

894742

# THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2)

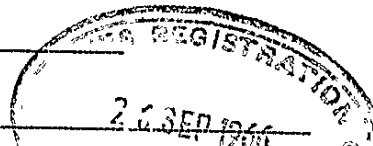
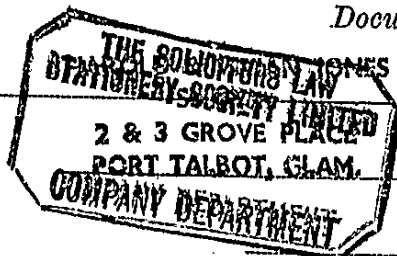


Insert the  
Name of the  
Company.

RHONDDA GROUP TRAINING ASSOCIATION  
LIMITED

Presented by

Document Filer's Reference DHJ/JJ/R1020.



Form No. 41  
(The filing fee is 5s.)

J, DAVID HAROLD JONES

of 2/3 Grove Place Port Talbot in the County of  
Glamorgan

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor  
of the Supreme Court engaged in the formation

of RHONDDA GROUP TRAINING ASSOCIATION

Limited,

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Declared at PORT TALBOT in the  
County of Glamorgan

the 20th day of September,

one thousand nine hundred and sixty-  
six.

Before me

[Signature]

Note—This margin is reserved for binding and must not be written across.



102-25  
or

PR/KNAR

The Companies Act, 1948

894742

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL



## Memorandum of Association

OF

RHONDDA GROUP TRAINING ASSOCIATION

REGISTERED  
LIMITED  
DEC 1966

1. The name of the Company (hereinafter called "the Association") is "RHONDDA GROUP TRAINING ASSOCIATION LIMITED."

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are—

- (A) In accordance with the principles laid down in the Industrial Training Act, 1964, or any other Act of Parliament, order or regulation or order made thereunder, or of any agreement between members of the Association, whether under statutory authority or otherwise which has similar objects:—
  - (i) To organise and co-ordinate training in engineering and other fields of whatever categories of employee Association members shall from time to time require.
  - (ii) To promote and maintain an industrial training centre to provide craft training for apprentices, trainees and other employees of members of the Association.
  - (iii) To establish and maintain or secure the establishment and maintenance of training workshops, classes, schools, courses, colleges or centres, and to instal or secure the installation of such engineering machinery and other equipment as may be required.
  - (iv) To enter into contracts of service or apprenticeship with persons who intend to be employed in industry or commerce, and to attend courses to avail themselves of other facilities provided or approved by the Association.



7169

- (v) To provide a library of books, pamphlets, journals and literature of all kinds relevant to technical, commercial and administrative training and further education.
- (vi) To engage duly qualified training officers and such other staff as may be necessary, and to pay the fees of such additional independent instructors or lecturers as the Association may from time to time engage.
- (vii) To co-operate with the local education authorities or any other authority, corporation, person or body in the provision of facilities for the basic and further training of persons employed or intending to be employed in industry or commerce.
- (viii) To provide assistance by way of grants and loans for fees, maintenance and travelling allowances to persons attending courses or conferences approved by the Association.
- (ix) To co-operate with and enter into any joint arrangement which will further the objects of the Association.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

Provided that:—

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(2) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :—

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association, whence-soever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association ; but so that no member of the Council of Management or Governing

Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

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

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

We, the several persons  
are desirous of being  
Memorandum of Association

NAMES, ADDRESSES

For and on behalf of  
registered office  
Sussex—

For and on behalf of  
LIMITED whose  
Glam.—

For and on behalf of  
whose registered  
Pontyclun,

For and on behalf of  
office is at

For and on behalf of  
office is at

For and on behalf of  
office is at

Dated this

Witness

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

For and on behalf of ROLLO HARDY & COMPANY LIMITED whose registered office is Paddockhall Road, Haywards Heath, Sussex—

430266

W C TUKE

Secretary, duly authorised.

For and on behalf of ROYAL WORCESTER INDUSTRIAL CERAMICS LIMITED whose registered office is Gilfach Road, Tonyrefail, Glam.—

60923

R. I. BURNETT

Secretary, duly authorised.

For and on behalf of THE ROYAL SOVEREIGN PENCIL COMPANY LIMITED whose registered office is Britannia Works, Cowbridge Road, Pontyclun, Glam.—

156075

J G W CHARNAUD

Director, duly authorised.

For and on behalf of CELNIK & POWER LIMITED whose registered office is Celebrity Works, Llwynypia, Tonypandy, Glam.—

24922

Secretary, duly authorised.

J. E. DAVIES

For and on behalf of T. C. JONES & Co. LIMITED whose registered office is 93-95 Wood Lane, Shepherds Bush, London, W.12—

114163

General Manager, duly authorised.

R MACLENNAN

For and on behalf of PORTH TEXTILES LIMITED whose registered office is Llwynypia, Rhondda, Glamorgan—

243242

General Manager, duly authorised.

C W BENEDICT

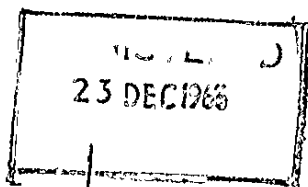
Dated this ~~fifteenth~~ day of SEPTEMBER, 1966.

Witness to the above Signatures—

A. H. DAVID

1 Merthyr Mawr Road,  
Bridgend,  
Glamorgan,  
Training Officer.

Chief Training Officer



The Companies Act 1948

894742

3

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

## Articles of Association

OF

## RHONDDA GROUP TRAINING ASSOCIATION LIMITED

### GENERAL.

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS	MEANINGS
The Act .. ..	The Companies Act, 1948.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Company.
The Council ..	The Council of Management for the time being of the Association.
The Office ..	The registered office of the Association.
The Seal .. ..	The common seal of the Association.
The United Kingdom ..	Great Britain and Northern Ireland.
Month .. ..	Calendar month.
In writing .. ..	Written, printed or lithographed, or partly one and partly another, and other mode of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid  
Act or any statutory  
which these presents  
if not inconsistent with  
meanings in these presents

2. The number  
proposes to be registered  
time to time register

3. The Association

(A) The Company  
discretionary  
shares.

(B) The number  
of persons  
Association  
in the  
such as  
employ  
limited

(C) Any in  
shares

4. The provisions  
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either sign a written  
register of members

5. The Association  
in the Memorandum

6. The subse  
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as the Council sh  
the provisions he  
Association.

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place as may be  
the meeting as su  
Annual General  
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Annual General  
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incorporation or

8. All Gen  
Meetings, shall b



Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is ~~twenty-five~~, but the Council may from time to time register an increase of members.

#### PRIVATE COMPANY.

3. The Association is a Private Company and accordingly :—

(A) The Council shall be entitled in their absolute discretion to decline to register any transfer of shares.

(B) The number of members of the Association (exclusive of persons who are in the employment of the Association, and of persons who having been formerly in the employment of the Association were while in such employment and have continued after such employment to be members of the Association) is limited to fifty.

(C) Any invitation to the public to subscribe for any shares or debentures of the Association is prohibited.

4. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The Association is established for the purposes expressed in the Memorandum of Association.

