

FILE COPY



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

Company No. 5687455

The Registrar of Companies for England and Wales hereby certifies that
HOME-START CARMARTHEN-LLANELLI

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 25th January 2006



N05687455R



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.

CHFP000

Declaration on application for registration

5687455

Company Name in full

HOME - START

CARMARTHEN - LLANELLI

I, PAMELA ANNE PARKER

of DEURYN, LLANGAIN, CARMARTHEN SA33 5AH

† 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

P. Parker P. Parker

Declared at

LLANELLI

Day Month Year

On

06 01 2006

Resonance 20/1/2006

● Please print name.

before me ●

ANTHONY A. DAVIES ANTHONY A. DAVIES

20/1/2006

Signed

Anthony A. Davies

Date

6/1/06

† 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.

DAVIDE PERSOWY ALL CITHRU

410 QUEEN VICTORIA ROAD

LLANELLI

Tel

01554 749144

DX number

DX exchange



A19
COMPANIES HOUSE

271
21/01/2006

A19
COMPANIES HOUSE

290
07/01/2006

ye

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



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

HOME - START
CARMARTHEN - LLANELLI

I, MRS PAMELA ANNE PARKER
of DELFRYN, LLANGAIN, CARMARTHEN SA33 5AH

† 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

P. Parker

Declared at

Llanelli

Day Month Year

on 06 01 2006

• Please print name.

before me •

ANTHONY M. DAVIES

Signed

Anthony M. Davies

Date

6/1/06

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.

DAVID G. PARSONS ALLCHURCH
3/10 QUEEN VICTORIA ROAD
LLANELLI Tel 01554 749144
DX number DX exchange



A19 270
COMPANIES HOUSE 21/01/2006
COMPANIES HOUSE 07/01/2006

Form revised June 1998

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



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

HOME - START

CARMARTHEN - LLANELLI

Proposed Registered Office

(PO Box numbers only, are not acceptable)

44 STATION ROAD

Post town

LLANELLI

County / Region

CARMARTHENSHIRE

Postcode

SA15 1AN

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

7

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

Tel

DX number

DX exchange



A19
COMPANIES HOUSE
COMPANIES HOUSE

272
21/01/2006
07/01/2006

Form April 2002

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

Company Secretary (see notes 1-5)

Company name		HOME - START CARMARTHEN - LLANELLI	
NAME	*Style / Title	MRS	*Honours etc
Forename(s)		PAMELA ANNE	
Surname		PARKER	
Previous forename(s)			
Previous surname(s)		MARSHALL MURRISON	
Address **		DELFRYN	
		LLANGAIN	
Post town		CARMARTHEN	
County / Region		CARMARTHENSHIRE	Postcode
Country		WALES	
I consent to act as secretary of the company named on page 1			
Consent		P. Parker	Date
			12.12.05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		ANDREW	
Surname		BUDDEN	
Previous forename(s)			
Previous surname(s)			
Address **		GWILI HOUSE	
		MEADOW ROAD	
Post town		CROSS HANDS, LLANELLI	
County / Region		CARMARTHENSHIRE	Postcode
Country		WALES	
Date of birth		Day Month Year	Nationality
		03 03 1967	BRITISH
Business occupation		TRAINING MANAGER	
Other directorships		NONE	
I consent to act as director of the company named on page 1			
Consent signature		Budden	Date
			9/11/05

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

See Form 10 for details

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

CHFP000

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See form 10 for details.

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*Honours etc

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Postcode

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Business occupation

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Form 10 Continuation Sheet

CHFP000

Company Name

See form 10 for details

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*Honours etc

* Voluntary details

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*Honours etc

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Previous surname(s)

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHFP000

Company Name

S22 Form 10 For details

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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County / Region

Postcode

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Date

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Please list directors in alphabetical order

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*Honours etc

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Surname

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

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Date

CHFP000

Company Name

522 Form 10 for details

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

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Postcode

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Consent signature

Date

Directors (see notes 1-5)

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*Honours etc

Forename(s)

Surname

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Previous surname(s)

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See form 10 for details

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*Honours etc

* Voluntary details

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*Honours etc

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See form 10 for details

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*Honours etc

* Voluntary details

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*Honours etc

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Previous surname(s)

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County / Region

Postcode

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Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

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Date

Directors (see notes 1-5)

