FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **9603801**

The Registrar of Companies for England and Wales, hereby certifies that

THE YOUNG PEOPLE'S WORK COMPANY LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **21st May 2015**

N09603801E

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

TR 0101000 48/100

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

SAME DAY

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a private or public company

✗ **What this form is NOT for**
You cannot use this form to a limited liability partnershi this, please use form LL IN0

For further information, please

THURSDAY

A47W7FSY
A05 21/05/2015 #169
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full ❶: THE YOUNG PEOPLE'S WORK COMPANY LIMITED

For official use: 9 6 0 3 8 0 1

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website There are various rules that may affect your choice of name More information on this is available in our guidance booklet GP1 at: www companieshouse gov uk

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www companieshouse gov uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www companieshouse gov uk

A4 Company type ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company's type, please go to our website www companieshouse gov uk

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Application to register a company

A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☑ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

❶ Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ❷

Please give the registered office address of your company

Building name/number	THE STEBONHEATH CENTRE
Street	STEBONHEATH TERRACE
Post town	LLANELLI
County/Region	CARMARTHENSHIRE
Postcode	SA15 1NE

❷ Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ❸

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s). Please tick only **one** box

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3

- ☑ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

❸ For details of which company type can adopt which model articles, please go to our website www companieshouse gov uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted

- ☐

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www companieshouse gov uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation **For a corporate secretary, complete Sections C1-C5.**

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ Service address
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3 Signature ❹

I consent to act as secretary of the proposed company named in **Section A1.**

Signature

Signature
X X

❹ Signature
The person named above consents to act as secretary of the proposed company

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ EEA
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

Registration number

❹ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X X

❺ Signature
The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MRS
Full forename(s)	FRANCES
Surname	BEECHER
Former name(s) ❷	
Country/State of residence ❸	WALES
Nationality	BRITISH
Date of birth	d 1 d 6 m 0 m 9 y 1 y 9 y 5 y 9
Business occupation (if any) ❹	CHIEF EXECUTIVE

❶ Appointments
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	THE COMPANYS REGISTERED
Street	ADDRESS
Post town	
County/Region	
Postcode	
Country	

❺ Service address
This is the address that will appear on the public record This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**.

Signature X Frances Beecher X

❻ Signature
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	MICHAEL
Surname	THEODOULOU
Former name(s) ❷	
Country/State of residence ❸	WALES
Nationality	BRITISH
Date of birth	d 0 d 3 m 1 m 0 y 1 y 9 y 4 y 9
Business occupation (if any) ❹	EXECUTIVE CHAIRMAN

❶ Appointments
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in Section D4

❹ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED ADDRESS
Street	
Post town	
County/Region	
Postcode	
Country	

❺ Service address
This is the address that will appear on the public record This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X X

❻ Signature
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address
This is the address that will appear on the public record This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Signature ❺

I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 4 (Statement of guarantee).**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ❹	

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + $10 etc

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

F4 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are
a particulars of any voting rights, including rights that arise only in certain circumstances,
b particulars of any rights, as respects dividends, to participate in a distribution,
c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b. particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

F5 Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber.

The addresses will appear on the public record These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (Statement of compliance)

G1 **Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

❶ **Name**
Please use capital letters.

❷ **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ❶	MICHAEL THE CENTRE FOR BUSINESS & SOCIAL ACTION LTD
Surname ❶	THEODOULOU
Address ❷	SNOWDON HOUSE, STEPNEY ROAD.
	BURRY PORT
Postcode	S A 1 6 0 B L
Amount guaranteed ❸	ONE POUND.

Subscriber's details

Forename(s) ❶	FRANCES LLAMAU LIMITED.
Surname ❶	BEECHER
Address ❷	25 ALLT-YR-YN VIEW, ALLT-YR-YN
	NEWPORT
Postcode	N P 2 0 5 E H
Amount guaranteed ❸	ONE POUND

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶
Surname ❶
Address ❷
Postcode
Amount guaranteed ❸

Subscriber's details

Forename(s) ❶
Surname ❶
Address ❷
Postcode
Amount guaranteed ❸

Subscriber's details

Forename(s) ❶
Surname ❶
Address ❷
Postcode
Amount guaranteed ❸

Subscriber's details

Forename(s) ❶
Surname ❶
Address ❷
Postcode
Amount guaranteed ❸

Subscriber's details

Forename(s) ❶
Surname ❶
Address ❷
Postcode
Amount guaranteed ❸

❶ **Name**
Please use capital letters.