6. The subscribers to the Memorandum of Association and such other companies, businesses, firms, partnerships or persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

#### GENERAL MEETINGS.

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a number of members being a majority of the members of the Association for the time being personally present shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such

Chairman, or if at fifteen minutes after the time appointed for the meeting or shall be unwilling, some member of the Council shall be chosen by the members present if all the members of the Council are present they shall choose a member to preside.

16. The Chairman at which a quorum is present (meeting) adjourn to any other place, but no business shall be transacted at the meeting other than the business of the adjourned meeting. Whenever a meeting of the adjourned meeting of an original meeting shall not be entitled to be transacted at the meeting.

17. At any meeting the Chairman shall be, before or upon the meeting, demanded in person or by proxy, present in person or by proxy, the total voting power of the members present at the meeting, by the Chairman or carried unanimously or carried by a part of the members present in a minute book of the fact without being recorded in favour of a poll may be demanded.

18. Subject to the provisions of the Act, the Chairman may, at any time, place, and in such manner as he may think fit, direct, and the resolution of the meeting shall be subject to the resolution of the meeting.

19. No business shall be transacted at a meeting, or at an adjourned meeting, unless a quorum is present.

20. In the case of a meeting, or at an adjourned meeting, hands or on a poll, or to a second or third meeting.

21. The Chairman of a meeting shall have one vote, and in the case of a question on which the Chairman is entitled to vote, his vote shall be counted in addition to the votes of the members present.

22. Subject to the provisions of the Act, the Chairman may, at any time, place, and in such manner as he may think fit, direct, and the resolution of the meeting shall be subject to the resolution of the meeting.

Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

16. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

" RHONDDA GROUP TRAINING ASSOCIATION LIMITED.  
 " I, \_\_\_\_\_,  
 " of \_\_\_\_\_,  
 " a member of RHONDDA GROUP TRAINING  
 " ASSOCIATION LIMITED, hereby appoint  
 " \_\_\_\_\_, of \_\_\_\_\_,  
 " of \_\_\_\_\_,  
 " and failing him,  
 " of \_\_\_\_\_,  
 " to vote for me and on my behalf at the [Annual  
 " or Extraordinary, or Adjourned, as the case may  
 " be] General Meeting of the Association to be held  
 " on the \_\_\_\_\_ day of \_\_\_\_\_,  
 " and at every adjournment thereof.

" As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_."

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The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### COUNCIL.

29. The Council shall consist of the duly appointed representatives of—

Rollo Hardy Company Limited.  
 Royal Worcester Industrial Ceramics Limited.  
 THE Royal Sovereign Pencil <sup>COMPANY</sup> ~~CO~~ Limited.  
 Celnik & Power Limited.  
 T. C. Jones & Co. Limited.  
 Porth Textiles Limited.

30. The Council may appoint not more than four members to attend and speak at meetings of the Council as advisory members but such members shall not be entitled to vote at any meeting of the Council. The Council may remove any member appointed under this Article and fill the vacancy created thereby.

### POWERS OF THE COUNCIL.

31. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting. but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

32. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### SECRETARY.

33. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall

apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### THE SEAL.

34. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

35. The office of a member of the Council shall be vacated—
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Association.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under section 183 of the Act.
  - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
  - (G) If he ceases to be a member by virtue of section 185 of the Act.

### PROCEEDINGS OF THE COUNCIL.

36. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

37. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

38. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at

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any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

39. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

40. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

41. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

42. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

43. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### ACCOUNTS.

44. The Council shall cause proper books of account to be kept with respect to—

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

45. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

46. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

47. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 162 of the Act.

#### AUDIT.

48. Once at least 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 Auditor or Auditors.

49. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

#### NOTICES.

50. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

51. Any member whose address is not within the United Kingdom shall, at the time he gives the Association his address, give the Association the address at which notices may be served upon him, and as provided by the Act in the register of members of the Association. The United Kingdom shall be entitled to be entered in the register.

52. Any notice, if it has been served on the member, containing the same service it shall be sufficient if the notice was properly prepaid letter.

53. Clause 7 of the Act shall have effect as if the provisions of the Act relating to the winding up of the Association were included in the Act.



51. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

52. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION.

53. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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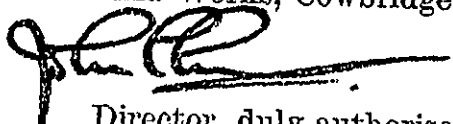
For and on behalf of ROLLO HARDY & COMPANY LIMITED whose registered office is Paddockhall Road, Haywards Heath, Sussex—

  
Secretary, duly authorised.

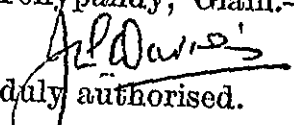
For and on behalf of ROYAL WORCESTER INDUSTRIAL CERAMICS LIMITED whose registered office is Gilfach Road, Tonypreail, Glam.—

  
Secretary, duly authorised.

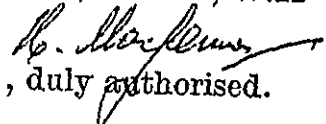
For and on behalf of <sup>THE</sup> ROYAL SOVEREIGN PENCIL <sup>COMPANY</sup> CO. LIMITED whose registered office is Britannia Works, Cowbridge Road, Pontyclun, Glam.—

  
Director, duly authorised.

For and on behalf of CELNIK & POWER LIMITED whose registered office is Celebrity Works, Llwynypia, Tonypandy, Glam.—

  
Secretary, duly authorised.

For and on behalf of T. C. JONES & Co. LIMITED whose registered office is 93-95 Wood Lane, Shepherds Bush, London, W.12—

  
General Manager, duly authorised.

For and on behalf of PORTH TEXTILES LIMITED whose registered office is Llwynypia, Rhondda, Glamorgan—

  
General Manager, duly authorised.

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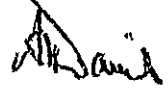
Dated this ~~fifteenth~~ day of September, 1966.

Witness to the above Signatures—

1 Merthyr Mawr Road,  
Bridgend,

Glamorgan,

Training Officer.

  
Witness Training Officer

DUPLICATE FOR THE FILE.

No. 894742



## Certificate of Incorporation

I Hereby Certify that

RHONDDA GROUP TRAINING ASSOCIATION LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-THIRD DAY OF DECEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L.S. Whitfield*

Assistant Registrar of Companies.

Certificate  
received by

THE SOLICITORS LAW  
STATIONERY SOCIETY LIMITED,  
OVAL HOUSE, EGRESS BUILDINGS,  
FETTER LANE,  
LONDON, E.C.4  
COMPANY DEPARTMENT

Date

23 DEC 1966

dh

896742/27  
ACCEPT UNSTAMPED £4.10

WE/CN 8092

SIGNED

DATE

*Stamp*  
1/2/78

# RHONDDA GROUP TRAINING ASSOCIATION LTD.

7, Australian Terrace,  
BRIDGEND CF31 1LY,  
Mid Glam.  
Bridgend 4562. (Tel.)

THE COMPANIES ACTS 1948 TO 1967 ✓

## SPECIAL RESOLUTION

OF

RHONDDA GROUP TRAINING ASSOCIATION LIMITED ✓

Passed 20th December, 1977.

