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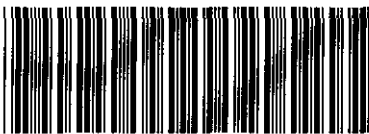
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5249254

The Registrar of Companies for England and Wales hereby certifies that
CWMCLYDACH COMMUNITY DEVELOPMENT TRUST

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 4th October 2004



N05249254I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

CWMCLYDACH COMMUNITY DEVELOPMENT TRUST

I,

KEITH JENKINS

of

8 HILL STREET, PENYGLAN, RHONDDA

† Please delete as appropriate.

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

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

Declarant's signature

Keith Jenkins

Declared at

TAE PAVILIONS, COUNCIL OFFICE, PRIDYVALE.

Day Month Year

On

21 09 2004

● Please print name.

before me ●

SYLVIA JEAN JONES

Signed

Sylvia Jones JP (Mrs)

Date

21.09.04

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

WALES CO-OPERATIVE AND TRAINING CENTRE LTD

LLANDAFF COURT, FAIRWATER ROAD

CARDIFF CF5 2XP Tel 029 2055 4955

DX number

DX exchange



A08
COMPANIES HOUSE

0031
30/09/04

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

Companies House, Crown Way, Cardiff, CF14 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
or LP - 4 Edinburgh 2



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full

CWMCHDACH COMMUNITY DEVELOPMENT TRUST

I,

KEITH JENKINS

of

8 HILL STREET, PENYGRAIG, RHONDDA

† Please delete as appropriate.

a [~~Solicitor engaged in the formation of the company~~] [person named as
~~director or~~ secretary of the company in the statement delivered under
section 10 of the Companies Act 1985] † do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Keith Jenkins

Declared at

THE PAVILIONS, COUNCIL OFFICE, PLDARH VALL

Day Month Year

on

21 09 2004

• Please print name.

before me •

SYLVIA JEAN JONES.

Signed

Sg Jones JP (HM)

Date

21.09.04

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.

WALES CO-OPERATIVE AND TRAINING CENTRE LTD

LANDAFF COURT, FAIRWATER ROAD

CARDIFF CF5 2XP Tel 029 2055 4955

DX number

DX exchange

Cc

This:



A08
COMPANIES HOUSE

0030
30/09/04

Form revised June 1999

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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

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

DX 235 Edinburgh



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CWMCLYDACH COMMUNITY DEVELOPMENT TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

OLD POLICE STATION

CLYDACH ROAD

Post town

BLAENCLYDACH

County / Region

RHONDDA CYNON TAFF

Postcode

CF40 2BD

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

WALES CO-OPERATIVE AND TRAINING CENTRE LTD

Address

FAIRWATER ROAD

LLANDAFF COURT

Post town

CARDIFF

County / Region

CARDIFF

Postcode

CF5 2XP

Number of continuation sheets attached

3

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

WALES CO-OPERATIVE AND TRAINING CENTRE LTD

LLANDAFF COURT, FAIRWATER ROAD

CARDIFF CF5 2XP

Tel 029 2055 4955

DX number

DX exchange



A08
COMPANIES HOUSE
v 08/02

0032
30/09/04

When you have completed and signed the form please send it to the
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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
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)Company name **CWMCLYDACH COMMUNITY DEVELOPMENT TRUST**

NAME *Style / Title

MR.

*Honours etc

* Voluntary details

Forename(s)

KEITH

Surname

JENKINS

Previous forename(s)

—

Previous surname(s)

—

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

8 HILL STREET**PENYGRAIG**

Post town

TONYPANDY

County / Region

CHORONDA - CYNOD - TAFF

Postcode

CF40 1LT.

Country

WALES

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

Consent signature

Jenkins

Date

20-9-04**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

DAVID THOMAS

Surname

BUTLER

Previous forename(s)

Previous surname(s)

Address ††

20 PARK STREET**CLYDACH VALE**

Post town

TONYPANDY

County / Region

R.C.T.

