



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8422347

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

POLISH-WELSH ASSOCIATION

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **27th February 2013**



N08422347H



Companies House



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

300772/40
IN01

Application to register a company



Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
private or public company

☒ What this form is for
You cannot
a limited liability
this, please

TUESDAY



A231KSB4

A11 26/02/2013 #67

COMPANIES HOUSE

A22M7RWB

A01 20/02/2013 #72

COMPANIES HOUSE

on, please
at
se gov uk

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

Polish-Welsh Association

For official use

8 4 2 2 3 4 7

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2

Company name restrictions ①

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4

Company type ①

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

② Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number

21

Street

Murray Street

Post town

Llanelli

County/Region

Carmarthenshire

Postcode

S A 1 5 1 A Q

③ Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

④ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

⑤ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	Ms
Full forename(s)	Janice
Surname	Williams
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

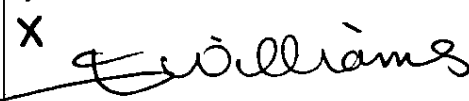
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X  X</div>
-----------	---



④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ②		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	
C5	Signature ⑤	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature 	
	⑤ Signature The person named above consents to act as corporate secretary of the proposed company.	

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	Mr
Full forename(s)	Jeffrey Rees
Surname	Hopkins
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	d2 d8 m1 m0 y1 y9 y4 y2
Business occupation (if any) ④	Credit Union General Manager

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

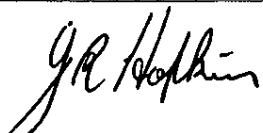
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X  X</div>
-----------	---

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Ms
Full forename(s)	Janice
Surname	Williams
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	<div> <div>d0</div> <div>d1</div> <div>m0</div> <div>m5</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y3</div> </div>
Business occupation (if any) ④	County Councillor

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

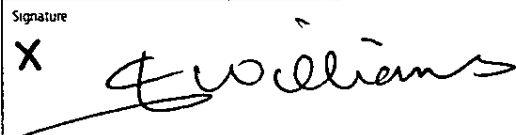
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1	
Signature	<div>Signature</div> <div>X  X</div>



⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ③			
If applicable, the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company.
Signature	I consent to act as director of the proposed company named in Section A1 <div style="display: flex; justify-content: space-between; align-items: center;"> <div> Signature  </div> <div>  </div> </div>		

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❹

❹ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium❷ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

❸ Total number of issued shares in this class

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

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

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	Jeffrey Rees
Surname 1	Hopkins
Address 2	11 Nightingale Court Llanelli
Postcode	S A 1 5 1 H U
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	Janice
Surname 1	Williams
Address 2	42 Ty'r Fran Avenue Llanelli
Postcode	S A 1 5 3 L P
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

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Application to register a company

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

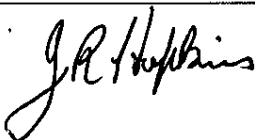
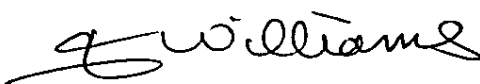
H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X

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Application to register a company



Presenter information

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

Contact name **Halina Ashley**

Company name **Polish Welsh Association**

Address **21 Murray Street**

Post town **Llanelli**

County/Region **Carmarthenshire**

Postcode **S A 1 5 1 A Q**

Country **Wales**

DX

Telephone **01554 770 867**



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Company Number

THE COMPANIES ACT 2006

**A PRIVATE
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Polish-Welsh Association

Incorporated the day of 2012

THE COMPANIES ACT 2006

**A PRIVATE
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION OF

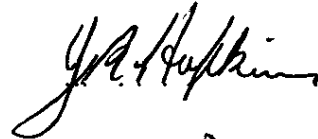
Polish-Welsh Association

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

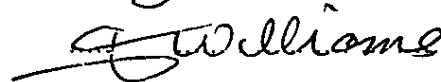
Name of each subscriber

Authentication by each subscriber

Name Jeffrey Rees Hopkins



Name Janice Williams



Name

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Date: 18/02/2013

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF
Polish-Welsh Association**