At an Extraordinary General Meeting of the above named Company, duly convened, and held at the Association's Offices, 7, Australian Terrace, Bridgend on the 20th day of December, 1977, the subjoined Special Resolution was duly passed, viz :- ✓

## RESOLUTION

That the name of the Company be changed to GLAMORGAN COUNTIES GROUP TRAINING ASSOCIATION LIMITED. ✓

SIGNATURE

*B. J. Middleton*  
Secretary. ✓





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No.

894742 / 28

I hereby certify that

**RHONDA GROUP TRAINING ASSOCIATION LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**GLAMORGAN COUNTIES GROUP TRAINING ASSOCIATION LIMITED**

Given under my hand at Cardiff the

**8TH FEBRUARY 1978**

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*

Ø1

Number of Company: 894742 / 57.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

GLAMORGAN COUNTIES GROUP TRAINING

ASSOCIATION LIMITED

Passed the 24th day of March 1987

At an Extra Ordinary General Meeting of the above named Company duly convened and held at Maerdy Hotel, Pencoed, Bridgend, Mid Glamorgan on the 24th day of March 1987 the following Resolution was duly passed:-

That the Regulations contained in the printed document submitted to this meeting and for the purpose of identification subscribed by the Chairman hereof be approved and adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all the existing Memorandum and Articles thereof - new version of Memorandum and Articles attached

Signed:-

Secretary of the Company

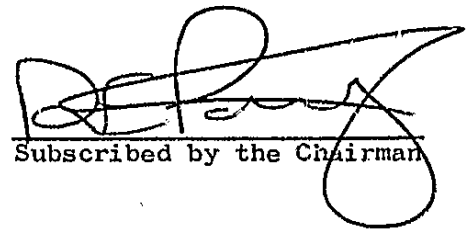
*[Signature]*

Director of the Company

*[Signature]*



Date: 24th March 1987

  
Subscribed by the Chairman

No. 894742

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
of

GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED

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Incorporated the 23rd day of December 1966

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED

---

1. The name of the company is "Glamorgan Counties Group Training Association Limited" (hereinafter called "the Company").

2. The registered office of the Company will be situate in England and Wales.

3. The objects for which the Company is established are:-

(A) To promote and advance adequate training of persons employed or intending to be employed in industry and commerce.

(B) Subject to the foregoing object, to extend such training to members of the public generally.

In furtherance of the above objects but not further or otherwise, the Company shall have the following powers:-

(C) To provide equip and carry on training centres, workshops, libraries or any other facilities for training and education.

(D) To provide training courses, instruction and demonstration of all sorts.

(E) To co-operate with any person in the provision of industrial or commercial training or education.

(F) To obtain grants from any source for the purposes of the Company and to carry out the terms of any such grants.

(G) To provide assistance by grants or otherwise to individuals engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to obtain training or education.

- (H) To acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct maintain and alter any buildings as may be thought fit,
- (I) Subject to such consents as may be required by law, to sell let mortgage dispose of or turn to account all or any of the property of the Company and to invest any moneys of the Company in any manner authorised by law for the investment of trust funds.
- (J) To employ and remunerate staff not being members of the Council, and to grant reasonable and necessary pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of such pensions and retirement benefits for employees or former employees of the Company, their widows, children and other dependants.
- (K) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge of any assets of the Company.
- (L) To act as trustee of any trusts in connection with the purposes of the Company.
- (M) To subscribe to and assist any charitable institution having objects similar to those of the Company.
- (N) To do all other lawful things necessary to the carrying out of its main objects.

Provided always that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their

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- (H) To acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct maintain and alter any buildings as may be thought fit.
- (I) Subject to such consents as may be required by law, to sell let mortgage dispose of or turn to account all or any of the property of the Company and to invest any moneys of the Company in any manner authorised by law for the investment of trust funds.
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- (K) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge of any assets of the Company.
- (L) To act as trustee of any trusts in connection with the purposes of the Company.
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own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the extent as they would as such Governing Body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. (i) The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company.
- (ii) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent by any member of the Company at a rate per annum not exceeding two percent less than the average base rate prescribed for the time being by members of the Committee of London clearing banks or 3% whichever is the greater or reasonable and proper rent for any premises demised or let by any members of the Company.
- (iii) But so that no member of the Council of Management or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Council or Governing Body except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.
- (iv) PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a

member for payment of debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.

7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the members of the Company but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company by Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable purpose.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

W C Tuke  
Rollo Hardy & Company Limited  
Paddockhall Road  
Haywards Heath  
Sussex

R I Burnett  
Royal Worcester Industrial Ceramics Limited  
Gilfach Road  
Tonyrefail  
Glamorgan

J G W Charnaud  
The Royal Sovereign Pencil Company Limited  
Britannia Works  
Cowbridge Road  
Pontyclun  
Glamorgan

J E Davies  
Celnik & Power Limited  
Celebrity Works  
Llwynypia  
Tonypany  
Glamorgan

K MacLennan  
T C Jones & Co Limited  
93-95 Wood Lane  
Shepherds Bush  
London W12

C W Benedict  
Porth Textiles Limited  
Llwynypia  
Rhondda  
Glamorgan

---

Dated this 15th day of September 1966

Witness to the above Signatures:

A H David  
1 Merthyr Road  
Bridgend  
Glamorgan

Group Training Officer

THE COMPANIES ACT 1985  
ARTICLES OF ASSOCIATION  
OF  
GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED

---

1. In these articles:-

"the Act" means the Companies Act, 1985 and every other act for the time being in force concerning Companies and affecting the Company.

"the Company" means the above named Company.

"the Seal" means the common seal of the Company.

"the Industry" means the Engineering Industry as defined by the Industrial Training (Engineering Board) Order, 1980, as amended by subsequent legislation and other industry where training is required in the interest of that industry.

"Commerce" shall have the meaning normally attributed to it.

"the Council" means the Council of Management for the time being of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. MEMBERSHIP

- (1) The number of members with which the Company proposes to be registered is unlimited.
- (2) There shall be three classes of members of the Company namely ordinary members, representative members and associate members.
- (3) Any person being an individual or body corporate who at the date of application carries on business in the Industry or Commerce may apply to be admitted to ordinary membership.

- (4) Any partnership or other unincorporated body which at the date of application carries on business in the Industry or Commerce may by notice in writing to the Company nominate a person to be its representative, who may apply to be admitted to ordinary membership as a representative member.
- (5) If any individual or body carrying on business not principally in the Engineering Industry or Commerce has nevertheless employees for whom training in the industry is desirable the Council may admit either that individual or body or its representative according to whether it would fall under sub-clause (3) or sub-clause (4) if its business were in the Engineering industry to membership, being either ordinary membership or representative membership as appropriate.
- (6) If any individual or body carrying on business not in the industry or commerce has nevertheless employees for whom training is desirable the Council may admit either that individual or body or its representative according to whether it would fall under sub-clause (3) or sub-clause (4) if its business were in the engineering industry to associate membership.
- (7) A body which is represented by a representative member may from time to time nominate in writing another person to be its representative member in place of that member; and in that event the former member shall cease to be a member and the new representative shall be admitted to membership as of right in his place. In like manner if a representative member dies the body which he represents may appoint another.
- (8) A person shall become a member under any of the foregoing sub-clauses when
- (a) He has submitted an application in writing for membership
  - (b) He has paid the first subscription (if any) required of a member and
  - (c) The Council has approved his application for membership.
- (9) A change in the persons constituting a partnership or other unincorporated body shall not itself affect the membership of its representative member, but he shall be deemed to represent the body as for the time being constituted.
- (10) No partnership or other unincorporated body shall be represented by more than one representative member; nor shall an individual partner or member of such body be qualified as such to become an ordinary member.

