

As amended 2nd November 2016

Charity No. 1104191
Company No. 4175018

The Bevan Foundation

**A Company Limited by Guarantee and
not having a Share Capital**

Memorandum of Association

- 1 The name of the company is The Bevan Foundation and in this document it is called " the Charty ".
- 2 The registered office of the charity shall be in Wales
- 3 The Charty's objects (" the Objects ") are -
 - (i) To advance in Wales the education of the public in the economic, social and political sciences and their effect on public policy and the policy making process,
 - (ii) To promote research in these fields and disseminate the useful results of such research,
 - (iii) To pursue such other purposes which are exclusively charitable within the laws of England and Wales as the directors of the charity (hereinafter referred to as "the Trustees") shall determine
- 4 In furtherance of these objects but not otherwise the charity may exercise the following powers
 - (i) To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and subject to such consents as may be required by law from time to time otherwise deal with real and personal property and any rights or privileges to promote the objects of the Company and to maintain, construct, alter pull down and convert buildings for the purpose of the Company.
 - (ii) Subject to such consents as may be required by law from time to time and subject as hereinafter provided to borrow or raise money and to execute and issue security as the Company shall think fit including mortgages, charges or securities over the whole or any part of it assets present or future
 - (iii) To promote, organise provide and manage educational, training and employment programmes for individuals able to assist in promoting the objects of the Company

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- (iv) To enter into agreements and engagements with researchers, teachers, lecturers advisers and other exponents of education, social welfare and employment facilities and to remunerate such persons by salaries or fees
- (iv) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously reports periodicals, books, pamphlets, leaflets and other literature.
- (v) To co-operate with other charitable organisations having similar objects and to establish, promote or assist such charitable organisations
- (vi) To purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions with which the Company may co-operate or federate.
- (vii) To raise funds and to invite and receive contributions from any person whatsoever by way of subscription, donation, fees and otherwise, provided that the Company shall not undertake any permanent trading activity in raising funds for its objects
- (viii) To take any gifts or property of any description whether subject to any special trusts or not, for the purpose of the company
- (ix) To undertake and execute any charitable trusts.
- (x) To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, but that the Company shall have no power to grant loans by way of investment otherwise than at a commercial rate of interest and upon security bearing at least the full value of the loan.
- (xi) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Company
- (xii) To co-operate with local authorities, manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the company
- (xiii) As employers of staff to make all reasonable and necessary provision for the payment of superannuation and pensions to or on behalf of employees and their dependants
- (xiv) To pay out of the funds of the Company the costs of forming and registering

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the Company

- (xv) To do all such other lawful things as shall further the attainment of the objects of the Company.
5. 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 salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Providing that nothing in this document shall prevent any payment in good faith by the Charity of -
- (i) 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/her partner, is under discussion
 - (ii) Of reasonable and proper remuneration for any service rendered to the Charity by any member, officer or servant of the Charity who is not a trustee
 - (iii) Of interest on any money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the trustees
 - (iv) 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
 - (v) Of reasonable and proper rent of premises demised or let by any member of the company or trustee.
 - (vi) To any trustee of reasonable out of pocket expenses
- 6 The liabilities of the members is limited
- 7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions amongst themselves
- 8 If the Charity is wound up or dissolved and after all its debts and liabilities have been

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satisfied there remains any property it shall not be paid to or distributed amongst the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibit 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.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Name

Name

Address

Address

.....

.....

.....

.....

Signature

Signature

Dated

Dated

Name.....

Witness to the above signatures:

Address

Name

.....

Address

.....

.....

Signature

.....

