

Company Number: 04296436



Companies Act 1985



Company Limited by Guarantee

Notice of Passing of Written Resolutions

of

Clybiau Plant Cymru Kids Clubs Limited

("the Company")

Notice is hereby given that pursuant to and in accordance with Section 381A of the Companies Act 1985 the following Special Resolutions were passed on 17th August 2005: -

RESOLUTIONS

1. That the Memorandum of Association of the Company be amended as follows:

- (i) In clause 4. Powers, a new sub clause 8) be added as below and existing sub clause 8) be remembered as sub clause 9): -
 - "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."

(ii) In clause 5 a new sub clause 7) be added as follows: -

"(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."

2. That the Articles of Association of the Company be amended as follows: -

(i) article 2 shall be revoked and replaced with the following new article 2:

"2) MEMBERSHIP

2.1 The number of members shall be unlimited

2.2 The Charity must maintain a register of members

2.3 **Membership** of the Charity is open to any organisation or individual interested in promoting the Objects who

2.3.1 applies to the Charity in the form required by the Trustees

2.3.2 is approved by the trustees

and

2.3.3 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

2.4 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:

2.4.1 organisations in Wales being out of school child care clubs and providing one of the following activities:

- Breakfast clubs or clubs known as 'before school clubs'
- After school clubs
- Holiday clubs
- 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

2.4.2 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

2.5 Membership is terminated if the member concerned

2.5.1 gives written notice of resignation to the Charity

2.5.2 dies or (in the case of an organisation) ceases to exist

2.5.3 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

2.5.4 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)

2.6 Membership of the Charity is not transferable"

- (ii) In article 7 the words "in person or by proxy" shall be added after the words "unless a quorum is present" and the words "one third" shall be removed and replaced with the words "five percent".
- (iii) In article 13 the words "in person or by proxy" shall be added after the words "decided on a show of hands"
- (iv) In article 20 the word "full" shall be added before the word "member"
- (v) Articles 29 to 37 shall be revoked and replaced with new articles 29 to 33 as follows: -

"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: -

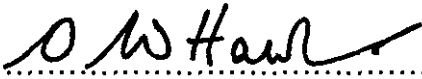
29.1 The trustees shall establish three geographical nominating regions of Wales as listed below and each such nominating region shall be invited to appoint the number of trustees listed against their region in the table below by means of an election limited to the full members allocated to that region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

29.2

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

- 29.3 Such appointments shall be subject to confirmation by the Charity at the Annual General Meeting
- 29.4 Trustees so appointed shall then serve until the end of the next Annual General Meeting
30. Up to 3 trustees shall be coopted 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 coopt any individual who is qualified to be appointed as a trustee to fill any vacancy in their number but such coopted trustee holds office only until the next AGM
32. No person may be appointed as a trustee:
- 32.1 Unless he has attained the age of 18 years;
- 32.2 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);
- 32.3 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.
- (vi) Articles 38 to 47 shall be renumbered as articles 34 to 43
- (vii) In article 36 (formerly article 40) the words "a managing director...retirement by rotation" shall be deleted
- (viii) A new article 44 shall be added as follows and existing articles 48 to 61 shall be renumbered as articles 45 to 58.
- "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."
- (viii) Article 46 (formerly article 49) shall be revoked and replaced with a new article 46 as follows

"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."

Signed  Company Secretary
Dated August 25th 2005

Company Number: 04296436

A20 *AHLUYAGL* 702
COMPANIES HOUSE 17/11/2005
A25 *APLUYA4F* 456
COMPANIES HOUSE 05/11/2005

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 - (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."

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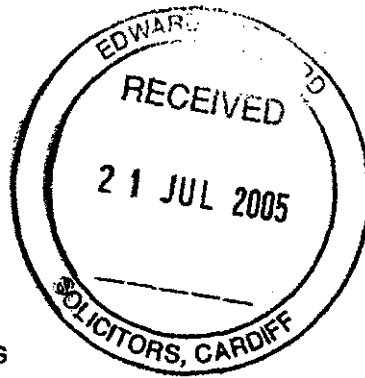
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Signed *O W Hawkins* Company Secretary
Dated *August 25th* 2005



Charity

COMMISSION
for England and Wales

Ms G Davies
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General Enquiries: 0870 3330123 (Voice)
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Website: www.charitycommission.gov.uk
Email: Tim.Reese@charitycommission.gsi.gov.uk

Your Ref: GD.MT.84965.2
Our Ref: TR 1093260-490782 Wales

Date: 18 July 2005

Dear Ms Davies

Clybiau Plant Cymru Kids Clubs Registered Charity No.1093260

Thank you for your letter of 24 June regarding the above charity.

I am pleased to confirm that on behalf of the Charity Commissioners for England and Wales, consent is hereby given under section 64 of the Charities Act 1993 to the proposed amendments to the charity's Memorandum of Association as detailed below:

1. In clause 4. Powers, a new sub clause (8) be added as below and existing sub clause (8) be renumbered as sub clause (9): -

"(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;
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 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecution for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the trustees;



INVESTOR IN PEOPLE

(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 trustees 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."

2. In clause 5 a new sub clause (7) be added as follows:-

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I would be grateful if you can, in the event the resolution is passed, forward certified copies of the resolution and the updated articles. "Certified" means endorsed by a trustee, agent or officer of the charity (who attended the meeting at which the resolution was passed) with the words "I certify that this is a true copy" and signed by him or her.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'T Reese', with a long horizontal flourish extending to the right.

Tim Reese