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(11) The powers of the Council under sub-clauses (5) & (6) of this Article shall not be exercised unless the Company in General Meeting shall have authorised the exercise thereof either generally or in a particular case and the exercise thereof shall be subject to the terms of any such authorisation.

(12) A member of the Company shall enjoy the rights granted to him by these Articles. Neither he nor the body he represents shall be entitled by virtue of his membership to obtain any preference for persons in his employment in the allocation of places on any course carried out on the premises of the Company or to any share of any profits made by the Company or of its assets on winding up.

3. (1) A member whether ordinary, representative or associate may resign from membership by not less than one year's notice in writing expiring at the end of the training year.

(2) A representative member may resign from membership by not less than one year's notice in writing expiring at the end of the training year and for this purpose if such body has been represented by a succession of representative members notice to resign given by one of them shall be deemed to have been given by his successors.

(3) Provided that with the approval of a resolution of the Company in General Meeting an ordinary member or a representative or associate member shall be entitled to resign membership at an earlier time or by shorter notice.

4. A signatory to the Memorandum of Association, if qualified to become a member under Article 2 on or within three months after the date of incorporation, shall on that date, or on his being so qualified, be entered in the books of the Company as a member of the class for which he is so qualified. If he is not and does not become so qualified he shall not be eligible to be a member on the expiry of the said three months.

#### GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting 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 Company and that of the next.

PROVIDED that so long as the Company 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 time and place as the Council shall appoint.

6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. The Council may whenever it thinks fit convene an Extraordinary General Meeting and shall summon such a meeting, if so requested, in writing by the Chairman of the Company or 25 per centum of the members of the Company and all members and associate members shall be entitled to attend and speak at such meeting.

8. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meetings to such persons as are, under the Articles of the Association, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.

9. The accidental omission to give notice of 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

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of a Chairman, Vice Chairman, Treasurer and Councillors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided a quorum shall consist of one quarter of the members being present in person.

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

13. (1) At every Annual General Meeting there shall be elected a Chairman, Vice Chairman and Treasurer of the Company, who shall enter on their offices at the expiry of that meeting and hold office until the expiry of the Annual General Meeting in the following year. If there should be any casual vacancy in any such offices or if an Annual General Meeting shall fail to fill any of such offices the Council may elect a person to the office to fill the vacancy until the expiry of the next Annual General Meeting. Any of such officers who retires shall be eligible for re-election.
- (2) No person shall be elected to the office of Chairman or Vice Chairman unless at the time of his election he is either a member of the Company or a representative appointed under Article 2 (4) or a corporate member of the Company appointed under Article 17.
- (3) No person shall hold office as Treasurer at any time when he holds any other office being an office of profit in the Company.

14. The Chairman of the Company, or, if he be not present, the Vice Chairman of the Company shall preside at every General Meeting of the Company; if neither is present, the members of the Company present shall elect one of their number to preside.

15. Any General Meeting may adjourn from time to time as the meeting thinks fit.

#### VOTES OF MEMBERS

16. Voting at a General Meeting shall be by a show of hands and every member present shall have one vote. If voting is equal the person presiding shall have a second or casting vote.

17. A corporation which is a member of the Company may from time to time by resolution of its directors notified in writing to the Company appoint such person as it thinks fit as its representative at any General Meeting of the Company, and the person so authorised shall be entitled to vote and to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporate member whose representative under this Article is present at a meeting shall be deemed for the purpose of these Articles to be itself a member present at the meeting.

18. Any member other than a body corporate may from time to time by notice in writing to the Company nominate a person to be his deputy and such deputy may attend any General Meeting which the member himself does not attend and may then vote and exercise such powers on behalf of the member as the member himself could have exercised if he had attended the meeting. A member represented at a meeting by his deputy shall be deemed to be present at the meeting.

19. The Treasurer, if not a Councillor, may nevertheless attend and speak (but not vote) at any General Meeting although he is not otherwise qualified to attend the meeting.

20. An associate member may attend and speak (but not vote) at any General Meeting although he is not otherwise qualified to attend the meeting.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

22. In respect to voting by proxy Section 372 of the Companies Act 1985 shall apply.

#### COUNCILLORS

23. The Council of the Company shall consist of the following members:-

- (a) The Chairman and Vice Chairman for the time being of the Company who shall be members ex-officio; and
- (b) Seven members (or such other numbers of members as the Company, in general meeting, shall from time to time fix) appointed by the Company in General Meeting each of whom shall be chosen as representing one of the persons or bodies which are ordinary members of the Company or are represented by representative members of the Company. Councillors under this sub-paragraph are hereinafter called ordinary Councillors.

Provided that the first Councillors shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first General Meeting of the Company at the expiry of which they shall retire unless re-elected.

24. If any casual vacancy shall occur among the Councillors the Council may appoint a person to fill that vacancy. The person so appointed shall be chosen as representing the same person or body which the Councillor who has vacated office was chosen to represent and shall hold office for the remainder of the period for which such last mentioned Councillor would normally have held office.

25. The Council may act notwithstanding any vacancy in its body provided that if the number of Councillors shall fall below four then until there are at least four Councillors the Council may only act for the purposes of filling vacancies in the Council, summoning a General Meeting or admitting persons to membership of the Company.

- 26.
- (1) The Treasurer of the Company if not otherwise a Councillor, shall be entitled to attend and speak at all meetings of the Council. If he is a Councillor (but not otherwise) he shall be entitled to vote in that capacity.
  - (2) The Council may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Council either generally or on any specific occasion.
  - (3) The Engineering Industry Training Board shall be entitled to receive notice of meetings of the Council of the Company or any committee to which any powers are delegated and to appoint a representative to attend and speak (but not vote) at any such meeting.

27. Councillors shall not be entitled to receive remuneration for acting as such, but may be entitled to be paid all reasonable

expenses properly incurred by them in attending and returning from meetings of the Council or any committee thereof or otherwise in connection with the business of the Company.

#### POWERS OF COUNCILLORS

28. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

30. The Council shall cause proper minutes to be kept of the proceedings of the Council or any committee thereof.

#### DISQUALIFICATION OF COUNCILLORS

31. The office of Councillor shall be vacated if the Councillor:-

- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
- (b) becomes prohibited under section 302 of the Act as an undischarged bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes disqualified from being a Councillor by reason of any order made under sections 295 to 300 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) ceases to be Councillor by virtue of section 293 of the Act.

#### ROTATION OF COUNCILLORS

32. At the first Annual General Meeting of the Company all the ordinary Councillors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Councillors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

33. The ordinary Councillors to retire in every year shall be those who have been longest in office since their last election, but

as between persons who became Councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

34. A retiring Councillor shall be eligible for re-election.

35. The Company at the meeting at which an ordinary Councillor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Councillor shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Councillor shall have been put to the meeting and lost.