❷ **Address**
The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address.

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 **Statement of compliance delivered by an agent**

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association
Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X X

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Application to register a company

Presenter information

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

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

☐ At the registered office address (Given in Section A6).
☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

☑ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name More information can be found in guidance on our website.
☑ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
☑ You have used the correct appointment sections
☑ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
☑ The document has been signed, where indicated
☑ All relevant attachments have been included
☑ You have enclosed the Memorandum of Association
☑ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below·

For companies registered in England and Wales·
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland·
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

A Company Limited by Guarantee and not having a share capital

Memorandum and Articles of Association

The Young People's Work Company Limited

Companies Acts 2006
Company limited by guarantee and not having a share capital

Memorandum of Association

The Young People's Work Company Limited

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	Authentication by each subscriber
Llamau Limited	
The Centre for Business and Social Action Limited	
	DATE: 20/5/2015.

DATE 20th May 2015

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

Articles of Association of

The Young People's Work Company Limited

Interpretation

1(1) In these Articles

- "the 2006 Act" means the Companies Act 2006,
- "the Companies Acts" means the Companies Acts as defined in section 2 of the 2006 Act insofar as they apply to the Organisation,
- "address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Organisation,
- "the Articles" means the Organisation's Articles of Association,
- "the Organisation" means the company intended to be regulated by these Articles,
- "clear days" in relation to the period of a notice means a period excluding
  - the day when the notice is given or deemed to be given, and
  - the day for which it is given or on which it is to take effect,
- "document" includes, unless otherwise specified, any document sent or supplied in electronic form or by electronic means as defined by section 1168 of the 2006 Act,
- "the memorandum" means the memorandum of association of the Organisation,
- "officers" includes the Directors and a person appointed as company secretary (if any),
- "the seal" means the common seal of the Organisation if it has one,
- "secretary" means the secretary of the Organisation or any other person appointed to perform the duties formerly required of a company secretary, including a joint, assistant or deputy secretary and who may but need not be a Director,
- "the Directors" means the directors of the Organisation
- "the United Kingdom" means Great Britain and Northern Ireland, and
- words importing one gender shall include all genders, and the singular includes the plural and vice versa

1(2) Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Organisation Apart from this, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Registered Office

2 The Organisation's registered office is to be situated in Wales

Limited liability and guarantee

3 The liability of the members is limited Every member promises, if the Organisation is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Organisation incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

3(1) The two subscribers/guarantors reserve the right to offer additional guarantees to cover specific projects/activities as may be required by funders from time to time

Objects

4 The Organisation's objects (the Objects) are

4(1) To promote any charitable purposes for the benefit of the public, principally but not exclusively in Wales (hereinafter called the "area of benefit") and, in particular, build the capacity of individuals and provide them with the necessary support, information and services to enable them to improve their lives and achieve their potential

4(2) To promote, organise and facilitate co-operation and partnership working between any body or stakeholder in the achievement of the above purposes within the area of benefit

Powers

5(1) In addition to any other powers it may have, the Organisation has the following powers in order to further the Objects (but not for any other purpose)

(a) to raise funds In doing so, the Organisation may undertake permanent trading activity and must comply with any relevant statutory regulations,

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Organisation In exercising this power, the Organisation must comply as appropriate with the appropriate laws

(d) to make grants, donations or loans of money and to give or receive guarantees,

(e) to negotiate, make, accept, discount or otherwise deal in any negotiable instruments,

(f) to borrow money and to charge the whole or any part of the property belonging to the Organisation as security for repayment of the money borrowed

(g) to co-operate with charities, third sector bodies and statutory authorities and to exchange information and advice with them,

(h) to promote or carry out research and publish the useful results,

(i) to publish and distribute information and hold meetings, lectures and conferences,

(j) to carry out the objects whether as principal or agent and whether alone or with others,

(k) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

(l) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Organisation formed for any of the Objects,