Postcode

CF40 2BS

Country

WALES

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

Date of birth

2/6/12 1/9/3/6

Nationality

WELSH

Business occupation

RETIRED

Other directorships

NONE

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

Consent signature

D Y Butler

Date

20/9/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

RANDALL SPENCER

Surname

COOMBS

Previous forename(s)

-

Previous surname(s)

-

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †

☐

72 PARK STREET

CLYDACH - VALE,

Post town

TONYPANDY

County / Region

RHONDDA

Postcode

CF40 2BT

Country

UK

Day Month Year

Date of birth

10021947

Nationality

BRITISH

Business occupation

APPLICATION ENGINEER

Other directorships

NONE

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

Consent signature

R. Coombs

Date

20/9/04

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

[Signature]

Date

20/9/04

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.

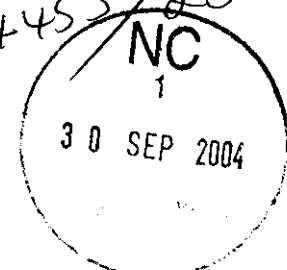
4. Other directorships:

- 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.

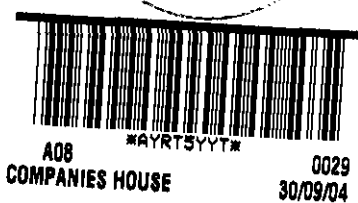
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THE COMPANIES ACT 1985 AND 1989

A PRIVATE

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION OF

Cwmclydach Community Development Trust

1. The name of the Company ("the Company") is Cwmclydach Community Development Trust
2. The registered office of the Company will be situated in Wales.
3. The Company's objects shall be :
 - To promote the benefit of the inhabitants of Cwm Clydach and the surrounding areas without distinction of sex or of political, religious or other opinions by associating the local authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interest of social welfare for recreation and leisure time occupation with the object of improving the conditions of life the inhabitants of Cwm Clydach.
 - To establish the community centre and to maintain and manage the centre for activities proposed by the association and its constituent bodies in furtherance of the above objects.
4. The Company shall have power to do all such things as are incidental or conducive to promoting the Objects, but without limitation, the following powers:
 - 4.1 To employ persons, contractors and agents and to make payments of pensions and superannuation to employees and their dependants and to operate and support any employee share schemes.
 - 4.2 To erect, construct, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or subsidise their erection, construction, enlargement, alteration and maintenance.
 - 4.3 To purchase, take on lease or exchange, hire or otherwise acquire and hold any interest in any land, buildings, easements, rights, privileges, concessions, patent rights, licenses, intellectual property of any kind.
 - 4.4 To borrow, raise or secure the payment of money and to operate bank accounts.
 - 4.5 To receive money on deposit or loan upon such terms as the Company may

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approve and to guarantee the obligations and contracts of clients and customers and others including members of the Company.

- 4.6 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques and other negotiable instruments.
- 4.7 To make appeals for money and solicit subscriptions to the funds of the Company, accept interest free loans, donations and any gifts of real or personal property including those subject to any trust and/or conditions and to carry out any such trust and/or conditions.
- 4.8 To make any charitable donation either in cash or assets which the Company may deem expedient.
- 4.9 To enter into any partnership or joint venture with any company, organisation or person.
- 4.10 To establish or promote or concur in establishing or promoting any company, firm, co-operative or other organisation and to acquire and hold or dispose of shares, stock, securities or property issued by or any other obligations of such organisation.
- 4.11 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, organisation or company.
- 4.12 To make, publish, supply, sell or deal in books, periodicals, audio, film and video recordings, and other publications in any other medium or any other educational or training materials or to give public lectures, hold public meetings or other seminars and presentations.
- 4.13 To obtain, acquire and purchase all permits, licenses or trademarks and other intellectual property rights.
- 4.14 To sell, improve, manage, develop, turn to account, exchange, let or rent, grant easements, licenses and other rights in or over, and in any manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such money or money's worth as the Company may think fit.
- 4.15 To do all such other lawful things as are necessary for the achievement of the objects.
- 5. In carrying out the aforesaid objects the Company shall have regard to the physical, mental and social well being of the community and may contribute from its profits in order to promote such charitable and philanthropic objectives as it sees fit.