Date

Occupation

Signature

Date

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**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a share Capital**

**Articles of Association of
The Bevan Foundation**

As amended on:

**21st September 2002
11th October 2003
13th October 2007
10th December 2009
21st October 2011**

Interpretation

1 In these articles -

"the Charity" means the company intended to be regulated by these articles,

"the Act" means the Companies acts 1985/89 including any statutory modification or re-enactment therefore for the time being in force,

"the articles" means the Articles of Association of the Charity

"clear days" in relation to the period of a notice means the 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,

"executed" includes any mode of execution,

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one,

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of secretary of the Charity including a joint assistant or deputy secretary;

"the trustees" means the directors of the Charity (and trustee has a corresponding meaning),

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"the United Kingdom" means Great Britain and Northern Ireland, and

words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act

Members

- 2 (i) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 53 shall be members of the Charity. No person or organisation shall be admitted a member of the Charity unless his/her application for membership is agreed by the trustees
- (ii) Unless the trustees or Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

General Meetings

- 3 (i) The Charity shall hold an annual general meeting each year in addition to any other meeting in that year and shall specify the meetings as such in the notices calling it
 - (ii) No more than fifteen months shall elapse between the date of one annual general meeting of the charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings
- 4 (i) The trustees may call general meetings and on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene such an extraordinary general meeting for a date no later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting

Notice of general meetings

- 5 (i) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty one clear days notice

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- (ii) The notice shall be given to all the members, the trustees and the auditors
- 6 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 a notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- 7 (i) No business shall be transacted at any meeting unless a quorum is present
- (ii) Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is lower, shall constitute a quorum
- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine
- 9 (i) The chair, if any, of the trustees or in his/her absence some other trustee nominated by the trustees shall preside as chairman of the meeting
- (ii) If neither the chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chair and, if there is only one trustee present and willing to act, he/she shall be chair
- 10 If no trustee is willing to act as chair, or if no trustee 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 chairman
- 11 A trustee shall notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting
- 12 The chairman 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 the business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given 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 such notice
- 13.(i) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is

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duly demanded.

- (ii) Subject to the provisions of the Act, a poll may be demanded by -
 - (a) The chairman, or
 - (b) by at least two members having the right to vote at the meeting.
 - (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
- 14 (i) Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, 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 or against the resolution
- 15 (i) The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman
 - (ii) The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 16 (i) A poll shall be taken as the chairman directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll
 - (ii) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 17 (i) A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately
 - (ii) A poll demanded on any other question shall be taken either immediately or at such a time and place as the chairman directs not being more than thirty days after the poll is demanded
 - (iii) The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
 - (iv) 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
- 18 (i) No notice need be given of a poll not taken immediately if the time and place at

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which it is to be taken are announced at the meeting at which it is demanded.

- (ii) In other cases at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken

Votes of Members

- 19. Every member shall have one vote
- 20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him/her to the Charity have been paid
- 21 (i) No objection shall be raised to the qualification of any voter except at the meeting, or adjourned meeting, at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid
- (ii) Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive
- 22 A vote given or poll demanded by a duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 23 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he/she represents as the organisation could exercise if it were an individual member of the Charity

Trustees

- 24 The number of trustees shall be not less than three but unless otherwise determined by ordinary resolution shall not exceed sixteen
- (i) At the Company's Annual General Meeting up to four trustees shall be elected by secret ballot
- (ii) The term of office of the Trustees so elected shall be four years. They shall be eligible for re-election at the end of their term
- (iii) At the Company's Annual General Meeting other casual vacancies for

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Trustees can be filled by secret ballot

- (iv) The term of office of Trustees elected under the provision of paragraph 24(iii) shall be limited to the unexpired part of the four year term which could have been filled for four years when it first became vacant

Powers of Trustees

- 25 (i) 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 trustees who may exercise all the powers of the Charity

- (ii) No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given

- (iii) The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees

- 26 In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely -

- (i) To expend the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the objects and
- (ii) to invest in the name of the Charity such part of the funds as they may see fit and
- (iii) to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity
- (iv) To enter into contracts on behalf of the Charity.
- (v) To appoint an Honorary President of the Foundation and Honorary Vice Presidents

Appointment and retirement of Trustees

- 27 No person may be appointed a trustee

- (i) Unless they are a Member of the Charity
- (ii) unless he/she has attained the age of 18 years Or

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(iii) in circumstances such that, had he/she already been a trustee, he/she would have been disqualified from acting under the provisions of Article 30

28. In the event of a trustee position not being filled or upon the resignation, death or retirement of a trustee, the Board of Trustees shall have the power to co-opt a replacement for the remainder of that trustee's term of office or until the next Annual General Meeting, whichever is the shorter period

29. Subject as aforesaid, a trustee whose term of office has come to an end may, if willing to act, be eligible for re-election

Disqualification and removal of trustees

30 A trustee shall cease to hold office if he/she.-

(i) Ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)

(ii) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs.