(m) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

(n) to employ and remunerate such staff as are necessary for carrying out the work of the Organisation The Organisation may employ or remunerate a Director only to the extent it is permitted to do so by Article 12 and provided it complies with the conditions in that Article,

(o) to.
   (i) deposit or invest funds,
   (ii) employ a professional fund-manager, and
   (iii) arrange for the investments or other property of the Organisation to be held in the name of a nominee,

   in the same manner and subject to the same conditions as the Directors of a trust are permitted to do by the Director Act 2000,

(p) to provide indemnity insurance for the Directors or any other officer of the Organisation in relation to any such liability as is mentioned in Article 5(2), but subject to the restrictions specified in Article 5(3),

(q) to pay out of the funds of the Organisation the costs of forming and registering the Organisation both as a company and as a Organisation;

(r) to do all such other lawful things as are necessary for the achievement of the Objects,

5(2) The liabilities referred to in sub-clause 5(1)(p) above are

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Organisation,

(b) the liability to make a contribution to the Organisation's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

5(3) (a) The following liabilities are excluded from Article 5(2)(a)
   (i) fines,

(h) [illegible] to an research [illegible] with [illegible] to

to [illegible] information [illegible] conferences [illegible]

(i) [illegible] carry out due diligence whether as principal or agent [illegible] one or more of the [illegible]

(j) [illegible] appropriate [illegible] purposes including [illegible]

(k) [illegible] or agent [illegible] under [illegible] expense [illegible] and [illegible] of the [illegible]

(l) to [illegible] a [illegible] future [illegible] [illegible] [illegible] [illegible]

(m) to [illegible] such [illegible] as are necessary for [illegible] and [illegible] the Organisation. The Organisation may employ or [illegible] or [illegible] the event [illegible] [illegible] [illegible] [illegible] [illegible] [illegible]

(n) to

(i) dispose of or invest funds,

(ii) employ a professional fund manager; and

(iii) [illegible] the property of the Organisation to be held in [illegible] name of a nominee

in the name manner and [illegible] as the Directors of a fund [illegible] to do by the Director under 2000

(p) to provide [illegible] for or [illegible] or any other officer of the Organisation [illegible] any [illegible] liability as is authorised in Article 5(2) but subject to the [illegible] Article 5.7)

(q) to pay all [illegible] the Organisation in the [illegible] of forming and registering the Organisation [illegible] company and [illegible]

(r) to do [illegible] the [illegible] of the Organisation.

(2) The liabilities referred to in sub-clause 5(1)(a) have [illegible]

(a) any liability [illegible] any [illegible] would [illegible] to a breach of trust or breach of [illegible] negligence [illegible] default [illegible] or breach of [illegible] or [illegible] in relation to the Organisation

(b) which [illegible] to a [illegible] under Section 'Organisation' [illegible] specified in section 144 [illegible] Act 1989 [illegible] trustee

5.7 (a) The [illegible] Article 5(1)(

(b) [illegible]

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer,

(iii) liabilities to the Organisation that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Organisation or about which the person concerned did not care whether it was in the best interests of the Organisation or not

(b) There is excluded from Article 5(2)(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Organisation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Organisation would avoid going into insolvent liquidation

Restrictions on use of funds or assets

6 The income and property of the Organisation shall be applied solely towards the promotion of the Objects

Dissolution

7(1) The members of the Organisation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Organisation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Organisation be applied or transferred in any of the following ways:

(a) directly for the Objects, or

(b) by transfer to any Organisation or charities for purposes similar to the Objects, or

(c) to any Organisation for use for particular purposes that fall within the Objects,

7(2) Subject to any such resolution of the members of the Organisation, the Directors of the Organisation may at any time before and in expectation of its dissolution resolve that any net assets of the Organisation after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Organisation be applied or transferred

(a) directly for the Objects, or

(b) by transfer to any Organisation or charities for purposes similar to the Objects, or

(c) to any Organisation or charities for use for particular purposes that fall within the Objects

7(3) In no circumstances shall the net assets of the Organisation be paid to or distributed among the members of the Organisation (except to a member that is itself a Organisation) and if no such resolution is passed by the members or the Directors the net assets of the Organisation shall be applied for charitable purposes as directed by the court

