



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE

CAPITAL

MEMORANDUM OF ASSOCIATION OF

MACHYNLLETH COMMUNITY CHILDREN'S PROJECT LTD

1. The name of the Company (hereinafter called 'the Charity') is MACHYNLLETH COMMUNITY CHILDREN'S PROJECT LTD

2. The registered office of the charity will be situated in the PROJECT OFFICE, THE OLD STATION, MACHYNLLETH, POWYS.

3. The objects for which the Charity is established are: 'To advance the education of children up to the age of twelve years in Machynlleth and the surrounding area by promoting facilities for daily care, recreation and education of such children and by promoting good standards of child care by the parents of such children and all persons and organisations providing such facilities.

In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

b) to raise funds and to invite and receive contributions providing that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

d) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as 'the trustees'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

e) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

f) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

g) to pay out of the funds of the charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.

2714750

h) to do all such other lawful things as are necessary for the achievement of the Objects.

4. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salaries or fees or receive any remuneration or other benefit in money or money's worth from the Charity.

a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person who is engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf, provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.

b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee.

c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees.

d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company.

e) of reasonable and proper rent for premises demised or let by any member of the Company or trustee.

f) to any trustee of reasonable out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while s/he or it is a member or within one year after s/he or it ceases to be a Member for payment of the debts and liabilities of the Charity contracted before s/he or it ceases to be a Member, and of the costs, charges and expenses of winding up and for the adjustment of the rights and contributories amongst themselves, such amount as may be required not exceeding one pound.

7. Each member will only be entitled to cast one vote when any resolution is put to any ballot conducted, irrespective of the amount of moneys, assets or guarantees that s/he or it has loaned or contributes in any way to the Charity.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the Members of the Charity, but shall be given or transferred to some other charity or charities having Objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is

imposed on the Charity by Clause 5 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

9. a) subject to the following provisions of this clause the Memorandum and Articles may be altered by a resolution passed by not less than two-thirds of the Members present and voting at a general meeting must include notice of the resolution setting out the terms of the alteration proposed.

b) no amendment may be made to clause 1 (the name of the charity clause), clause 3 (the objects clause), clause 8 (the dissolution clause) or this clause without prior consent in writing of the Commissioners.

c) no amendment may be made which would have the effect of making the Charity cease to be a charity at law.

d) the Directors should promptly send to the Commissioners a copy of any amendment made under this clause.

project/memoasso

The Companies Act 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF

MACHYNLLETH COMMUNITY CHILDREN'S PROJECT LTD.

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A-F) Regulations 1985 (which regulations are hereinafter called Table A) shall apply to the Company but, in case of any variation or inconsistency between these regulations and Table A, these regulations shall prevail.

INTERPRETATION

2. In these regulations -

'the Act' means the Companies Act 1985 including any statutory amendment or re-enactment thereof for the time in force.

'the Articles' means the Articles of the Company.

'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 for which it is given or on which it is to take effect.

'the area' means MACHYNLLETH AND SURROUNDING AREA

'executed' includes any mode of execution.

'office' means the registration office of the company.

'the seal' the common seal of the Company.

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company including a joint assistant or deputy secretary.

'the United Kingdom' means Great Britain and Northern Ireland.

Words denoting the masculine gender shall be deemed to include the feminine gender.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Charity.

MEMBERS

3. For the purposes of registration the number of members of the Company is declared not to exceed 500, but the board may from time to time register an increase of Members.

4. The first Members of the Company shall be the Subscribers to the Memorandum of Association.

5. The Board of Directors may admit to Membership:

a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, language, race, religion, sex or disability; and

b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company;

PROVIDED THAT only persons and organisations shall be admitted who qualify for one of the Membership categories specified in Article 9.

6. A Member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of her/his 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. A copy of such resolution, signed by the governing body or, in the case of a local authority, by the Clerk of the Council, shall be sent to the secretary.

7. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission 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 her/his right of appeal under the provisions of this Article.

8. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the annual membership subscription applicable to that membership category or sub-category. No applicant shall be entered in the register of Members unless and until such subscription has been received by the Company, unless the Board of Directors decide to waive the subscription in any particular case

CATEGORIES AND MEMBERSHIP

9. Every Member upon admission shall be allocated one of the following categories or sub-categories of membership at the absolute discretion of the Board of Directors.

a) 'Supporter Member' (i) individual, and (ii) Corporate shall be Members who have an interest in the Company primarily by virtue of providing funds, facilities or other practical aid directly to the Company.

b) 'Employee Member' shall be members who are employees of the Company.

c) 'User Members' shall be any person who is or is about to become a regular user of the services of the Charity in that s/he is a parent or guardian of a child who is placed in the Charity care for at least one day per month on average.

10. The Board of Directors may at any time amend a Member's category of membership in the event of a change in circumstances, and shall notify the Member in question of their decision within fourteen days of doing so.

REGISTER OF MEMBERS

11. The Company shall keep a register of Members containing the name and address of every Member, the date s/he or it ceased to be member. Every member shall sign a written consent to become a member or sign the register on becoming a Member.

12. The entry of every Member shall include a note of the category of membership of that Member.

13. A Member shall notify the Secretary in writing within seven days of a change to their name or address.

CESSATION OF MEMBERSHIP

14. a) The right and privileges of a Member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.

b) A Member shall cease to be a member immediately that s/he or it:-

i) cease to fulfil any of the qualifications for membership as specified in Articles 5, 6, 8 and 9 or by the Directors from time to time; or

ii) resign in writing to the secretary; or

iii) is expelled by a Special Resolution carried in accordance with Article 15 at a Special General Meeting called to consider the matter; or

iv) dies or becomes bankrupt, if an individual person; or

v) cease to be a body corporate or goes into liquidation, if a corporate.

GENERAL MEETINGS AND RESOLUTIONS

15. a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear day's notice but a General Meeting may be called by shorter notice if it is so agreed:-

i). in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat, and

ii) in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than twenty-five per cent of the total voting rights at the meeting of all Members.

b) The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and in the case of Annual General Meeting, shall specify the meeting as such.

c) The notice shall be given to all Members and to the Directors and Auditors.

d) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the application of profits, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of and the fixing of the remuneration of, the Auditors.

e) Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the meeting. Every notice convening a General Meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.

f) 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 the proceedings at that meeting.

16. a) No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a member organisation, or on tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.

b) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting, such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Director may determine.

17. The Chairperson, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as Chairperson of the meeting, (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairperson and if there is only one Director present and willing to act, he shall be Chairperson.

18. If no Director is willing to act as Chairperson, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairperson.

19. The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no

business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear day's notice shall be given specifying the time and place of the adjournment meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration on the result of, the show of hands, a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded:

- a) by the Chairperson;
- b) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having a right to vote at the meeting.

A demand by a person as proxy for a Member shall be the same as a demand by the Member.

ALTERATIONS TO MEMORANDUM OR ARTICLES

21. a) The decision involving an alteration to clauses of the Memorandum of Association and the Articles of Association of the Charity, and decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than two thirds of the Members of the Charity voting in person at a Special General Meeting; proxy voting is not permitted under any circumstances.

b) All other decisions shall be made by ordinary resolution requiring a simple majority.

c) No amendment may be made which would have the effect of making the Charity cease to be a Charity by law.

CASTING VOTES

22. The Chairperson shall not, in the event of any equality of votes at any General Meeting of the Charity, or at any meeting of the Directors, or of a Committee of the Directors, have a second or casting vote.

VOTE OF MEMBERS

23. On a show of hands, every Member present in person shall have a vote. On a poll every Member present in person or by proxy shall have one vote.

24. Unless a poll is duly demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or last, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

26. A poll shall be taken as a Chairperson directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

28. 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 at which it is demanded. In any other case at least seven clear day's notice shall be given specifying the time and place at which the poll is to be taken.

APPOINTMENT OF DIRECTORS

29. a) No person shall be appointed as a Director who is not a Member of the Charity.

b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be three.

POWER OF DIRECTORS.

30. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by a special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors. The quorum for the transaction of the business of the Directors may be fixed by them but shall not be less than one third of their number or two trustees which ever is greater.

DELEGATION OF DIRECTOR'S POWERS.

31. The Directors may delegate any of their powers to any Committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such

delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked and altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying. Such committees and such Directors shall report their proceedings fully and promptly back to the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS.