Interpretations

1. In these Articles

"Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages,

"Articles" means the Association's Articles of Association,

"The Board of Directors" or "Board" means all those persons appointed to perform the duties of Directors of the Association,

"Companies Acts" or "the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company,

"The Association" means the above-named company,

"Co-operative Principles" are the principles defined in the International Co-operative Alliance Statement of Co-operative Identity
The principles are those of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, co-operation among co-operatives and concern for the community,

"Co-operative Values" refers to the values of self help, self responsibility, democracy, equality, equity and solidarity and the Co-operative Principles,

"Director" means a director of the Association and includes any person occupying the position of Director, by whatever name called,

"Document" includes, unless otherwise stated, any document sent or supplied in electronic form,

"Electronic means" has the meaning given in section 1168 of the Companies Act 2006,

"Employee" means anyone over the age of 16 holding a contract of employment with the Association to perform at least eight hours of work per week for the Association,

"Entrenched" has the meaning given by section 22 of the Companies Act 2006 and as detailed under the heading 'resolutions' in these Articles,

"Member" has the meaning given in section 112 of the Companies Act 2006 and as detailed under 'Membership' in these Articles,

"Secretary" means any person appointed to perform the duties of the Secretary of the Association,

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

2 Unless the context requires otherwise, other words or expressions contained in

these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Association Schedule 1 to the Companies (Model Articles) Regulations 2008 shall apply to the Association, save where amended or replaced by these Articles. In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail.

Purpose

2. The purpose of the Association is -
 - (a) To facilitate the smooth integration of Polish and other migrant workers and their families in Wales
 - (b) To assist their integration through the provision of English lessons, IT facilities, guidance and information and any other appropriate services
 - (c) To assist with the development of entrepreneurial energy in the Polish and other immigrant communities by providing translation services, counseling and mentoring assistance to migrant workers, local businesses, other organisations and statutory services
 - (d) To assist in the understanding of Polish, Welsh and other communities through the organisation and promotion of cultural and other activities
 - (e) To carry out its function as a co-operative and to abide by the internationally recognised values and principles of co-operative identity as defined by the International Co-operative Alliance. This article is entrenched in accordance with section 22 of the Act, any alteration to this article requires the approval of 100% of the Members

MEMBERS

4. The first Members of the Association will be the subscribers to the Memorandum of Association of the company
5. The Association may admit to Membership any individual, unincorporated body, firm, partnership or corporate body that wishes to use the services of the Association and has paid or agreed to pay any subscription or other sum due in respect of membership or the use of the Association's services

Employee Members

6. All Employees on taking up employment with the Association may be admitted to Membership of the Association, except that the Association in a General Meeting may by a majority vote decide to exclude from membership
 - (a) Newly appointed Employees during such reasonable probationary period as may be specified in their terms and conditions of employment,
 - (b) Employees working less than a prescribed number of hours per week (or per month), provided that any such criteria for exclusion are applied equally to all Employees
7. In accordance with the Co-operative Principle of voluntary and open membership, whilst the Association shall undertake to encourage its Users and Employees to become Members, membership must be voluntary and as a result cannot be a condition of Employment

Applications for Membership

No natural person shall be admitted into membership of the Association unless they have attained the age of 16. All those wishing to become a Member must support the aims of the Association and applications for membership shall be in a form approved by the Directors and the Directors have approved each application.

- 10 An unincorporated body, firm, partnership or corporate body which is a Member shall by resolution of its governing body appoint a representative who may during the continuance of her/his appointment be entitled to exercise all such rights and powers as the corporate body, firm or association would exercise if it were an individual person. Each such Member organisation shall supply written notification to the Secretary of its choice of representative.

Member Commitment

- 12 All Members agree to attend General Meetings and take an active interest in the operation and development of the Association and its business. Members have a duty to respect the confidential nature of the business decisions of the Association.
- 13 In accordance with the Co-operative Principle of education, training and information, the Association shall provide potential Members with information about what the role of a Member is within the Association and will provide training in the skills required to be a Member and to participate in the operation of the Association.
- 14 The Association shall provide ongoing education and training in Co-operative Values and Principles and associated topics. The Association shall support its Members by ensuring that meetings are accessible and encourage participation.