#### PROCEEDINGS OF COUNCILLORS

36. The Councillors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Councillor may, and the Secretary on the requisition of a Councillor shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Councillor for the time being absent from the United Kingdom.

37. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.

38. The Council may elect a Chairman of its meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be Chairman of the meeting.

39. The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. All acts and proceedings of such committees should be reported back to the Council as soon as possible.

40. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

41. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

42. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a Councillor, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillor or person acting

as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

43. A resolution in writing, signed by all the Councillors for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### SECRETARY

44. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

45. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Councillor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Councillor and as, or in place of, the secretary.

#### THE SEAL

46. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor or by some other person appointed by the Council for the purpose.

#### ACCOUNT

47. The Council shall cause accounting records to be kept in accordance with section 221 of the Act.

48. The books of account shall be kept at the registered office of the Company, or, subject to section 222 of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection by any member of the Council or any member of the Company, or a representative of the Engineering Industry Training Board. A copy of the annual accounts shall be supplied to the Director of Finance of the said Board.

49. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

50. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

51. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company;
- (c) a representative of the Engineering Industry Training Board at such address as shall from time to time be specified by the said Board.

No other person shall be entitled to receive notices of General Meetings.

#### FEES AND SUBSCRIPTIONS

52. A member of the Company shall be liable to pay to the Company such entrance fee, annual subscription or other levy as shall from time to time be determined by the Council who may prescribe bye-laws or rules setting out the terms of membership and the conditions on which membership may be terminated. Membership shall be personal and shall not be capable of transfer or transmission.

#### DISSOLUTION

53. On dissolution of the Company any surplus assets shall be applied in accordance with the Memorandum of Association and not be distributed among members.

#### INDEMNITY

54. Subject to the provisions of, and so far as can be permitted by statute and by the Memorandum and Articles hereof, every Councillor, Auditor or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharging of his duties or in relation thereof.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

W C Tuke  
Rollo Hardy & Company Limited  
Paddockhall Road  
Haywards Heath  
Sussex

R I Burnett  
Royal Worcester Industrial Ceramics Limited  
Gilfach Road  
Tonyrefail  
Glamorgan

J G W Charnaud  
The Royal Sovereign Pencil Company Limited  
Britannia Works  
Cowbridge Road  
Pontyclun  
Glamorgan

J E Davies  
Celnik & Power Limited  
Celebrity Works  
Llwynypia  
Tonypandy  
Glamorgan

K MacLennan  
T C Jones & Co Limited  
93-95 Wood Lane  
Shepherds Bush  
London W12

C W Benedict  
Porth Textiles Limited  
Llwynypia  
Rhondda  
Glamorgan

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Dated this 15th day of September 1966

Witness to the above Signatures:

A H David  
1 Merthyr Road  
Bridgend  
Glamorgan

Group Training Officer

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No. 894742

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
of

GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED

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Incorporated the 23rd day of December 1966

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED

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1. The name of the company is "Glamorgan Counties Group Training Association Limited" (hereinafter called "the Company").

2. The registered office of the Company will be situate in England and Wales.

3. The objects for which the Company is established are:-

(A) To promote and advance adequate training of persons employed or intending to be employed in industry and commerce.

(B) Subject to the foregoing object, to extend such training to members of the public generally.

In furtherance of the above objects but not further or otherwise, the Company shall have the following powers:-

(C) To provide equip and carry on training centres, workshops, libraries or any other facilities for training and education.

(D) To provide training courses, instruction and demonstration of all sorts.

(E) To co-operate with any person in the provision of industrial or commercial training or education.

(F) To obtain grants from any source for the purposes of the Company and to carry out the terms of any such grants.

(G) To provide assistance by grants or otherwise to individuals engaged or intending to be engaged in any activities mentioned in the foregoing objects to enable them to obtain training or education.

- (H) To acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct maintain and alter any buildings as may be thought fit.
- (I) Subject to such consents as may be required by law, to sell let mortgage dispose of or turn to account all or any of the property of the Company and to invest any moneys of the Company in any manner authorised by law for the investment of trust funds.
- (J) To employ and remunerate staff not being members of the Council, and to grant reasonable and necessary pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of such pensions and retirement benefits for employees or former employees of the Company, their widows, children and other dependants.
- (K) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge of any assets of the Company.
- (L) To act as trustee of any trusts in connection with the purposes of the Company.
- (M) To subscribe to and assist any charitable institution having objects similar to those of the Company.
- (N) To do all other lawful things necessary to the carrying out of its main objects.

Provided always that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their

own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the extent as they would as such Governing Body have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. (i) The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company.
- (ii) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent by any member of the Company at a rate per annum not exceeding two percent less than the average base rate prescribed for the time being by members of the Committee of London clearing banks or 3% whichever is the greater or reasonable and proper rent for any premises demised or let by any members of the Company.
- (iii) But so that no member of the Council of Management or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Council or Governing Body except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.
- (iv) PROVIDED that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceases to be a

member for payment of debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.00.

7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the members of the Company but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company by Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable purpose.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

W C Tuke  
Rollo Hardy & Company Limited  
Paddockhall Road  
Haywards Heath  
Sussex

R I Burnett  
Royal Worcester Industrial Ceramics Limited  
Gilfach Road  
Tonyrefail  
Glamorgan

J G W Charnaud  
The Royal Sovereign Pencil Company Limited  
Britannia Works  
Cowbridge Road  
Pontyclun  
Glamorgan

J E Davies  
Celnik & Power Limited  
Celebrity Works  
Llwynypia  
Tonypandy  
Glamorgan

K Maclellan  
T C Jones & Co Limited  
93-95 Wood Lane  
Shepherds Bush  
London W12

C W Benedict  
Porth Textiles Limited  
Llwynypia  
Rhondda  
Glamorgan

---

Dated this 15th day of September 1966

Witness to the above Signatures:

A H David  
1 Merthyr Road  
Bridgend  
Glamorgan

Group Training Officer

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THE COMPANIES ACT 1985  
ARTICLES OF ASSOCIATION  
OF  
GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED

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1. In these articles:-

"the Act" means the Companies Act, 1985 and every other act for the time being in force concerning Companies and affecting the Company.

"the Company" means the above named Company.

"the Seal" means the common seal of the Company.

"the Industry" means the Engineering Industry as defined by the Industrial Training (Engineering Board) Order, 1980, as amended by subsequent legislation and other industry where training is required in the interest of that industry.

"Commerce" shall have the meaning normally attributed to it.

"the Council" means the Council of Management for the time being of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. MEMBERSHIP

- (1) The number of members with which the Company proposes to be registered is unlimited.
- (2) There shall be three classes of members of the Company namely ordinary members, representative members and associate members.
- (3) Any person being an individual or body corporate who at the date of application carries on business in the Industry or Commerce may apply to be admitted to ordinary membership.

