

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company Number **12598636**

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

BEACONS WATER GROUP CIC

is this day incorporated under the Companies Act 2006 as a Community Interest Company; is 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, Cardiff, on **13th May 2020**



* N12598636R *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: 12/05/2020

X94W7GSQ

<i>Company Name in full:</i>	BEACONS WATER GROUP CIC
<i>Company Type:</i>	Private company limited by guarantee
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	NEWTON FARM SCETHROG BRECON WALES LD3 7YG
<i>Sic Codes:</i>	74901

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **MR KERI**

Surname: **DAVIES**

Former Names:

Service Address: **GLWYDCAE NEWYDD FARM CRAY
BRECON
WALES LD3 8YP**

***Country/State Usually
Resident:*** **WALES**

Date of Birth: ****/06/1966** ***Nationality:*** **BRITISH**

Occupation: **FARMER**

The subscribers confirm that the person named has consented to act as a director.

Company Director **2**

Type: **Person**

Full Forename(s): **MR CHARLES**

Surname: **WESTON**

Former Names:

Service Address: **TAN Y FEDW CRAY
BRECON
WALES LD3 8RA**

***Country/State Usually
Resident:*** **WALES**

Date of Birth: ****/09/1953** ***Nationality:*** **BRITISH**

Occupation: **FARMER**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **MR RICHARD**

Surname: **RODERICK**

Former Names:

Service Address: **NEWTON FARM SCETHROG
BRECON
WALES LD3 7YG**

*Country/State Usually
Resident:* **WALES**

Date of Birth: ****/05/1964** *Nationality:* **BRITISH**

Occupation: **FARMER**

The subscribers confirm that the person named has consented to act as a director.

Company Director **4**

Type: **Person**

Full Forename(s): **MR ANTHONY HUGH**

Surname: **MARTINEAU**

Former Names:

Service Address: **TREBERFYDD FARM LLANGASTY
BRECON
WALES LD3 7PX**

***Country/State Usually
Resident:*** **WALES**

Date of Birth: ****/11/1979** ***Nationality:*** **BRITISH**

Occupation: **FARMER**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR KERI DAVIES**

Country/State Usually Resident: **WALES**

Date of Birth: ****/06/1966** ***Nationality:*** **BRITISH**

Service Address: **GLWYDCAE NEWYDD FARM CRAY
BRECON
WALES
LD3 8YP**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: MR CHARLES WESTON

Country/State Usually Resident: WALES

Date of Birth: **/09/1953 ***Nationality:*** BRITISH

Service Address:
TAN Y FEDW CRAY
BRECON
WALES
LD3 8RA

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: MR RICHARD RODERICK

Country/State Usually Resident: WALES

Date of Birth: **/05/1964 ***Nationality:*** BRITISH

Service Address: NEWTON FARM SCETHROG
BRECON
WALES
LD3 7YG

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: MR ANTHONY HUGH MARTINEAU

Country/State Usually Resident: WALES

Date of Birth: **/11/1979 ***Nationality:*** BRITISH

Service Address: TREBERFYDD FARM LLANGASTY
BRECON
WALES
LD3 7PX

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: MR ALUN DAVID THOMAS

Country/State Usually Resident: WALES

Date of Birth: **/10/1964 ***Nationality:*** BRITISH

Service Address:
UPPER PENDRE FARM LLANGORSE
BRECON
WALES
LD3 7TT

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR DAVID STEPHEN THOMAS**

Country/State Usually Resident: **WALES**

Date of Birth: ****/12/1962** ***Nationality:*** **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Guarantee

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:

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

<i>Name:</i>	KERI DAVIES
<i>Address</i>	GLWYDCAE NEWYDD FARM CRAY BRECON WALES LD3 8YP
<i>Amount Guaranteed</i>	1
<i>Name:</i>	CHARLES WESTON
<i>Address</i>	TAN Y FEDW CRAY BRECON WALES LD3 8RA
<i>Amount Guaranteed</i>	1
<i>Name:</i>	RICHARD RODERICK
<i>Address</i>	NEWTON FARM SCETHROG BRECON WALES LD3 7YG
<i>Amount Guaranteed</i>	1
<i>Name:</i>	ANTHONY MARTINEAU
<i>Address</i>	TREBERFYDD FARM LLANGASTY BRECON WALES LD3 7PX
<i>Amount Guaranteed</i>	1
<i>Name:</i>	ALUN THOMAS
<i>Address</i>	UPPER PENDRE FARM LLANGORSE BRECON WALES LD3 7TT