6. 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 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:

- 6.1.1 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;
 - 6.1.2 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;
 - 6.1.3 of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;
 - 6.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member.
 - 6.1.5 of reasonable and proper rent for premises let by any member of the Company or a director;
 - 6.1.6 to any director of reasonable out-of-pocket expenses;
 - 6.1.7 of premiums for indemnity insurance.
7. The liability of the members is limited.
 8. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.
 9. In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the members but shall be transferred in the furtherance of the Objects to any organisation having objects similar to or compatible with the Objects and which shall prohibit the distribution of its or their income and

property among its or their members to an extent at least as great as is imposed on the Company by virtue of Clause 6 above, as may be determined by a General Meeting, or in so far as the assets are not transferred, shall be held for charitable purposes

This clause 9 and clause 6 hereof may only be changed by a unanimous vote of all members at an Extraordinary General Meeting and section 17 of the Act shall not apply.

10. Clauses in the Memorandum of Association may be altered by Special Resolution which is hereby defined as one passed by a majority of not less than three-fourths of the membership voting in person at an Extraordinary General Meeting of which not less than twenty-one clear days notice has been given specifying the purpose for which the meeting has been called.
11. Words and expressions defined in the Articles have the same meanings in this Memorandum.

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to this Memorandum of Association:

Name DAVID THOMAS BUTLER Signature D J Butler

Address 20 PARK STREET

CLYDACH VALE, TONYRANDY, CF40 2BS

Name RANDELL SPENCER COOMBS Signature R Coombs

Address 72, PARK STREET

CLYDACH VALE, TONYRANDY, RHONDDA, CF40 2BT

Name MARK NORRIS Signature M Norris

Address 26 WERN STREET, CLYDACH VALE, TONYRANDY,

RHONDDA CYNON TAFE, CF40 2BQ

Name JOHN GRANVILLE BRIDHAM Signature J Bridham

Address 55 PARK STREET, CLYDACH VALE, R.C.T.

CF40 2BT

Name _____ Signature _____

Address _____

Dated this 20th day of SEPTEMBER 2004

Witness to the above signatures J. Parmar

Name and address of witness JAYESH PARMAR, Wales Co-operative Centre Ltd,

Llandaff Court, Fairwater Road, Cardiff CF5 2XP

THE COMPANIES ACT 1985 and 1989

A PRIVATE

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Cwmclydach Community Development Trust

PRELIMINARY

1. The Company shall be bound by the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 except where modified by these Articles. These regulations will be referred to in these Articles as Table A. In the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail.

INTERPRETATION

2. In these Articles:-
 - "the Act" means the Companies Act 1985 and 1989 including any statutory amendments or re-enactment thereof for the time in force.
 - "the area" means Wales
 - "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 on which it is to take effect.
 - "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company
 - "executed" includes any mode of execution.
 - "the 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.
3. 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 Articles became binding on the Company.

MEMBERSHIP

4. The first members of the Company shall be the Subscribers to the Memorandum of Association.
5. The Board of Directors 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.
7. Every application for membership shall be considered by the Board of Directors 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 Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article
8. A membership fee of £1 will be charged by the Board of Directors for any categories of membership that may apply.

CATEGORIES OF MEMBERSHIP

9. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors;
 - a) "Employee Members" shall be members who are employees of Cwm Clydach Community Development Trust.
 - b) "Community Members" shall be members who live, work or have interest within the community of Cwm Clydach and its surrounding areas and support the aims and objectives of the Company
 - c) "Corporate Members" shall be members admitted under Article 5(b)

REGISTER OF MEMBERS

10. 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 of members. Members shall inform the Secretary of change of address.

CESSATION OF MEMBERSHIP

11. A member shall cease to be a member immediately that he/she or it:
 - a) ceases to fulfil any of the qualifications for membership as specified by Article 5 and Article 9; or
 - b) resigns in writing to the Secretary and the resignation is accepted by the Board of Directors; or
 - c) is expelled by a Special Resolution carried in accordance with Article 27 at an Extraordinary General Meeting called to consider the matter; or
 - d) dies, if an individual person; or
 - e) is wound up or goes into liquidation, if a corporate body or association; or
 - f) being an Employee ceases to be an Employee however that may occur.
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.

GENERAL MEETINGS

13. The Company shall in each calendar year hold an 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.
14. The business of an Annual General Meeting shall include;
 - 14.1 The receipt of the reports of the Chairperson and Board of Directors of the Company;
 - 14.2 the consideration of audited accounts (if any) presented by the Board of Directors;
 - 14.3 the election of the Board of Directors;

- 14.4 the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;
- 14.5 a decision on the application of any profits;
- 14.6 the appointment and the fixing of the remuneration of the Auditors (if any).
- 14.7 the election of the executive officers as per Article 55.