Termination of Membership

- 15 A Member shall cease to be a Member of the Association immediately that s/he
 - (a) Ceases to meet the Association's criteria for membership, or
 - (b) Fails in the opinion of the Board of Directors unreasonably to pay any fee or other monies due to the Association; or
 - (c) Resigns in Writing to the Secretary, or
 - (d) Is expelled from membership in accordance with these Articles, or
 - (e) Dies, becomes mentally incapable of managing their own affairs, is wound up or goes into liquidation.
- 16 The rights and privileges of a Member shall not be transferable or transmissible.

Removal of a Member

- 17 A Member may be expelled from membership by a resolution of the Association stating that it is in the best interests of the Association that her/his/its membership is terminated. A resolution to remove a Member from membership may only be passed if
 - (a) The Member has been given at least 21 days' notice in Writing of the

general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed, and

- (b) The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Association) has been allowed to make representations to the general meeting

GENERAL MEETINGS

- 18 The Association shall in each calendar year hold a general meeting of the Members as its Annual General Meeting and shall specify the meeting as such in the notices calling it. The first Annual General Meeting shall be held within 18 months of incorporation. Every Annual General Meeting except the first shall be held not more than 15 months after the previous Annual General Meeting
- 19 The business of an Annual General Meeting shall comprise, where appropriate
 - (a) Consideration of accounts and balance sheets;
 - (b) Consideration of Directors' and Auditor's reports,
 - (c) Elections to replace retiring Directors,
 - (d) Appointment and remuneration of the auditor (or their equivalent)
- 20 In accordance with the Co-operative Principle of democratic member control, the Association shall ensure that, in addition to the Annual General Meeting, at least four other general meetings are held annually. The purpose of these meetings is to ensure that Members are given the opportunity to participate in the decision-making process of the Association, review the business planning and management processes and to ensure the Association manages itself in accordance with the Co-operative Values and Principles

Calling a General Meeting

- 21 The Board of Directors may convene a general meeting or, in accordance with the Companies Acts, 10% of the membership may, in Writing, require the Directors to call a general meeting

Notices

- 22 The Directors shall call the Annual General Meeting giving 14 clear days' notice to all Members. All other general meetings shall be convened with at least 14 clear days' notice but may be held at shorter notice if so agreed in Writing by a majority of Members together holding not less than 90% of the total voting rights of the Association
- 23 All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy
- 24 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting

Proxies

- 25 A Member who is absent from a general meeting may appoint any person to act as their proxy, provided that no person shall hold a proxy for more than five Members at any one time in any general meeting
- 26 Proxies may only validly be appointed by a notice in Writing which
- (a) States the name and address of the Member appointing the proxy,
 - (b) Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
 - (d) Is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 27 The Association may require proxy notices to be delivered in a particular form and may specify different forms for different purposes
- 28 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more of the resolutions, otherwise the proxy notice shall be treated as allowing the person appointed the discretion as how to vote on any matter
- 29 A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the general meeting to which it relates
- 30 An appointment using a proxy notice may be revoked by delivering to the Association a notice in Writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates
- 31 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence that the person signing it has the authority to execute it on the appointer's behalf

Quorum

- 32 No business shall be transacted at a general meeting unless a quorum of Members is present, either in person or represented by proxy. Unless amended by special resolution of the Association, a quorum shall be ten Members or one-third of the Membership, whichever is the lesser

Chairing General Meetings

- 33 Members shall appoint one of their number as the chairperson to facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Members present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the general meeting

Attendance and Speaking at General Meetings

- 34 A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending

a general meeting to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.

- 35 The chairperson of the meeting may permit other persons who are not Members of the Association to attend and speak at general meetings, without granting any voting rights.