- (4) Any partnership or other unincorporated body which at the date of application carries on business in the Industry or Commerce may by notice in writing to the Company nominate a person to be its representative, who may apply to be admitted to ordinary membership as a representative member.
- (5) If any individual or body carrying on business not principally in the Engineering Industry or Commerce has nevertheless employees for whom training in the industry is desirable the Council may admit either that individual or body or its representative according to whether it would fall under sub-clause (3) or sub-clause (4) if its business were in the Engineering industry to membership, being either ordinary membership or representative membership as appropriate.
- (6) If any individual or body carrying on business not in the industry or commerce has nevertheless employees for whom training is desirable the Council may admit either that individual or body or its representative according to whether it would fall under sub-clause (3) or sub-clause (4) if its business were in the engineering industry to associate membership.
- (7) A body which is represented by a representative member may from time to time nominate in writing another person to be its representative member in place of that member; and in that event the former member shall cease to be a member and the new representative shall be admitted to membership as of right in his place. In like manner if a representative member dies the body which he represents may appoint another.
- (8) A person shall become a member under any of the foregoing sub-clauses when
- (a) He has submitted an application in writing for membership
  - (b) He has paid the first subscription (if any) required of a member and
  - (c) The Council has approved his application for membership.
- (9) A change in the persons constituting a partnership or other unincorporated body shall not itself affect the membership of its representative member, but he shall be deemed to represent the body as for the time being constituted.
- (10) No partnership or other unincorporated body shall be represented by more than one representative member; nor shall an individual partner or member of such body be qualified as such to become an ordinary member.

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(11) The powers of the Council under sub-clauses (5) & (6) of this Article shall not be exercised unless the Company in General Meeting shall have authorised the exercise thereof either generally or in a particular case and the exercise thereof shall be subject to the terms of any such authorisation.

(12) A member of the Company shall enjoy the rights granted to him by these Articles. Neither he nor the body he represents shall be entitled by virtue of his membership to obtain any preference for persons in his employment in the allocation of places on any course carried out on the premises of the Company or to any share of any profits made by the Company or of its assets on winding up.

3. (1) A member whether ordinary, representative or associate may resign from membership by not less than one year's notice in writing expiring at the end of the training year.

(2) A representative member may resign from membership by not less than one year's notice in writing expiring at the end of the training year and for this purpose if such body has been represented by a succession of representative members notice to resign given by one of them shall be deemed to have been given by his successors.

(3) Provided that with the approval of a resolution of the Company in General Meeting an ordinary member or a representative or associate member shall be entitled to resign membership at an earlier time or by shorter notice.

4. A signatory to the Memorandum of Association, if qualified to become a member under Article 2 on or within three months after the date of incorporation, shall on that date, or on his being so qualified, be entered in the books of the Company as a member of the class for which he is so qualified. If he is not and does not become so qualified he shall not be eligible to be a member on the expiry of the said three months.

#### GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting 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 Company and that of the next.

PROVIDED that so long as the Company 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 time and place as the Council shall appoint.

6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. The Council may whenever it thinks fit convene an Extraordinary General Meeting and shall summon such a meeting, if so requested, in writing by the Chairman of the Company or 25 per centum of the members of the Company and all members and associate members shall be entitled to attend and speak at such meeting.

8. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meetings to such persons as are, under the Articles of the Association, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.

9. The accidental omission to give notice of 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

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of a Chairman, Vice Chairman, Treasurer and Councillors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided a quorum shall consist of one quarter of the members being present in person.

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

13. (1) At every Annual General Meeting there shall be elected a Chairman, Vice Chairman and Treasurer of the Company, who shall enter on their offices at the expiry of that meeting and hold office until the expiry of the Annual General Meeting in the following year. If there should be any casual vacancy in any such offices or if an Annual General Meeting shall fail to fill any of such offices the Council may elect a person to the office to fill the vacancy until the expiry of the next Annual General Meeting. Any of such officers who retires shall be eligible for re-election.
- (2) No person shall be elected to the office of Chairman or Vice Chairman unless at the time of his election he is either a member of the Company or a representative appointed under Article 2 (4) or a corporate member of the Company appointed under Article 17.
- (3) No person shall hold office as Treasurer at any time when he holds any other office being an office of profit in the Company.

14. The Chairman of the Company, or, if he be not present, the Vice Chairman of the Company shall preside at every General Meeting of the Company; if neither is present, the members of the Company present shall elect one of their number to preside.

15. Any General Meeting may adjourn from time to time as the meeting thinks fit.

#### VOTES OF MEMBERS

16. Voting at a General Meeting shall be by a show of hands and every member present shall have one vote. If voting is equal the person presiding shall have a second or casting vote.

17. A corporation which is a member of the Company may from time to time by resolution of its directors notified in writing to the Company appoint such person as it thinks fit as its representative at any General Meeting of the Company, and the person so authorised shall be entitled to vote and to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporate member whose representative under this Article is present at a meeting shall be deemed for the purpose of these Articles to be itself a member present at the meeting.

18. Any member other than a body corporate may from time to time by notice in writing to the Company nominate a person to be his deputy and such deputy may attend any General Meeting which the member himself does not attend and may then vote and exercise such powers on behalf of the member as the member himself could have exercised if he had attended the meeting. A member represented at a meeting by his deputy shall be deemed to be present at the meeting.

19. The Treasurer, if not a Councillor, may nevertheless attend and speak (but not vote) at any General Meeting although he is not otherwise qualified to attend the meeting.

20. An associate member may attend and speak (but not vote) at any General Meeting although he is not otherwise qualified to attend the meeting.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

22. In respect to voting by proxy Section 372 of the Companies Act 1985 shall apply.

#### COUNCILLORS

23. The Council of the Company shall consist of the following members:-

- (a) The Chairman and Vice Chairman for the time being of the Company who shall be members ex-officio; and
- (b) Seven members (or such other numbers of members as the Company, in general meeting, shall from time to time fix) appointed by the Company in General Meeting each of whom shall be chosen as representing one of the persons or bodies which are ordinary members of the Company or are represented by representative members of the Company. Councillors under this sub-paragraph are hereinafter called ordinary Councillors.

Provided that the first Councillors shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first General Meeting of the Company at the expiry of which they shall retire unless re-elected.

24. If any casual vacancy shall occur among the Councillors the Council may appoint a person to fill that vacancy. The person so appointed shall be chosen as representing the same person or body which the Councillor who has vacated office was chosen to represent and shall hold office for the remainder of the period for which such last mentioned Councillor would normally have held office.

25. The Council may act notwithstanding any vacancy in its body provided that if the number of Councillors shall fall below four then until there are at least four Councillors the Council may only act for the purposes of filling vacancies in the Council, summoning a General Meeting or admitting persons to membership of the Company.

26. (1) The Treasurer of the Company if not otherwise a Councillor, shall be entitled to attend and speak at all meetings of the Council. If he is a Councillor (but not otherwise) he shall be entitled to vote in that capacity.

(2) The Council may also invite such other persons as it thinks fit to attend and speak (but not vote) at meetings of the Council either generally or on any specific occasion.

(3) The Engineering Industry Training Board shall be entitled to receive notice of meetings of the Council of the Company or any committee to which any powers are delegated and to appoint a representative to attend and speak (but not vote) at any such meeting.

27. Councillors shall not be entitled to receive remuneration for acting as such, but may be entitled to be paid all reasonable

expenses properly incurred by them in attending and returning from meetings of the Council or any committee thereof or otherwise in connection with the business of the Company.