Please list directors in alphabetical order

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NAME	*Style / Title	CIIR		*Honours etc	
	Forename(s)	PAMELA JEAN			
	Surname	EDMUNDS			
	Previous forename(s)				
	Previous surname(s)	HAYWARD			
	Address †	5 HARRIES AVENUE			
	Post town	LLANFELLI			
	County / Region	CARMARTHENSHIRE	Postcode	SA15 3LE	
	Country	WALES			
	Date of birth	Day	Month	Year	Nationality
		21	02	1936	BRITISH
	Business occupation	TOWN COUNCILLOR			
	Other directorships	CROSSROADS LLANFELLI			
I consent to act as director of the company named on page 1					
	Consent signature	Pamela J Edmunds		Date	28.10.05

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

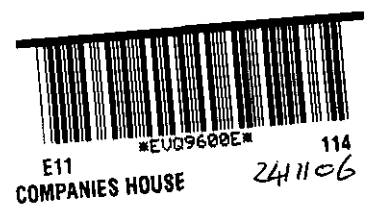
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company limited by guarantee and
not having a share capital

Memorandum of Association of

Home-Start Carmarthen-Llanelli



1. NAME

The name of the Company is Home-Start **Carmarthen-Llanelli**

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The objects of the Charity are:

201100(20

- a) to safeguard, protect and preserve the good health, both mental and physical of children and parents of children;
- b) to prevent cruelty to or maltreatment of children;
- c) to relieve sickness, poverty and need amongst children and parents of children;
- d) to promote the education of the public in better standards of child care

within the area of **Carmarthen, Llanelli** and their environs.

('the Objects')

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)

4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)

4.8 To acquire or hire property of any kind

4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)

4.10 To make grants or loans of money and to give guarantees

4.11 To set aside funds for special purposes or as reserves against future expenditure

4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)

4.13 To delegate the management of investments to a financial expert, but only on terms that:

4.13.1 the investment policy is set down in writing for the financial expert by the Trustees

4.13.2 every transaction is reported promptly to the Trustees

4.13.3 the performance of the investments is reviewed regularly with the trustees

4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time

4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year

4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt

4.13.7 the financial expert must not do anything outside the powers of the Trustees

4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required

4.16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of

duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers

4.18 To enter into contracts to provide services to or on behalf of other bodies

4.19 To establish subsidiary companies to assist or act as agents for the Charity

4.20 To pay the costs of forming the Charity

4.21 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but

5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied

5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity

5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity

5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity

5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except

5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.

5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity

5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)

5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding

5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)

5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if

5.3.1 the goods or services are actually required by the Charity

5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4

5.3.3 no more than one third of the Trustees are subject to such a contract in any financial year

5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

5.4.1 declare an interest at or before discussion begins on the matter

5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

5.4.3 not be counted in the quorum for that part of the meeting

5.4.4 withdraw during the vote and have no vote on the matter

5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

8.1.2 directly for the Objects or charitable purposes within or similar to the Objects

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

10. In carrying out the Objects, the Charity shall conform to the Standards and Methods of Practice of Home-Start

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF
SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[list the full name and residential address of
each of the subscribers]

[signature of each of the subscribers]

~~Mrs. Gwyneth Juanita Lorimer
"Springfield"
Felindre,
Llandysul
Carmarthen
SA44 5YN~~

~~GJ Lorimer~~

This subscriber has
since left the scheme.
Please see additional
sheet for the new
subscriber.

Mr. Andrew Budden
Gwili House
Meadow Road
Cross Hands
SA14 6NF

Budden

Training Manager.

Date 21/7/05 [Date]

Witness to the above signatures

RUTH JERVIS
JORCENTRE PLUS
CARMARTHENSHIRE ACTION TEAM
30 STATION RD. LLANELLI
MANAGER (CIVIL SERVANT)

[Signature]

[Name, address and occupation of witness]

[Signature of witness]

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF
SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[list the full name and residential address of
each of the subscribers]

[signature of each of the subscribers]

Pamela Jean Edmunds
5 Harries Avenue
Kilnelli
Carmarthenshire
SA15 3LE

Pamela J Edmunds

Town Councillor

Date _____ [Date]

Witness to the above signatures

SEE PREVIOUS SHEET.

