

# 'Nol i Geltica Cyf.

3171918.

Phone (01654)703410

Felin Dulas  
Aberhosan  
Machynlleth  
Powys  
SY20 8RG.  
30 September 1997.

Dear Director,

Extraordinary General Meeting.  
27 October 1997 at 6.30 p.m.

An Extraordinary General Meeting of the members of 'Nol i Geltica Cyf, will be held at the Plas, Machynlleth, on Monday evening 27 October at 6.30 p.m. to consider the Special Resolution set out below. You will note that according to our Memorandum and Articles (*Articles 18 (a)*) the Special Resolution will require the support of three fourths of the members of the Company voting in person at the meeting, if the resolution is to be adopted. Proxy voting is not permissible.

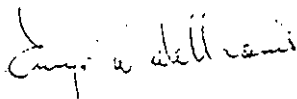
AGENDA.

1. Present / Apologies
2. Minutes of the Annual General Meeting
3. Special Resolution.

'That the Memorandum and Articles of 'Nol i Geltica Cyf are amended as set out in the attached document'.

4. A.O.B.

Sincerely



Emyr W Williams

N.B. I also enclose for your information the latest correspondence relating to W.J. McCann.

Registered in Wales.  
Registered Office : Y Plas, Heol Aberystwyth, Machynlleth, Powys, SY20 8ER.  
Company Number : 3171918.

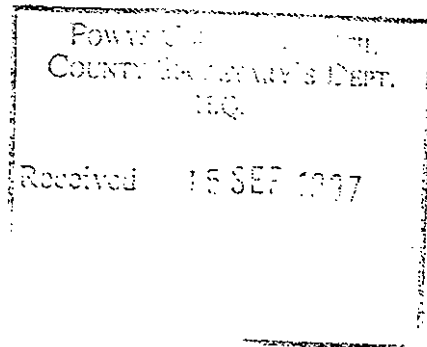


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Website: <http://www.charity-commission.gov.uk>

Mr J R Patterson  
Powys County Council  
County Secretary's Department  
Llandrindod Wells  
Powys  
LD1 5LG



Your Ref: C826/CL/C14/9/JRP/RS  
Our Ref: SM/3104681/R

Date: 04 September 1997

Dear Mr Patterson

**NOL GELTICA CYF**

Thank you for letter dated the 22 August 1997 concerning the above mentioned organisation.

We have considered the information contained in this letter and can confirm that the registration process should continue.

With reference to the Memorandum and Articles of Association there are several points that will need to be amended before it is totally acceptable for the purposes of registration. I would draw your attention to the following:

**Clause 4.6**

should be deleted and replaced with:

“to raise funds and to carry on trading insofar as either the trade is exercised in the course of the actual carrying out of the primary objects of the charity or the trade is temporary and ancillary to the carrying out of the objects of the charity.”

**Clause 4.15**

The word “Directors” should be removed.

**Additional Furtherance power (Clause 4)**

An extra power will also need to be included as an additional clause to section 4 and should read as follows:

“ To provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to any claim arising from

any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as trustees of the company."

#### Clause 5.6

replace with:

"The payment of any premium in respect of any indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as trustees of the company."

#### Article 26 (b)

the minimum number of directors should be three.

#### Article 27

add the words "or three directors, whichever is the greater."

#### Article 28

Charity Trustees may not delegate in this way as it would be a gross dereliction of their duty.

They may insert the following:

The Directors may appoint one or more sub-committees consisting of three or more members of the Directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.

#### Article 36

this should be removed from the articles and inserted as an additional sub-clause of Clause 5, as follows;

"of the usual professional charges for business done by any trustee who is a solicitor accountant or other person 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;"

#### Article 40

Insert the words "out of pocket" after the word "other" in line 1.

#### Article 43


This whole of this article should be deleted as it is not necessary. I have enclosed our leaflet CC19 that provides details on reserves and may I draw your attention in particular to paragraphs 23-26.

These amendments to be made in accordance with the provisions of Article 18 (a).

The above amendments to the Memorandum and Articles of Association will need to be made by way of a Special Resolution in accordance with the provisions of Article 18(a). House. A copy of this Special Resolution that states all the amendments to be made should be forwarded for our attention. Please ensure that the Special Resolution has been signed and dated by the trustees

When we have received the requested information the registration process can be completed.

Yours sincerely



Stephen Man (Mr)