#### POWERS OF COUNCILLORS

28. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

29. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

30. The Council shall cause proper minutes to be kept of the proceedings of the Council or any committee thereof.

#### DISQUALIFICATION OF COUNCILLORS

31. The office of Councillor shall be vacated if the Councillor:-

- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
- (b) becomes prohibited under section 302 of the Act as an undischarged bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes disqualified from being a Councillor by reason of any order made under sections 295 to 300 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) ceases to be Councillor by virtue of section 293 of the Act.

#### ROTATION OF COUNCILLORS

32. At the first Annual General Meeting of the Company all the ordinary Councillors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Councillors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

33. The ordinary Councillors to retire in every year shall be those who have been longest in office since their last election, but

as between persons who became Councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

34. A retiring Councillor shall be eligible for re-election.

35. The Company at the meeting at which an ordinary Councillor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Councillor shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Councillor shall have been put to the meeting and lost.

#### PROCEEDINGS OF COUNCILLORS

36. The Councillors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Councillor may, and the Secretary on the requisition of a Councillor shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Councillor for the time being absent from the United Kingdom.

37. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.

38. The Council may elect a Chairman of its meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be Chairman of the meeting.

39. The Council may delegate any of its powers to committees consisting of such Councillor or Councillors as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. All acts and proceedings of such committees should be reported back to the Council as soon as possible.

40. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

41. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

42. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a Councillor, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillor or person acting



as aforesaid, or that they or any of them are disqualified, as valid as if every such person had been duly appointed and qualified to be a Councillor.

43. A resolution in writing, signed by all the Councillors for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### SECRETARY

44. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

45. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Councillor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Councillor and as, or in place of, the secretary.

#### THE SEAL

46. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor or by some other person appointed by the Council for the purpose.

#### ACCOUNT

47. The Council shall cause accounting records to be kept in accordance with section 221 of the Act.

48. The books of account shall be kept at the registered office of the Company, or, subject to section 222 of the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection by any member of the Council or any member of the Company, or a representative of the Engineering Industry Training Board. A copy of the annual accounts shall be supplied to the Director of Finance of the said Board.

49. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

50. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

51. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
- (b) the auditor for the time being of the Company;
- (c) a representative of the Engineering Industry Training Board at such address as shall from time to time be specified by the said Board.

No other person shall be entitled to receive notices of General Meetings.

#### FEES AND SUBSCRIPTIONS

52. A member of the Company shall be liable to pay to the Company such entrance fee, annual subscription or other levy as shall from time to time be determined by the Council who may prescribe bye-laws or rules setting out the terms of membership and the conditions on which membership may be terminated. Membership shall be personal and shall not be capable of transfer or transmission.

#### DISSOLUTION

53. On dissolution of the Company any surplus assets shall be applied in accordance with the Memorandum of Association and not be distributed among members.

#### INDEMNITY

54. Subject to the provisions of, and so far as can be permitted by statute and by the Memorandum and Articles hereof, every Councillor, Auditor or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharging of his duties or in relation thereof.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

W C Tuke  
Rollo Hardy & Company Limited  
Paddockhall Road  
Haywards Heath  
Sussex

R I Burnett  
Royal Worcester Industrial Ceramics Limited  
Gilfach Road  
Tonyrefail  
Glamorgan

J G W Charnaud  
The Royal Sovereign Pencil Company Limited  
Britannia Works  
Cowbridge Road  
Pontyclun  
Glamorgan

J E Davies  
Celnik & Power Limited  
Celebrity Works  
Llwynypia  
Tonypandy  
Glamorgan

K MacLennan  
T C Jones & Co Limited  
93-95 Wood Lane  
Shepherds Bush  
London W12

C W Benedict  
Porth Textiles Limited  
Llwynypia  
Rhondda  
Glamorgan

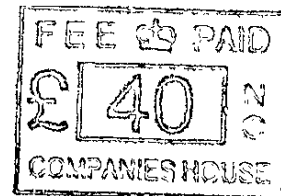
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Dated this 15th day of September 1966

Witness to the above Signatures:

A H David  
1 Merthyr Road  
Bridgend  
Glamorgan

Group Training Officer



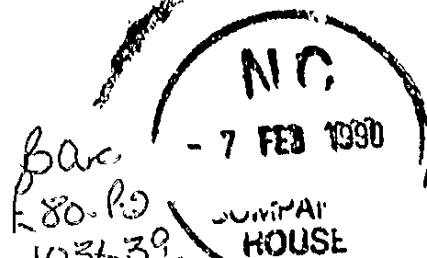
**COMPANY NO : 894742**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**SPECIAL RESOLUTION**  
**OF**  
**GLAMORGAN COUNTIES GROUP TRAINING ASSOCIATION LIMITED**

Passed the 12th day of December 1989

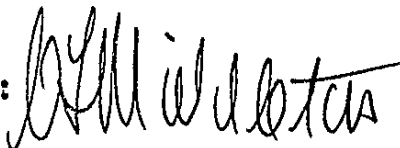
At an Annual General Meeting of the above named Company duly convened and held at The Maerdy Hotel, Coychurch Road, Pencoed, Mid Glamorgan on the 12th day of December 1989, the following Resolutions were passed :

1. That the name of "Glamorgan Counties Group Training Association Limited" be changed to "Glamorgan Counties Training Trust (Limited)" and that the word "Limited" be omitted from the name so that the new name of the Company be "Glamorgan Counties Training Trust" (hereinafter called "the Charity").
2. That the Charity (Glamorgan Counties Group Training Association Limited as renamed Glamorgan Counties Training Trust - Resolution 1 above) operates through a commercial Company known as "Glamorgan Counties Training Services Limited" (hereinafter called "the new Company") which shall be established in the following way :
  - 2.1 All the shares of the new Company shall be issued to the Charity and the Secretary of the new Company shall hold one share in trust for the Charity.
  - 2.2 The new Company shall enter into a Deed of Covenant to donate all its profits after appropriate retentions to the Charity for a period of five years which shall be renewed thereafter. In the event that there is no covenant system which accrues taxable benefit then the new Company shall seek to donate monies to the Charity by whatever means possible.

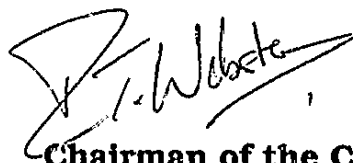


- 2.3 The Directors, as appointed by the Charity to the new Company shall have power to receive reasonable remuneration for their services and such remuneration will be given with the approval of the Charity.
- 2.4 The Board of Directors of the new Company shall consist of seven Directors in number. The Board shall consist of a Managing Director, plus another Director and five Directors nominated by the Charity and a quorum shall be four.
- 2.5 In respect of Resolution 2.4 above the Chief Executive of the Charity shall act as Managing Director of the new Company
- 2.6 The Directors shall have the duty of creating a business plan under the new Company's Mission Statement and shall submit such a plan to the Charity for information and approval.
- 2.7 That the Charity transfers its freehold interest in the premises known as Fairwood House, Rhyd Lane, Aberkenfig, Nr. Bridgend, Mid Glamorgan to the new Company in return for a commercial lease of such premises, as may be extended.
3. That the Charity adopt the following by way of its Mission Statement :
- "To maintain an effective and profitable training service that supports industry, commerce and the community and to further such activities internationally"
4. The Charity authorises the Directors of the new Company to do all acts and things to carry out the above Resolutions.
5. The Charity gives authority for the Directors to participate in Association Activities, along with other similar training bodies.