Adjournment

- 36 If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
- 37 The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if
- (a) The meeting consents to that adjournment, or
 - (b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 38 The chairperson must adjourn the meeting if directed to do so by the meeting.
- 39 When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.
- 40 If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
- 41 No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

- 42 In accordance with the Co-operative Principle of democratic member control, each Member shall have one vote on any question to be decided in general meeting. This article is entrenched in accordance with section 22 of the Act, any alteration to this article requires the approval of 100% of the Members.
- 43 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 44 In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Poll Votes

- 45 A poll on a resolution may be demanded
- (a) In advance of the general meeting where the matter is to be put to the vote, or
 - (b) At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 46 A poll may be demanded by
- (a) The chairperson of the meeting,
 - (b) The Directors,
 - (c) Two or more persons having the right to vote on a resolution
- 47 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.
- 48 Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each Member shall have only one vote

Resolutions

- 49 Decisions at general meetings shall be made by passing resolutions
- (a) Decisions involving an alteration to articles that have been entrenched in accordance with section 22 of the Act require the approval of 100% of the Members
 - (b) The following decisions must be made by special resolution
 - (i) Decisions involving an alteration to the Articles of the Association, except where an article is entrenched as detailed above,
 - (ii) Decisions to expel Members,
 - (iii) Decisions to dispose assets of the Association equivalent in value to one third of the Association's last published balance sheet, as detailed in these Articles,
 - (iv) The decision to wind up the Association,
 - (v) Other decisions which are required so by statute
 - (c) All other decisions shall be made by ordinary resolution
- 50 A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast
- 51 Resolutions may be passed at general meetings or by written resolution
- 52 A written resolution passed by Members shall be effective if it has been passed in accordance with the requirements of the Act which includes sending a copy of the proposed resolution to every Member. Written resolutions may comprise several copies to which one or more Members have signified their agreement
- 53 A written resolution shall be deemed to have been passed if, within 28 days of the written resolution's circulation date
- (a) Written approval has been received from at least 75% of the Members where the resolution is a special resolution,

- (b) Written approval has been received from at least 51 % of the Members where the resolution is an ordinary resolution
- 54 In accordance with the Companies Acts, resolutions to remove a Director or Auditor (or their equivalent) of the Association before the end of his/her period of office shall not be passed by written resolution

DIRECTORS

- 55 The Association shall have a Board of Directors comprising not less than three Directors
- 56 The initial Board of Directors of the Association from incorporation until the first Annual General Meeting shall be the Subscribers to the Memorandum of Association and such others as they may determine in writing
- 57 Only Members of the Association who are aged 16 years or more may serve on the Board of Directors

Elected Board of Directors

- 58 The Board of Directors shall be elected by and from the Association's Members. The maximum number of Directors serving on the Board shall be determined by a general meeting of the Association from time to time

Retirement Cycle

- 59 At the first Annual General Meeting all Directors shall stand down. At every subsequent Annual General Meeting one-third of the Board of Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Director to retire shall be decided by lot. A retiring Director shall be eligible for re-election

Co-option of Directors

- 60 In addition the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience

Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors

- 61 The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Such co-opted individuals must be Members of the Association and will hold office as Director only until the next Annual General Meeting

Board Education and Training

- 62 In accordance with the Co-operative Principle of education, training and information, before accepting a position as Director an individual must agree to undertake training during their first year of office as deemed appropriate by the Association. This training will include information on the roles and responsibilities of being a Director of a company which is also a co-operative

Powers and Duties of the Board of Directors

- 63 The Directors are responsible for the management of the Association's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a company for this purpose. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.
- 64 The Board of Directors shall have the power to determine policies and procedures associated with Membership including setting subscription levels.
- 65 All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.
- 66 In accordance with the Co-operative Principles of democratic member control and member economic participation, the Board of Directors shall not be entitled to sell or otherwise dispose of assets (in a single transaction or series of transactions) equivalent in value to one-third or more of the total value of the last published balance sheet of the Association without the approval of the Members by special resolution.