[Name, address and occupation of witness]

[Signature of witness]

Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF

Home-Start Carmarthen-Llanelli

1. MEMBERSHIP

1.1 The number of members with which the company proposes to be registered is unlimited

1.2 The Charity must maintain a register of members

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

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

1.3.2 is approved by the Trustees

and

1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative

1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions

1.5 Membership is terminated if the member concerned

1.5.1 gives written notice of resignation to the Charity

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

1.5.3 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

1.5.4 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)

1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed

2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least five

2.3 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2.5 Except for the chairperson of the meeting, who has a second or casting vote, every member present in person or through an authorised representative) has one vote on each issue

2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2.7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation

2.8 At an AGM the members:

2.8.1 receive the accounts of the Charity for the previous financial year

2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM

2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation

2.8.4 elect persons to be Trustees to fill the vacancies arising

2.8.5 appoint auditors for the Charity

2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and

2.8.7 discuss and determine any issues of policy or deal with any other business put before them

2.9 Any general meeting which is not an AGM is an EGM

2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least ten members

3. THE TRUSTEES

3.1 The Trustees as charity trustees have control of the Charity and its property and funds

3.2 The Trustees when complete consist of at least five and not more than twelve individuals

3.3 The subscribers to the Memorandum are the first Trustees of the Charity

3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees

3.5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots

3.6 A Trustee's term of office automatically terminates if he or she:

3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee

3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs

3.6.3 is absent from four consecutive meetings of the Trustees

3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)

3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)

3.6.6 is removed by resolution passed by at least 51% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM

3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

4.1 The Trustees must hold at least four meetings each year

4.2 A quorum at a meeting of the Trustees is three Trustees

4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants

4.4 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

4.6 Except for the chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue

4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act

5.2 to appoint a Chairperson, Treasurer and other honorary officers from among their number

5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them, but at least the majority of the members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees

5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings

5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees

5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)

5.7 to establish procedures to assist the resolution of disputes within the Charity

5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

6.1.1 annual reports

6.1.2 annual returns

6.1.3 annual statements of account

6.2 The Trustees must keep proper records of

6.2.1 all proceedings at general meetings

6.2.2 all proceedings at meetings of the Trustees

6.2.3 all reports of committees and

6.2.4 all professional advice obtained

6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Charity

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

7.3.2 two clear days after being sent by first class post to that address

7.3.3 three clear days after being sent by second class or overseas post to that address

7.3.4 on the date of publication of a newspaper containing the notice

7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,

7.3.6 as soon as the member acknowledges actual receipt

7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

In the Memorandum in and in these Articles:

9.1 'The Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Charity

'area of benefit' means the areas of Carmarthen, Llanelli and their environs

'these Articles' means these articles of association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

'Beneficiaries' means children and parents of children

'Chairperson' means the chairperson of the Trustees

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds (and not for the purpose of actually carrying out the Objects) where the profits are liable to corporation tax

'Trustee' means a director of the Charity and 'Trustees' means all of the directors.

'written' or 'in writing' refers to a legible document on paper [not] including a fax message

'year' means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

NAMES & ADDRESSES OF
SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[list the full name and residential address of
each of the subscribers]

[signature of each of the subscribers]

~~Mrs. Gwyneth Juanita Lorimer
"Springfield"
Felindre,
Llandysul
Carmarthen
SA44 5YN~~

~~G. Lorimer~~

This subscriber has
since left the scheme.
Please see additional
sheet for the new
subscriber.

Mr. Andrew Budden
Gwili House
Meadow Road
Cross Hands
SA14 6NF

Budden

Training manager.

Date

21/7/05

[Date]

Witness to the above signatures

RUTH JERVIS
JOB CENTRE PLUS
CARMARTHENSHIRE ACTION TEAM
30 STATION RD LLAENLI
MANAGER (CIVIL SERVANT)

[Signature of witness]

[Name, address and occupation of witness]

[Signature of witness]

NAMES & ADDRESSES OF
SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

[list the full name and residential address of
each of the subscribers]

[signature of each of the subscribers]

Pamela Jean Edmunds
5 Harries Avenue
Klarelli
Carmarthenshire
SA15 3LE
Town Councillor

Pamela J Edmunds.

Date _____ [Date]

Witness to the above signatures

PLEASE SEE
PREVIOUS SHEET.

[Name, address and occupation of witness]

[Signature of witness]