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

- 15. Ordinary General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
- 16. The Board of Directors 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

- 17. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 27 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. Meetings may be called at shorter notice if the consents under the Act are obtained.
- 18. 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.
- 19. The Notice 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.
- 20. 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. Where notice is sent by e mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of 12 hours after the notice has been sent

21. 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

22. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
23. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy 33% members entitled to vote for the time being shall be the quorum.
24. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting 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.
25. 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.
26. 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.
27. Decisions at General Meetings shall be made by passing resolutions:
 - a. Decisions involving an alteration to Clause 6 and 9 of the Memorandum of Association and to Articles 63 and 64 and this Article 27(a) shall require the unanimous vote of all the members of the Company at an Extraordinary General Meeting testified by their signatures.
 - b. The decisions involving an alteration to clauses of the Memorandum or Articles of Association, other than those specified, 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, save where the Memorandum or Articles of Association or the Act (or any other statute or regulation) require otherwise.

28. 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 or other suitable signal, 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.

29. 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. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.

31. Votes may be given personally or by proxy appointed by the member

32. Each member or proxy shall have one vote.

33. In the case of an equality of votes the Chair shall have a casting vote.

BOARD OF DIRECTORS

34. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.

35. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve no more than one year. At the first Annual General Meeting following this period all of the Directors shall retire and may offer themselves for re-election.

36. All of the Board of Directors will be elected annually by the members at the

Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.

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 to 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 Directors shall be not less than four 4 and not more than twelve 12.
39. The Directors may at any time co-opt any person to the Board of Directors whether or not 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 BOARD OF DIRECTORS

40. The Board of Directors may meet together for 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.
41. In the case of an equality of votes the Chairperson shall have a casting vote.
42. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
43. The quorum necessary for the transaction of business of the Board of Directors shall be 50%.
44. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 38, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
45. The Chairperson or in their absence some other director nominated by the Board of Directors 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 Board of Directors shall elect one of their number to be Chairperson.

46. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors 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.
47. A resolution in writing signed by all Directors 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 Board of Directors and may consist of several documents in like form signed by one or more Directors.

POWERS OF THE BOARD OF DIRECTORS

48. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
49. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
50. The Board of Directors 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 Board of Directors 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 Board of Directors.
52. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

53. 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 and either;

- d. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
- e. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
- f. resigns their office by notice to the Company; or
- g. shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
- h. is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

REMUNERATION OF DIRECTORS

- 54. Any remuneration of Directors shall only be in respect of services actually rendered to the Company, subject to the provisions of Clause 6 of the Memorandum of Association, including the payment of fair and proper wages in the case of Directors employed by the Company. Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company

SECRETARY AND OTHER EXECUTIVE OFFICERS

- 55. Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the members at the General Meeting for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

ACCOUNTS

- 56. The Board of Directors 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.

57. 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.
58. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.
59. The Board of Directors 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

60. The surplus funds of the Company shall be applied for the continuation of the Company in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:

RULES OR BYE LAWS

61. The Board of Directors 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 Board of Directors 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

62. 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

- 63. Clause 9 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

- 64. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 27 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

SOCIAL AUDIT

- 65. A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to these Articles of Association:

Name DAVID THOMAS BUTLER Signature D J Butler

Address 20 PARK STREET,

CLYDACH VALE TONYPANDY. CF40 2BS

Name RANDALL STENCER COOMES Signature R S Coomes

Address 72, PARK STREET, CLYDACH VALE,

TONYPANDY, RHONDDA. CF40 2BT

Name MARK NORRIS Signature M Norris

Address 26 WERN STREET, CLYDACH VALE, TONYPANDY,

RHONDDA CYNON TAFF. CF40 2BQ.

Name JOHN GRANVILLE PRIDHAM Signature J Pridham

Address 55 PARK STREET CLYDACH VALE, R.C.T. CF40 2BT

Name _____ Signature _____

Address _____

Dated this 20th day of SEPTEMBER 2004

Witness to the above signatures J Pridham

Name and address of witness JAYESH PARMAR, Wales Co-operative Centre Ltd,

Llandaff Court, Fairwater Road, Cardiff CF5 2XP