Delegation

- 67 Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles to any person or committee consisting of Members of the Association, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
- 68 The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are delegated.
- 69 The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

- 70 A sub-committee to which the Directors delegate any of their powers must conform to any regulations imposed on it by the Directors and the provisions of these Articles. Such regulations imposed by the Directors will prevail over the provisions in these Articles where they are inconsistent.
- 71 All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Calling a Meeting of the Board of Directors

- 72 Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the directors participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Board of Directors

- 73 The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

- 74 A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.
- 75 Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose to refer the matter to a general meeting of the Association.
- 76 A written resolution, circulated to all Directors and signed by a simple majority (51 %) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.
- 77 The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.
- 78 The Directors must ensure that the Association keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Quorum

- 79 The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or three, whichever is the greater.
- 80 If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

Chairperson

- 81 Directors shall appoint one of their number as the chairperson to facilitate meetings of the Board of Directors. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Directors present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the meeting.

Declaration of Interest

- 82 Whenever a Director has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated body, firm, partnership or corporate body whose interests are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Association, s/he must,
- (a) Declare the nature and extent of the interest before the discussion begins on the matter,

- (b) Withdraw from that part of the meeting unless expressly invited by the chairperson of the meeting to remain,
- (c) Not be counted in the quorum for that part of the meeting,
- (d) Withdraw during the vote and have no vote on the matter

Provided that nothing in this Article shall prevent a Director from counting towards the quorum for Board meetings and voting in respect of her/his own contract of employment or in respect of bonus or other payments to Members

83 Subject to anything to the contrary in these Articles

- (a) In accordance with (but subject to) the Companies Acts, the Board of Directors may give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association, and
- (b) In authorising a situation the Board of Directors may decide, whether at the time of giving the authorisation or subsequently, that if the conflicted Director has obtained any information through her/his involvement in the situation otherwise than as a Director and in respect of which s/he owes a duty of confidentiality to another person, the Director is under no obligation to
 - (i) Disclose that information to the Association; and/or
 - (ii) Use that information for the benefit of the Association, where to do so would amount to a breach of confidence

Remuneration and Expenses

- 84 Any Director may act in a professional capacity for the Association and s/he or her/his firm shall be entitled to remuneration for professional services Provided that nothing shall authorise a Director or their firm to act as auditor of the Association
- 85 The Association may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association

Termination of a Director's Appointment

- 86 A person ceases to be a Director of the Association as soon as
 - (a) That person ceases to be a Member of the Association (unless they are a co-opted Director),
 - (b) That person resigns from office in writing to the Secretary of the Association, and such resignation has taken effect in accordance with its terms,
 - (c) That person is removed from office by a resolution of the Association in general meeting in accordance with these Articles and the Companies Acts,
 - (d) That person is absent from 3 meetings of the Board of Directors during a continuous period of 12 months without special leave of absence granted by the Board of Directors and the Directors pass a resolution that

s/he has by reason of such absence been vacated office,

- (e) Where the person is the representative of a Member organisation, the Member organisation removes their endorsement of that representative,
- (f) Where the person is the representative of a Member organisation that Member organisation ceases to exist,
- (g) That person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited from being a Director by law,
- (h) A bankruptcy order is made against that person,
- (i) A registered medical practitioner who is treating that person gives a written opinion to the Association stating that the person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (j) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have

Removal of a Director

- 87 A Director may be expelled from office by a resolution of the Association stating that it is in the best interests of the Association that her/his office is terminated. A resolution to remove a Director from office may only be passed if
- (a) The Director has been given at least 21 days' notice in Writing of the general meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed, and
 - (b) The Director or, at the option of the Director, the Director's representative (who need not be a Member of the Association) has been allowed to make representations to the general meeting

SECRETARY

- 88 The Board of Directors shall appoint a Secretary of the Association for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may also be removed by them.
- 89 A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

REGULATIONS

- 90 The Association in a general meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Association and the proceedings and powers of the Board of Directors and sub-committees. No regulation shall be made which is inconsistent with these Articles or the Companies Acts. All members of the Association and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

LIABILITY OF MEMBERS

- 91 The liability of Members is limited to £1. Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while s/he/it is a Member or within one year of her/him/it ceasing to be a Member. The contribution shall be for payment of the debts and liabilities of the Association contracted while s/he/it was a Member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each Member's contribution shall not exceed £1.