(iii) Resigns his/her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of the resignation is to take effect) Or

(iv) Is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his/her office be vacated

Trustees' expenses

31 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

Trustees' appointments

32. Subject to the provisions of the Act and to clause 5 of the memorandum, the trustees may -

(i) Appoint one or more of their number to the unremunerated office of managing

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director or to any other unremunerated executive office under the Chanty.

(ii) Any such appointment may be made on such terms as the trustees determine

(iii) Any appointment of a trustee to an executive office shall terminate if he/she ceases to be a trustee

(iv) A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation

33. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

34 (i) Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit

(ii) A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees

(iii) It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom

(iv) Questions arising at a meeting shall be decided by a majority of votes.

(v) In the case of an equality of votes, the chairman shall have a second or casting vote

35 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater

36 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or calling a general meeting

37. (i) The trustees may appoint one of their number to be the chair of their meetings and may at any time remove him/her from that office

(ii) Unless he/she is unwilling to do so the trustee so appointed shall preside at every meeting of the trustees at which he/she is present But,

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(iii) If there is no trustee holding that office of chair, or the trustee holding it is unwilling to preside, or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.

38. The trustees may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees 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 trustees.
- 39 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote
- 40 A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held, such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 41 (i) Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity
- (ii) All cheques and orders for the payment of money from such account shall be signed by at least two signatories, at least one of whom must be a trustee

Secretary

- 42 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

Minutes

- 43 The trustees shall keep minutes in books kept for the purpose
- (i) of all appointments of officers made by the trustees and
- (ii) of all proceedings at meetings of the charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

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The Seal

- 44 (i) The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees
- (ii) The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

Accounts

- 45 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

Annual Report

- 46 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

Annual Return

- 47 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

- 48 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing
- 49 (i) 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/her registered address or by leaving it at that address
- (ii) 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/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity
- 50 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 51 (i) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

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- (ii) A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

Indemnity

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

Rules

- 53. (i) The trustees 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 classes of and conditions of membership and for the election of trustees and members of the Foundation Council
- (ii) In particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate -
 - (a) The admission and classification of members of the Charity including the admission of organisations to membership and the rights and privileges of such members, and
 - (b) The conditions of membership and the terms on which members may resign or have their membership terminated and
 - (c) The entrance fees, subscriptions and other fees or payments to be made by members,
 - (d) The conduct of the members of the charity in relation to one another, and the Charity's servants,
 - (e) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (f) The procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles, generally all such matters as are commonly the subject matter of company rules
- (iii) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles

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Signatures, Names and Addresses of Subscribers

Name VIVIENNE SUGAR
Address SINGLETON
72 CASWELL ROAD
S. WASE SAB UNIT

Signature [Signature]

Name DUNCAN FORBES

Address DRUIDS ALTAR
LLANGENNY
CRICKHOWEN
POWSS NP8 7HD

Signature [Signature]
Dated 2/11/16

Name MARK HOPK
Address 9 MAES-Y-CWM ST
BARRY
VALE OF GARMORAN CF63 4ET

Signature [Signature]

Name R.D. "SANDY" BLAIR

Address ORCHARD HOME
LLANGENNY
USK NP15 1LG

Signature [Signature]

Witness to the above signatures:

Name RACHAL MINCHINTON
Address 17 FONMON PARK ROAD
RHOSE
CF62 3RG

Occupation HEAD OF NCOM GENARATION

Signature [Signature]