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Dissolution

[illegible]

[illegible]

[illegible]

[illegible]

Directors

8(1) A Director must be a natural person aged 18 years or older

8(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 21

8(3) Subject to Article 19, no one may be appointed as a Director if he or she is not a nomination from either of the two subscribers

9 The number of Directors shall be not less than five nor more than 8 unless otherwise determined by ordinary resolution

10 The first Directors shall be the first nominations from the subscribers to the memorandum

11 A Director may not appoint an alternate director/Director or anyone to act on his or her behalf at meetings of the Directors

Payments to Directors

12(1)(a) A Director is entitled to be reimbursed from the property of the Organisation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Organisation

(b) Subject to Articles 5(2) and 5(3), a Director may benefit from Director indemnity insurance cover purchased at the Organisation's expense

12(2) None of the income or property of the Organisation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Organisation This does not prevent a member who is not also a Director receiving reasonable and proper remuneration for any goods or services supplied to the Organisation

(b) Director may receive interest on money lent to the Organisation at a reasonable and proper rate not exceeding the base rate of a clearing bank to be selected by the Directors

(c) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company

(d) A Director may receive rent for premises let by the Director to the Organisation if the amount of the rent and the other terms of the lease are reasonable and proper

12(3) (a) The Organisation and its Directors may only rely upon the authority provided by this Article if each of the following conditions is satisfied

Qualifications

1. A director must be a natural person aged 18 years or older.

2. [illegible] appointed Director shall be required to have such qualifications, experience, [illegible] as the Board may reasonably determine from time to time.

3. [illegible] may be appointed as a Director if [illegible] has been disqualified from acting as a director by a court in any jurisdiction.

4. The [illegible] shall be presumed to consent to [illegible] unless he/she gives notice of his/her resignation.

5. [illegible] from office if [illegible] resignation.

6. [illegible] a director [illegible] bankrupt under any bankruptcy or insolvency law of any jurisdiction.

Powers of the Director

7. A Director may be removed from the Company by the Company or by the Board by notice in writing given to the Director. Vacation of office by a director shall be effective when notice is received by the Company.

8. [illegible] Company may by ordinary resolution remove any director before the expiration of his period of office, notwithstanding any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

9. [illegible] Company's nominee or successor and to be reelected or his successor is duly elected or shall cease to be a director at the next annual general meeting of the Company.

(a) [illegible] remuneration or other benefits as the Board may determine from time to time. Unless otherwise determined by ordinary resolution, such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee of the Board or general meetings of the Company, or in connection with the business of the Company.

10. A director who is in any way, directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board. [illegible] shall be considered a sufficient disclosure of interest in relation to any contract so made.

11. (a) [illegible] shall be [illegible] to be a director [illegible] and be counted in the quorum at any meeting of the Board at which any such contract or proposed contract shall be considered.

(i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances

(ii) The Director is absent from the part of any meeting at which there is discussion of
- his or her employment or remuneration, or any matter concerning the contract, or
- his or her performance in the employment, or his or her performance of the contract, or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 12(5); or
- any other matter relating to a payment or the conferring of any benefit permitted by Article 12(6)

(iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting

(iv) The other Directors are satisfied that it is in the interests of the Organisation to employ or to contract with that Director rather than with someone who is not a Director In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

(v) The reason for their decision is recorded by the Directors in the minute book

12(3)(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is
(i) a partner;
(ii) an employee,
(iii) a consultant,
(iv) a director, or
(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

12(4) In paragraphs 2,3,5,7 of this Article 12
(a) "Organisation" shall include any company in which the Organisation
- holds more than 50% of the shares, or
- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the Board of the company

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner

Powers of Directors

13(1) The Directors shall manage the business of the Organisation and may exercise all the powers of the Organisation unless they are subject to any restrictions imposed by the 2006 Act, these Articles or any special resolution

13(2) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors

13(3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

13(4) The Directors have the right to invite any person to attend their meetings or general meetings of the Organisation as an observer without the power to vote.