Amount Guaranteed **1**

Name: **DAVID THOMAS**

Address **PENWERN LLANSPYDDID
BRECON
WALES
LD3 8PB**

Amount Guaranteed **1**

Statement of Compliance

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

<i>Name:</i>	KERI DAVIES
<i>Authenticated</i>	YES
<i>Name:</i>	CHARLES WESTON
<i>Authenticated</i>	YES
<i>Name:</i>	RICHARD RODERICK
<i>Authenticated</i>	YES
<i>Name:</i>	ANTHONY MARTINEAU
<i>Authenticated</i>	YES
<i>Name:</i>	ALUN THOMAS
<i>Authenticated</i>	YES
<i>Name:</i>	DAVID THOMAS
<i>Authenticated</i>	YES

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of BEACONS WATER GROUP CIC

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
KERI DAVIES	Authenticated Electronically
CHARLES WESTON	Authenticated Electronically
RICHARD RODERICK	Authenticated Electronically
ANTHONY MARTINEAU	Authenticated Electronically
ALUN THOMAS	Authenticated Electronically
DAVID THOMAS	Authenticated Electronically

Dated: 12/05/2020

THE COMPANIES ACT 2006

A COMMUNITY INTEREST COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Beacons Water Group CIC

Preliminary

1. The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

Interpretation

2. In these Articles:-
 - "the Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force;
 - "The Area" means Wales;
 - "Asset Locked Body" means (i) a community interest company, a charity or a Permitted Industrial & Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those;
 - "Community" is to be construed in accordance with section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004;
 - "Charity" (except in the phrase, "Scottish Charity") the meaning given by Section 96 of the Charities Act 1993;
 - "Scottish Charity" has the meaning given by Section 1(7) of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990;
 - "Regulations" mean the Community Interest Company Regulations 2005;
 - "Regulator" means the Regulator of Community Interest Companies;
 - "Transfer" includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property;
 - "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;
 - "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company;
 - "Executed" includes any mode of execution;
 - "The Secretary" means the secretary of the Company (if any) or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
3. Unless the context otherwise requires, words or expressions defined in the Act, the 2004 Act or the Regulations have the same meaning in these Articles and all reference to legislative provisions are to legislation concerned as amended, repealed, enacted or replaced and in force from time to time.

Community Interest Company

4. The Company is to be a Community Interest Company.

Name

5. The name of the Company is **Beacons Water Group CIC** and herein after called "the Company".

Registered Office

6. The registered office of the Company will be situated in Wales.

Objects

7. The Company's object is to carry on activities which benefit the community and in particular (without limitation) to: **develop, deliver, implement and disseminate best practice in managing the means of improving economic, environmental and social wellbeing of visitors and residents**

Powers

8. To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Liability of Members

9. The liability of the members is limited.
10. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.

Asset Lock

11. The Company shall not transfer any of its assets other than for full consideration unless, subject to the condition in paragraph 12 being satisfied:
 - i) the transfer of assets is to any Asset Locked Body specified in the Memorandum or the Articles or with the consent of the Community Regulator to any other Asset Locked Body; and
 - ii) the transfer of assets is made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body.

12. The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles.
13. If the Company is wound up under the Insolvency Act 1986; and all its liabilities have been satisfied, then any residual assets shall not be distributed among the members of the Company but shall be given or transferred to the Asset Locked Body specified in Article 14 below.
14. The following Asset Locked Body is specified as a potential recipient of the Company's assets under Articles 11 and 13.

Name: Brecknock Federation of YFC (CIO)

Registered Charity Number [if applicable]: 1169501

Registered Company Number [if applicable]: CIO as above

Registered Office / Principal office address: YFC Office, Hay & Brecon Farmers,
Ffrwdgrech Industrial Estate, Brecon, Powys, LD3 8LA

Social Profit

15. The Company is not established or conducted for private gain; any profits or assets are used principally for the benefit of the community.

Membership

16. The first members of the Company shall be the Subscribers to the Memorandum of Association.
17. Such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
18. No person shall be admitted a member of the Company unless he/she is approved by the directors.
19. The Board of Directors may admit to membership;
 - i) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
 - ii) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company.

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 24.

20. Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the directors require and Executed by him.
21. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.
22. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.
23. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy and an alternate, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.