APPLICATION OF PROFITS

- 92 The profits of the Association may not be distributed amongst the membership, but shall be applied in the following ways, in such proportions and in such manner as the general meeting shall decide from time to time:
- (a) To create a general reserve for the continuation and development of the Association,
 - (b) In accordance with the Co-operative Principle of concern for community, to make payment for social, co-operative and community purposes,

This article is entrenched in accordance with section 22 of the Act, any alteration to this article requires the approval of 100% of the Members.

DISSOLUTION

- 93 The Association is a common ownership enterprise. In the event of the winding up or dissolution of the Association the liquidator shall first, according to law, use the assets of the Association to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members but shall be transferred to some other common ownership co-operative(s) or to Co-operatives^{UK} (or any body that succeeds to its function). If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the Co-operative Movement and common ownership enterprises. This article is entrenched in accordance with section 22 of the Act, any alteration to this article requires the approval of 100% of the Members.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

- 95 A Member may provide their consent to receive communications from the Association by electronic means.
- 96 Subject to these Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Acts provides. Any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being. A Director may agree with the Co-operative that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

Seal

- 97 If the Association has a seal, it shall only be used by the authority of the

Board of Directors acting on behalf of the Association. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director, the Secretary, or a Member of the Association appointed by the Board of Directors for the purpose.

Registers

- 98 The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Acts

Register of Members

- 99 The Association shall maintain a register of Members which records their/its name, address (in the case of a corporate body the registered office address), and the dates on which s/he/it became a Member and ceased to be a Member. A Member shall notify the Secretary of the Association within seven days of any change to her/his/its name or address.
- 100 An entry on the register relating to a former Member of the Association may be removed from the register after the expiration of 10 years from the date on which s/he/it ceased to be a Member.

Register of Directors

- 101 The Association shall maintain a register of Directors which shall include the following particulars:
- (a) Name of the Director and any former names used by her/him for business purposes,
 - (b) Service address,
 - (c) Country of residence,
 - (d) Nationality,
 - (e) Business occupation, if any,
 - (f) Date of birth.
- 102 The register of Directors shall be open for inspection to any Member of the Association without charge and to any other person on payment of such fee as may be prescribed.
- 103 The Association shall also maintain a register of Director's residential addresses which is not available for inspection.

Minutes

- 104 The Association shall ensure that minutes are kept of all:
- (a) Proceedings at meetings of the Association, and
 - (b) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

Accounts

- 105 The Board of Directors shall cause proper accounts to be kept and circulated in accordance with the Companies Acts with respect to:
- (a) All sums of money received and expended by the Association and the matters in which the receipt and expenditure takes place,

- (b) All sales and purchases of goods by the Association,
 - (c) The assets and liabilities of the Association
- 106 Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Association's affairs and explain its transactions
- 107 The accounts shall be kept at the Registered Office of the Association or, subject to the Acts, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and other persons authorised by the Association in a general meeting
- 108 The Board of Directors shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the Association as the Members in a general meeting shall require to be laid before them

Audit

- 109 The Association may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents)
- 110 Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts

Borrowing from Members

- 111 In accordance with the Co-operative Principle of member economic participation the interest paid by the Association on money borrowed from Members shall not exceed such rate as is necessary to attract and retain the capital required to further the Association's purpose

Social Accounting and Reporting

- 112 In addition to any financial accounts required by the Companies Acts, the Members may resolve to undertake an account of the activities of the Association which will endeavour to measure its co-operative, social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Association shall report any findings to its Members and other stakeholders

Indemnity and Insurance

- 113 Subject to the following article, any Director or former Director of the Association may be indemnified out of the Association's assets against
- (a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association,
 - (b) Any liability incurred by that Director in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme (as per the Act),
 - (c) Any other liability incurred by that Director as an officer of the Association
- 114 The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law

- 115 The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any Director or former Director of the Association in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Association or any pension fund or employees' share scheme of the Association