Directors' Retirement

14 At the first AGM and thereafter one third of the Directors shall retire but may be re-nominated by the subscribers

15(1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment If any Directors became or were appointed Directors on the same day those to retire shall be determined by the subscriber

15(2) If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting provided that a retiring Director may, if willing to act, offer himself or herself for re-nomination for up to a maximum of 4 consecutive terms

15(3) If the Organisation at a meeting which a Director retires by rotation does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost

The Appointment of Directors

16 The Organisation may by ordinary resolution:
- appoint a person who is willing to act to be a Director, as long as that person is nominated by a subscriber
- determine the rotation in which any additional Directors are to retire

17 No person may be nominated by a subscriber unless they meet the legal requirement of a company director set by law and amended from time to time

18 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation

19 The appointment of a Director, whether by the Organisation in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

Disqualification and removal of Directors

20 A Director shall cease to hold office if he or she

(1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,

(2) is disqualified from acting as a Director by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

(4) resigns as a Director by notice to the Organisation (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or

(5) is absent without the permission of the Directors or without acceptable apology from three consecutive Directors' meetings or meetings of sub-committees held within a period of six consecutive months and the Directors resolve that his or her office be vacated

(6) is removed from office either under section 168 of the 2006 Act or by a special resolution of the Organisation whereupon the Organisation may by a special resolution appoint another member in his/her place, but provided that any such person shall hold office for the same period as the removed Director would have held, had he or she not been removed.

(7) fails to declare an interest as required by Article 29(1) below.

Proceedings of Directors

22(1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles

22(2) The Directors may call a meeting of the Directors and the secretary must call a meeting of the Directors if requested to do so by any three Directors. It shall not be necessary to give notice to a Director who is absent from the United Kingdom

22(3) Questions arising at a meeting shall be decided by a majority of votes

23(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote

24(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

24(2) The quorum shall be four or the number nearest to one quarter of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors, provided that there shall be no quorum unless the total number of Directors who are representatives of General Members exceeds those who are Individual Members

24(3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

25 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting

26(1) The Directors at their first meeting after the Annual General Meeting shall elect the Honorary Officers of the Organisation being the Chairperson, Vice-Chairperson and may at any time revoke such appointments The Chairperson shall chair all meetings unless s/he is unwilling to do so or the Directors decide otherwise

26(2) If the Chair is absent from a meeting, then the Vice-Chair if willing will preside If the Vice-Chair is unwilling, then a Director present at the meeting may be appointed as chairperson for that meeting If no Director is present or willing to preside within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting

27(1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held

27(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

Delegation

28(1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book

28(2) The Directors may impose conditions when delegating, including the conditions that
- the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- no expenditure may be incurred on behalf of the Organisation except in accordance with a budget previously agreed with the Directors

28(3) The Directors may revoke or alter a delegation

28(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors

Conflicts of Interest

29(1) A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Organisation that has not been previously declared

29(2) A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Organisation and any personal interest (including but not limited to any personal financial interest)

29(3) Where a Director has or may have an actual or potential conflict of interest under Article 29(2) above, the remaining Directors may, by a simple majority vote at a quorate Directors' meeting, and under the provisions of sections 175(4) and 175(5) of the 2006 Act, authorise that Director to continue to act despite the conflict or potential conflict (other than a direct or indirect personal financial interest)

Validity of Directors' decisions

30(1) Subject to Article 30(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director
- who was disqualified from holding office,
- who had previously retired or who had been obliged by the constitution to vacate office,
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without
- the vote of that Director, and
- that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting

30(2) Article 30(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 30(1), the resolution would have been void, or if the Director has not complied with Article 29

Notice of general meetings

36(1) The minimum period of notice required to hold a general meeting of the Organisation is fourteen days unless a special resolution is to be considered, in which case the notice period is 21 days

36(2) A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote

36(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual general meeting, the notice must say so

36(4) The notice must be given to all the members and to the Directors and auditors

37 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Organisation

Proceedings at general meetings

38(1) No business shall be transacted at any general meeting unless a quorum is present

38(2) A quorum is
- 4 members present in person and entitled to vote upon the business to be conducted at the meeting, or
- one quarter of the total membership at the time whichever is the greater

38(3) The authorised representative of a General Member shall be counted in the quorum