32. Except as provided in Articles 42 and 43, the qualification of a Director shall be that s/he is a Member of the Company and there shall be no further qualification required.

33. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three with no maximum number.

34. The initial Board of Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve until the first Annual General Meeting of the Company.

35. New Directors shall be elected individually at each Annual General Meeting by all the Members present.

36. The composition of the Board of directors following the first Annual General Meeting shall be per Article 29b.

37. The Board of Directors may at any time co-opt any person to the Board of Directors whether or not s/he is a Member of the Company. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next Annual General Meeting. If not re-appointed at such Annual General Meeting s/he shall vacate office at the conclusion of that meeting.

38. A Director shall not vote in respect of any contract in which s/he is directly or indirectly interested or any matter arising therefrom and if s/he does vote her/his vote shall not be counted.

39. Any director may act in a professional capacity for the Company, and s/he or her/his firm shall be entitled remuneration for professional services as if s/he were not a Director; provided that nothing contained herein shall authorise a Director of her/his firm to act as Auditor to the Company.

40. The office of a Director shall be immediately vacated if s/he:

a) resigns her/his office in writing to the Company; or

b) ceases to be a Member of the Company in accordance with Articles 5, 6, 8 and 9 or is the deputy of a corporate body or is the deputy of a corporate body or association which ceases to be a Member; or

c) fails to declare her/his interest in any contract as referred to in Article 44, or

d) becomes bankrupt or of unsound mind; or

e) is removed from office by resolution of the company in General Meeting in accordance with Section 303 of the Act; or

f) ceases to hold office by reason of any order made under Section 295 to 300 of the Act.

g) s/he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that her/his office be vacated.

41. Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DIRECTORS' EXPENSES

42. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the attendance at meetings of Director or committees of Directors or general meetings or separate meetings of the holders of debentures of the Charity or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS.

43. No Director shall be interested in the supply of services work or goods at the cost of the company unless:

a) he is absent from all meetings of the Board of Directors during the relative discussions,

b) he take no part in the relative discussions, and

c) the other Directors are satisfied that the transactions arising out of such decisions are advantageous to the charitable purpose of the Company. Provided that no time shall a majority of Directors benefit under the provisions of this article.

44. For the purpose of regulation 38 -

a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

b) an interest of which a Director had no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

SECRETARY

45. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

MINUTES

46. The directors shall cause Minutes to be made in books kept for the purpose -

- a) of all appointments of officers made by the Directors; and
- b) of all proceedings at meetings of the Charity, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

47. The seal shall only be used by the authority of the Directors or a Committee of Directors authorised by the Directors. The Directors 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.

INDEMNITY

48. Subject to the provisions of the Act every trustee or officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES OR BY LAWS

49. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Law regulate:-

- i) The admission of person to membership of the Charity pursuant to Articles 5,6,8 and 9.
- ii) The holding of and the procedures of periodic meetings of Members and the Directors together to discuss and review the affairs of the Charity and any subsidiary thereof and of matters pertaining thereto
- iii) The procedure at the General Meetings and meetings of the Directors and committees thereof in so far as such procedure is not regulated by these Articles.

iv) And, generally, all such matters as are commonly the subject matter of Charity rules.

v) The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all Members of the Charity, provided, nevertheless, that no Rules or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Charity.

DISPUTES

50. a) An Arbitrator, not being a Member of the Charity may be appointed by the charity at its Annual General Meeting.

b) The Arbitrator shall, if requested by the Board of Directors or by Members according to such rules as may be drawn up from time to time by such rules as may be drawn up from time to time by the charity in General Meeting, attempt to ensure that disputes between Members including appeals against notice to terminate the employment of a Member are satisfactorily resolved, within the context of the objects of the Charity as laid down in the Memorandum of association or as previously agreed by the charity in General Meeting.

c) The Arbitrator, shall have no power or authority over any of the affairs of the Charity except where they are specifically granted by resolution of the Members in General Meeting at the time of and for the duration of the dispute, or where a reference is made by the Members under the provisions of Article 62(a). An Arbitrator may at any time resign, or refuse to undertake a request to arbitrate.

NOTICE

51. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

52. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered office or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notice given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

53. A Member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

54. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISSOLUTION

55. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

project/artasso