

YMDDIRIEDOLAETH ATGYFNERTHU TREFTADAETH SIR GÂR

(CRN 4681702)


("the Company")

RESOLUTION IN WRITING

Resolution of the above Company in writing by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or in the case of corporations by their duly authorised representatives) passed pursuant to the Articles of Association of the Company and Section 381A of the Companies Act 1985 and all other powers in that behalf.

- (1) That the articles of association attached (and initialled by the Members for the purpose of identification) be adopted as the Company's new articles of association in place of the Company's existing articles.

SIGNED



Dr Medwin Hughes as nominee of Trinity College Carmarthen

SIGNED



Robert Parker as nominee of Carmarthenshire County Council

DATED

9 April 2003



The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of

YMDDIRIEDOLAETH ATGYFNERTHU TREFTADAETH SIR GÂR

Company Number: 4681702

*** Amended by Special Resolution dated 9th April 2003**

INTERPRETATION

1.

In these articles:

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

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these 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;

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

"member" means a member of the Charity;

"the Trustees" means the directors of the Charity (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender and vice versa.

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. The following persons shall be members of the Charity:-
 - 2.1 the Subscribers to the Memorandum of Association namely :-
Robert Parker as the first nominee of Carmarthenshire County Council; and
Dr Medwin Hughes as the first nominee of Trinity College Carmarthen.
 - 2.2 one person nominated from time to time by each of:-
 - 2.2.1 Carmarthenshire County Council; and
 - 2.2.2 Trinity College Carmarthen; and
 - 2.3 such other person or persons as the Trustees may admit to Membership.
3. It is a condition of any member's membership that such member shall have consented in writing to being a member.
4. Membership of the Charity is not transferable.
5. A register of members shall be kept at all times.
6. Members shall remain members unless and until:-
 - 6.1 they retire by giving three months' written notice to the Trustees;
 - 6.2 notice is given to the Company by the organisation nominating them in accordance with Article 2.2 that the nominee member is being replaced;
 - 6.3 they die; or
 - 6.4 in respect of any member who (i) is a member following a nomination by Carmarthenshire County Council or Trinity College Carmarthen in accordance with Article 2.2 and (ii) has ceased to be a member or officer of such body as the case may be, when such member is given notice by the body that appointed him or her requiring him or her to retire as member of the Charity.

GENERAL MEETINGS

7. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not 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.
8. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not 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.
9. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be valid and effective as if it had been passed at a general meeting of the Charity duly convened and held and may consist of several instruments in similar form each executed by or on behalf of one or more members.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 10.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 10.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
11. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
12. The notice shall be given to all the members and to the Trustees and auditors.

13. 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.

PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted shall constitute a quorum.
15. 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 the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
16. The Chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as Chair of the meeting, but 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 or she shall be Chair.
17. 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 Chair.
18. A Trustee shall, notwithstanding that he or she is not a member of the Charity, be entitled to attend and speak at any general meeting.
19. The Chair 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 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 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 of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 20.1 by the Chair; or
 - 20.2 by at least two members having the right to vote at the meeting; or

- 20.3 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.
21. Unless a poll is duly demanded, a declaration by the Chair 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 of or against the resolution.
22. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. 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.
23. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.
25. A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. 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. 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.
26. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. 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

27. Subject to Article 24, every member shall have one vote.
28. No member shall be entitled to vote at any general meeting unless all monies then payable by him or her to the Charity have been paid.

29. 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. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
30. A vote given or poll demanded by the 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 the 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.
31. 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 or she represents as the organisation could exercise if it were an individual member of the Charity.

THE TRUSTEES

32. The number of Trustees shall be no more than eleven unless otherwise determined by ordinary resolution.
33. The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.