Categories of Membership

24. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors;
 - ii) "Community Members" shall be members who live, work or have interest within the community of the Brecon Beacons National Park area and support the aims and objectives of the Company
 - iii) "Corporate Members" shall be members admitted under Article 19(ii)

Register of Members

25. The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary of change of address.

Cessation of Membership

26. A member shall cease to be a member immediately that he/she or it:
 - i) ceases to fulfil any of the qualifications for membership as specified by Article 19 and Article 24; or

- ii) resigns in writing to the Company and the resignation is accepted by the Board of Directors; or
 - iii) is expelled by a Special Resolution carried at an Extraordinary General Meeting called to consider the matter; or
 - iv) dies, if an individual person; or
 - v) is wound up or goes into liquidation, if a corporate body or association; or
 - vi) Membership is terminated otherwise in accordance with the Articles.
27. Membership is not transferable to anyone else, and all such rights and privileges associated with membership shall cease upon the member ceasing to be a member.

General Meetings

28. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.
29. The business of an Annual General Meeting shall include;
- i) receipt of the reports of the Chairperson and Board of Directors of the company;
 - ii) consideration of audited accounts (if any) presented by the Board of Directors;
 - iii) election of the Board of Directors;
 - iv) election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;
 - v) decision on the application of any profits;
 - vi) appointment and the fixing of the remuneration of the Auditors (if any);

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

30. Ordinary General Meetings of the Company shall be held at **annual** intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
31. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or any two members or ten percent of the membership,

whichever is greater, may convene an Extraordinary General Meeting as provided by section 368 of the Act.

Notices

32. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
33. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally, by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom or by giving it using electronic communication to an address for the time being notified to the Company by the member.
34. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
35. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Where notice is sent by e mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of 12 hours after the notice has been sent.
36. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

37. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
38. A Person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the company's debentures.
39. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. **Four members or if greater, one third of the membership,** entitled to vote for the time being shall be the quorum.
40. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

41. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
42. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
43. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-
 - i) the Chairperson; or
 - ii) 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.
44. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
45. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
46. Each member or proxy shall have one vote. A proxy has a right to speak at a General Meeting.
47. In the case of an equality of votes the Chair shall not have a second or casting vote.

Board of Directors

48. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members. The Board shall be composed of:
 - a) up to 9 Directors elected by and from the Company's members and;

- b) 1 person appointed as a Director by Welsh Water or any successor body in name and title.

- 49. The initial elected Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for **three** year(s). At the first Annual General Meeting following this period **one-third** of these Directors shall retire and may offer themselves for re-election.
- 50. At every subsequent Annual General Meeting one third or if their number is not three or a multiple of three the number nearest to one third of the elected Directors, being those directors longest in office since their last election shall retire from office. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
- 51. Invitations for nominations for the position of elected Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
- 52. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than **six** and not more than **ten**.
- 53. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed in Articles 52 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

Proceedings of the Board of Directors

- 54. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit.
- 55. **Questions arising at a meeting of directors shall be decided by a majority of votes; in case of an equality of votes, the chairman shall have a second or casting vote.**
- 56. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote. Except as provided by Article 55 and this Article 56 in all proceedings of directors each director must not have more than one vote.
- 57. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
- 58. The quorum necessary for the transaction of business of the Board of Directors shall be **five** directors.

59. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 52, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
60. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
61. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
62. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

Powers of the Board of Directors

63. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
64. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
65. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
66. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
67. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

Appointment and Removal of Directors

68. No powers to appoint directors of the Company may be given to persons who are not members of the Company which immediately after their exercise could result in the

majority of the directors of the company having been appointed by persons who are not members of the Company.

69. No powers to remove directors of the Company may be given to persons who are not members of the Company which immediately after their exercise could result in either
- i) the majority of the remaining directors of the Company having been appointed by persons who are not members of the Company; or
 - ii) the number of directors removed during the current financial year of the Company by persons who are not members of the Company exceeding the number of the remaining directors of the Company.
70. However, Articles 68 and 69 shall not prevent a director from appointing, or subsequently removing, an alternate director, if permitted to do so by the articles.
71. The office of a director shall be immediately vacated if he/she:
- i) ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or
 - ii) becomes bankrupt or make any arrangement or composition with their creditors generally; or
 - iii) is, or may be, suffering from mental disorder and either;
 - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
 - iv) resigns their office by notice to the Company; or
 - v) shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
 - vi) is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act.

Remuneration of Directors

72. **Subject to the Act, the Articles, the Company satisfying the community interest test, and any resolution passed under this clause, the Board of Directors shall decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company. The Members may by**

ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled.

Provided that nothing in this document shall prevent any payment in good faith by the Company and that any payment satisfies the Community Interest Test.

- i) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
- ii) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
- iii) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;
- iv) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1% of the issued capital of the company;
- v) of reasonable and proper rent for premises let by any member of the Company or a director;
- vi) to any director of reasonable out-of-pocket expenses;
- vii) of premiums for indemnity insurance.