39(1) If
(a) a quorum is not present within half an hour from the time appointed for the meeting, or
(b) during a meeting a quorum ceases to be present,
the meeting shall be adjourned to such time and place as the Directors shall determine

39(2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

39(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting

40(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

40(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting

40(3) If there is only one Director present and willing to act, he or she shall chair the meeting

40(4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting

41(1) The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned

41(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution

41(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

41(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting

Voting at general meetings

42(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting, or
- (b) by at least two members having the right to vote at the meeting, or
- (c) 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

42(2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

42(2)(b) The result of the vote must be recorded in the minutes of the Organisation but the number or proportion of votes cast need not be recorded

42(3)(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

42(3)(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

42(4)(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll

42(4)(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

42(5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

42(5)(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

42(5)(c) The poll must be taken within thirty days after it has been demanded

42(5)(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

42(5)(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Proxies: Appointment and Voting

43(1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Organisation

43(2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the forms set out in the regulations made by the Directors under Article 57 below and attached hereto

Written resolutions

44 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members Organisational members must sign a written resolution through a representative A written resolution may be circulated in more than one copy Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed A copy of the resolution and statement must also be sent to the Organisation's auditors or independent examiners It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Organisation's registered office within 28 days of its first being circulated

Seal

48 If the Organisation has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors The Director may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director

Minutes

49 The Directors must keep (and where required, preserve for at least 10 years) minutes of all
(1) appointments of officers made by the Directors,
(2) proceedings at meetings of the Organisation,
(3) meetings of the Directors and committees of Directors including
- the names of the Directors present at the meeting,
- the decisions made at the meetings, and
- where appropriate the reasons for the decisions

Accounts

50(1) The Directors must prepare for each financial year accounts as required by the 2006 Act The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

Notices

52 Any notice to be given to or by any person pursuant to the Articles
(1) must be in writing, or
(2) must be given using electronic communications

53(1) The Organisation may give any notice to a member either
(a) personally, or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
(c) by leaving it at the address of the member, or
(d) by giving it using electronic communications to the member's address

53(2) A member who does not register an address with the Organisation or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Organisation

54 A member present in person at any meeting of the Organisation shall be deemed to have received notice of the meeting and of the purposes for which it was called

55(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

55(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

55(3) A notice shall be deemed to be given
(a) 48 hours after the envelope containing it was posted, or
(b) in the case of an electronic communication, 48 hours after it was sent

Indemnity

56 The Organisation shall indemnify every Director, Auditor, Reporting Accountant, or other officer of the Organisation against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Organisation

Rules

57(1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Organisation

57(2) The bye laws may regulate the following matters but are not restricted to them
(a) the admission of members of the Organisation (including the admission of Organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
(b) the conduct of members of the Organisation in relation to one another, and to the Organisation's employees and volunteers,
(c) the setting aside of the whole or any part or parts of the Organisation's premises at any particular time or times or for any particular purpose or purposes,
(d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by these Articles,
(e) generally, all such matters as are commonly the subject matter of company rules

57(3) The Organisation in general meeting has the power to alter, add to or repeal the rules or bye laws

57(4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Organisation

57(5) The rules or bye laws, shall be binding on all members of the Organisation No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles

Amendments

58(1) No additions, alterations, or amendments shall be made to Article 4 (Objects) or to Article 7 (Dissolution) or to any other provision in the Articles unless the same have either been submitted to a General Meeting and passed by a special resolution

58(2) No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written resolution of the members

REGULATIONS MADE UNDER ARTICLE 57(2)(d)

1 PROXY VOTES

1 In order for a proxy vote to be valid, a member appointing a proxy to vote at general meetings of the Organisation must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below

2 The content of the proxy forms is set out below

3 If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Organisation designated on the proxy form ("the designated address") at the same time as the signed proxy form

4 The designated address may be a postal or an email address

5 A signed proxy form for a general meeting must be sent either by post or email to the designated address to arrive at least 48 hours before the time the general meeting is due to start

6 The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue

7 If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held

8 If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chair or any Director at the meeting where the poll was demanded

9 Where a member revokes the appointment of her/his/its proxy or a Member Body revokes the authority of its representative, the vote of the proxy or the representative will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date)