34. 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 72 of the Charities Act 1993 (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

35. 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

36. 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 officer 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.

37. 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

38. 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 chairperson shall have a second or casting vote.
39. 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 three trustees, whichever is the greater.
40. The trustees may act notwithstanding any vacancies in their number, but if the number of the 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.
41. The trustees may appoint one of their number to be the chairperson 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 chairperson of the meeting.

42. 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 sub-committees shall be fully and promptly reported to the trustees.
43. 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.
44. A meeting of trustees may be held in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other participants.
45. 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.
46. The trustees shall have the power to make rules and regulations for the operation of bank accounts in which any part of the assets of the Charity are deposited including regulations concerning the signing of cheques, negotiable instruments and receipts.

Secretary

47. 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

48. 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

49. 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

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

Annual Report

51. The trustees shall comply with their obligations under the Charities Acts 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

52. 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

53. Any notice to be given to or by any persons pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
54. The charity may give notice to a member either personally or by sending it by post in a pre-paid 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.
55. 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.
56. Proof that an envelope containing 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

57. 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 judgement 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.

58.

- 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 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 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 of the articles.

We, the persons whose names and addresses are written below, wish to be formed into a company under these Articles of Association.

Signatures, Names and Addresses of Subscribers

Gaynor M. Richards
54 Allt y grug Rd.
Ystalyfera
Swansea SA9

Ruth S. Marks
14 Howells Crescent
Cardiff CF5 2AJ

Beverley A. Symonds
3 Llys Gwynant
Parc 153
Bryn-y-Bod
Flintstone CH7 6NL

Phyllis V. Matthews
16 Cae Derwen
Penycae
Wrexham LL14

Rita A. Jones
60 Bryn Siriol
Tŷ Isaf
Caerffiw CF8

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89 Parc Castell y Mynach
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66 Allt y grug Rd.
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Dyfrig Morgan
5 The Hawthorns
Pant
Merthyr Tydfil
CF48 2EJ

Patricia A. Davies
The Old Vicarage
Caerwent Gardens
Caerwent
Gwent NP26 5FN

Dated: 24th September 2001

Witness to the above Signatures:

Name: Peta Grimshare

Address: 10 Cwm Nofydd
Rhiwbina
Cardiff CF14 6JX

Occupation: Office Manager, Chwarae Teg

Company No: 04296436
Charity No: 1093260

THE COMPANIES ACTS 1985 AND 1989

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**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

CLYBIAU PLANT CYMRU KIDS' CLUBS

Incorporated on 1ST October 2001
Amended by Special Resolutions dated 17th August 2005
and 26th September 2005

Edwards Geldard
Solicitors
Dumfries House
Dumfries Place
Cardiff
CF10 3ZF
(Ref: GD/84965-2)

Edwards Geldard
Cyfreithwyr
Tŷ Dumfries
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