POWERS OF THE TRUSTEES

34. 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. 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. 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 the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
35. In addition to all 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:-

- 35.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and 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;
- 35.2 to enter into contracts on behalf of the Charity;
- 35.3 to make loans as and when the Trustees see fit out of the capital and/or income arising out of the capital of the Charity ("the Loans") provided that interest is charged on the Loans at a full commercial rate;
- 35.4 subject to such consent as may be required by law, to sell, mortgage, let, sublet or exchange any property belonging to the Charity; and
- 35.5 to make Standing Orders Rules and Regulations consistent with the Memorandum and these Articles to govern proceedings at General Meetings, Trustees Meetings and Committee meetings and the administration of the Charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

36. Subject to article 44 the first Trustees ("the First Directors") shall each hold office for the following periods:
- | | |
|--|---------|
| Dr Medwin Hughes - nominee of Trinity College Carmarthen | 3 years |
| Bob Parker - nominee of Carmarthenshire County Council | 2 years |
37. Until 30th April 2003, the First Directors may appoint such persons as they deem fit to be Trustees to hold office for an initial period not exceeding 3 years. Thereafter, any new Trustee shall be appointed by the agreement of a majority of the members at General Meeting.
38. When any First Director (or any other Trustee appointed by the First Directors before 30th April 2003 in accordance with Article 37) has concluded his or her initial term of office, he or she shall be replaced by a person appointed by the Members of the Charity in General Meeting.
39. Each subsequent appointment of Trustees in accordance with Article 38 shall be made with the majority consent of the Members at General Meeting and for a term of 1 year.
40. A retiring Trustee (including any First Director) who is competent to act may be re-appointed at the end of his or her term of office.

41. Every future Trustee must sign a declaration of willingness to act as such before he or she is eligible to vote at any meeting of the Trustees.
42. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees.
43. No person may be appointed as a Trustee:
 - 43.1 unless he or she has attained the age of 18 years; and
 - 43.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 44.
44. Where there is a casual vacancy on the Trustees, the remaining Trustees may appoint a person to fill that vacancy until the next General Meeting of the Charity.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

45. A Trustee shall cease to hold office if -
 - 45.1 he or she 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 45.2 he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 45.3 he or she resigns his or her office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - 45.4 he or she is absent without the permission of the Trustees from four consecutive meetings of the Trustees, and the Trustees resolve that his or her office be vacated;
 - 45.5 an ordinary resolution of which special notice has been given in accordance with section 379 of the Act has been passed by the members removing him or her from his or her position as Trustee forthwith and such removal is binding notwithstanding anything in these Articles or in any agreement between the Charity and the Trustee;
 - 45.6 in respect of any Trustee who (i) was nominated by Carmarthenshire County Council or Trinity College Carmarthen to be a member and Trustee of the Charity and (ii) has since ceased to be a member or officer of such organisation which nominated him or her as a member of the Charity as the case may be, when

such Trustee is given notice by the body of which he or she has ceased to be a member requiring him or her to retire; or

- 45.7 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of that interest in the manner required by section 317 of the Act.

TRUSTEES' EXPENSES

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

THE TRUSTEES' APPOINTMENTS

47. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he or she ceases to be a Trustee or if revoked by the Trustees.
48. 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 THE TRUSTEES

49. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
50. The quorum for the transaction of the business of the Trustees shall be three. A Trustee may by written notice to the Chair of the Trustees (and in the case of the Chair of the Trustees to the secretary of the Charity) appoint another person who is a Trustee to attend at a meeting of the Trustees and vote on his or her behalf.
51. 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 calling a general meeting.

52. The Chair shall chair all meetings of the Trustees
53. The Trustees may appoint one or more sub-committees consisting of such persons as the Trustees may determine, but at least one of whom must be a Trustee for the purpose of making any enquiry 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.
54. All acts done by a meeting of Trustees, or of a committee of the 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.
55. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Trustees or of a committee of the Trustees, shall be as valid and effective as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of the 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.
56. Any bank account in which any part of the assets of the charity has been deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

SECRETARY

57. 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 they may think fit; and any secretary so appointed may be removed by them.

MINUTES

58. The Trustees shall keep minutes in books kept for the purpose:
- 58.1 of all appointments of officers made by the Trustees; and
- 58.2 of all resolutions and proceedings at meetings of the Charity and of the Trustees and of committees of the Trustees including the names of the Trustees present at each such meeting, such minutes to be signed by the Chair.

ACCOUNTS

59. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

60. The Trustees shall comply with their obligations under the Charities Act 1993 (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

61. The Trustees shall comply with their obligations under the Charities Act 1993 (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

62. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a meeting calling a notice of the Trustees need not be in writing.
63. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his or her registered address 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 or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
64. 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.
65. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

66. 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 or her in that capacity in defending any proceeding, whether civil

or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or 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

67. The Trustees may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.
68. 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.