73. Directors may be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company

Secretary and Other Executive Officers

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

Accounts

75. The Board of Directors shall cause proper books of account to be kept with respect to:

- i) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,

- ii) All sales and purchases of goods and/or services by the Company, and
- iii) The assets and liabilities of the Company.

- 76. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
- 77. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.
- 78. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

Application of Surplus

- 79. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:
 - i) to create a general reserve for the continuation and development of the Company.
 - ii) to make a payment for approved charitable or community benefit purposes.

Rules or Bye Laws

- 80. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of the Company.

Indemnity

- 81. Every member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:
 - a. fraud or other matters in respect of which the member concerned shall be

- convicted of a criminal offence; or
- b. negligence; or
- c. actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

Amendment to Articles

82. The provisions of these Articles of Association may only be amended by a Special Resolution. All amendments shall be registered with the Registrar of Companies and the Community Interest Company Regulator.

Social Audit

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

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

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

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

Name	Richard Roderick	Signature	
Name	Keri Davies	Signature	
Name	Hugh Martineau	Signature	
Name	David Thomas	Signature	
Name	Alun Thomas	Signature	
Name	Charles Weston	Signature	

Dated this 11th May day of 2020

Please ensure this form is placed at the top of your application, if posted to Companies House, and the Company Name is consistent throughout all documents

CIC 36

Declarations on Formation of a Community Interest Company¹

Please complete in typescript, or in bold black capitals.

Company Name in full

Beacons Water Group CIC

Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]

1³

The company's activities will provide benefit to ...

The Company's objective is to carry on activities which benefit the community and in particular (without limitation) to develop, deliver, implement and disseminate best practice in managing the means of improving economic, environmental and social wellbeing of visitors and residents.

To further its objectives the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

The Company is not established or conducted for private gain; any profits or assets are used principally for the benefit of the community within the catchment of the Brecon Beacons.

COMPANY NAME

Beacons Water Group CIC

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by...)</i>
The company will develop, promote and instigate new ways of sustainable land management within the Brecon Beacons	Wales is seeing a revolution in the way natural resources are being managed and Welsh agriculture is at the forefront of these changes. The company will help support farmers and land managers within the Brecon Beacons to adapt to these changes and to ensure environmental and financial sustainability. Specifically, the company will: <ul style="list-style-type: none"> • develop knowledge transfer tools relevant to the farming community • demonstrate best practice and innovative land management on farms within the Brecon Beacons • instigate and develop relationships with wider stakeholders with an interest in and responsibility for the Brecon Beacons • seek funding to widen the scope of the company within the Brecon Beacons and to develop systems for the fair, transparent and equitable awarding of grants
The company will promote social inclusion within the Brecon Beacons and improve community engagement with land management activities with a focus on water management.	The Brecon Beacons is the largest water catchment within Wales and supplies the majority of the population within the South East of the country. Safe affordable drinking water starts at the source on which land managers play a hugely important role. The company will promote the link between responsible land management and the provision of healthy water systems. It is envisaged that this activity will also help promote social inclusion within the catchment and reduce the rural-urban divide therefore improving the health and well-being of people living in the Brecon Beacons and beyond.
If the company makes any surplus it will be used for... Any surplus will be reinvested in the CIC to further the aims and objectives of the Company.	

(Please continue on separate sheet if necessary.)

COMPANY NAME

Beacons Water Group CIC

SECTION C:

1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.⁴

SECTION D:

If this section is not completed your application will be rejected.

TYPED NAMES ARE NOT ACCEPTABLE AND WILL BE REJECTED

3 Each person who will be a first director of the company **must** sign the declarations.

[Signed or scanned signatures are allowed.]

Signed

R J Rodden

Date

5/5/20

Signed

Henri Davis

Date

5/5/20

Signed

Alison Thomas

Date

6/5/20

Signed

Davis Thomas

Date

8/5/20

Signed

ALON THOMAS

Date

8/5/20

Signed

C W. Webb

Date

8/5/20

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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

Tel	
DX Number	DX Exchange

CHECKLIST

ALL Applications

- Have the first directors signed the CIC36? (typed names instead of signatures are not accepted)
- Is the company name consistent throughout?

Hardcopy Applications only

This form must be posted with the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with CIC legislative requirements
- (c) Form IN01- indicating that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque or postal order for £35 made payable to Companies House

When you have completed and signed this form, please ensure it is placed at the top of your application and send it to the Registrar of Companies at:

For companies registered in England and Wales:

New Companies Section, Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, EH3 9FF
DX 235 Edinburgh

For companies registered in Northern Ireland:

Companies House, 2nd Floor, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.