Signed :



Secretary of the Company



Chairman of the Company

Date :

12 DECEMBER 1989

G

COMPANIES FORM No. 30(5)(c)

**Declaration on change of  
name omitting "limited"  
or its Welsh equivalent**

30(5)(c)

\* Please do not  
write in  
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

For official use Company number

[ ] [ ] [ ]

894742

Name of company

\* GLAMORGAN COUNTIES TRAINING TRUST GROUP TRAINING  
ASSOCIATION LIMITED

\*Insert full name  
of company

I, TIVY BENJAMIN JOHN REYNOLDS

of 54 CLARENDON ROAD, WATFORD, HERTS. WD1 1LB

†Delete as  
appropriate

I.T. ~~a director~~ ~~the secretary~~ of SOLICITOR TO GLAMORGAN COUNTIES TRAINING TRUST

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Pickworths  
73 Clarendon Road Watford in  
the County of Hertford  
the 6th day of February  
One thousand nine hundred and ninety  
before me I. Tettman

Declarant to sign below

T. B. J. Reynolds

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~ having the powers conferred on a Commissioner for Oaths.

I. TETTMAN.

Presenter's name, address and  
reference (if any):

T.B.J. REYNOLDS  
54 CLARENDON ROAD  
WATFORD  
HERTS WD1 1LB

For official use  
General Section

Post room

oyez

The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G30(5)(c)

F5463 5 86

6017995

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**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 894742

I hereby certify that

**GLAMORGAN COUNTIES GROUP TRAINING  
ASSOCIATION LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**GLAMORGAN COUNTIES TRAINING TRUST**

Given under my hand at the Companies Registration Office,  
Cardiff the 16 FEBRUARY 1990

*M. Rose*  
M. ROSE

an authorised officer

COMPANY NO : 894742

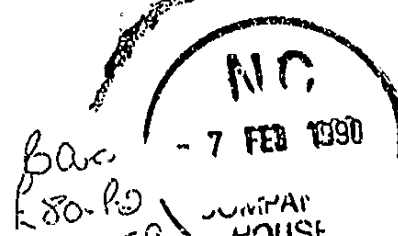


**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**SPECIAL RESOLUTION**  
**OF**  
**GLAMORGAN COUNTIES GROUP TRAINING ASSOCIATION LIMITED**

Passed the 12th day of December 1989

At an Annual General Meeting of the above named Company duly convened and held at The Maerdy Hotel, Coychurch Road, Pencoed, Mid Glamorgan on the 12th day of December 1989, the following Resolutions were passed :

1. That the name of "Glamorgan Counties Group Training Association Limited" be changed to "Glamorgan Counties Training Trust (Limited)" and that the word "Limited" be omitted from the name so that the new name of the Company be "Glamorgan Counties Training Trust" (hereinafter called "the Charity").
2. That the Charity (Glamorgan Counties Group Training Association Limited as renamed Glamorgan Counties Training Trust - Resolution 1 above) operates through a commercial Company known as "Glamorgan Counties Training Services Limited" (hereinafter called "the new Company") which shall be established in the following way :
  - 2.1 All the shares of the new Company shall be issued to the Charity and the Secretary of the new Company shall hold one share in trust for the Charity.
  - 2.2 The new Company shall enter into a Deed of Covenant to donate all its profits after appropriate retentions to the Charity for a period of five years which shall be renewed thereafter. In the event that there is no covenant system which accrues taxable benefit then the new Company shall seek to donate profits to the Charity by whatever means possible.





- 2.3 The Directors, as appointed by the Charity to the new Company shall have power to receive reasonable remuneration for their services and such remuneration will be given with the approval of the Charity.**
- 2.4 The Board of Directors of the new Company shall consist of seven Directors in number. The Board shall consist of a Managing Director, plus another Director and five Directors nominated by the Charity and a quorum shall be four.**
- 2.5 In respect of Resolution 2.4 above the Chief Executive of the Charity shall act as Managing Director of the new Company**
- 2.6 The Directors shall have the duty of creating a business plan under the new Company's Mission Statement and shall submit such a plan to the Charity for information and approval.**
- 2.7 That the Charity transfers its freehold interest in the premises known as Fairwood House, Rhyd Lane, Aberkenfig, Nr. Bridgend, Mid Glamorgan to the new Company in return for a commercial lease of such premises, as may be extended.**

**3. That the Charity adopt the following by way of its Mission Statement :**

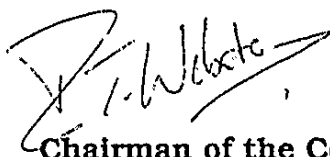
**"To maintain an effective and profitable training service that supports industry, commerce and the community and to further such activities internationally"**

- 4. The Charity authorises the Directors of the new Company to do all acts and things to carry out the above Resolutions.**
- 5. The Charity gives authority for the Directors to participate in Association Activities, along with other similar training bodies.**

Signed :



**Secretary of the Company**



**Chairman of the Company**

**Date :**

**12 DECEMBER 1989**

COMPANY NO : 894742

NC/CN 36134

SIGNED

DATE

**THE COMPANIES ACT 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**SPECIAL RESOLUTION**

**OF**

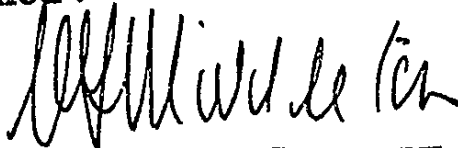
**GLAMORGAN COUNTIES TRAINING TRUST**

**Passed the fifth day of September 1990**

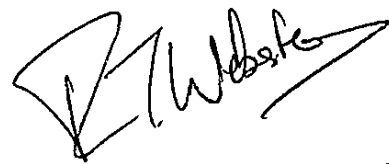
**At an Extraordinary General Meeting of the above named Company duly convened and held at Fairwood House, Rhyd Lane, Aberkenfig, Near Bridgend, Mid-Glamorgan CF32 9PW on the fifth day of September 1990, the following Resolution was passed :-**

- 1. That the name of "Glamorgan Counties Training Trust" be changed to "Training Trust (Wales)".**

**Signed :**

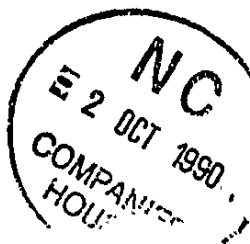


**Secretary of the Company**



**Chairman of the Company**

**Date : 28<sup>th</sup> September 1990**



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 894742

I hereby certify that

GLAMORGAN COUNTIES TRAINING TRUST

having by special resolution changed its name,  
is now incorporated under the name of

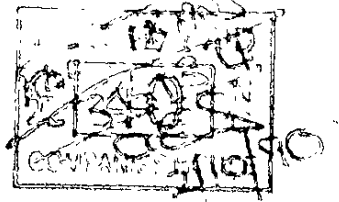
TRAINING TRUST (WALES)

Given under my hand at the Companies Registration Office,  
Cardiff the 2 OCTOBER 1990

*A. M. Evans.*  
A. M. EVANS

an authorised officer

894-742  
COMPANY NO : ~~2422780~~



THE COMPANIES ACT 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

GLAMORGAN COUNTIES TRAINING TRUST

Passed the Eleventh day of June 1990

At an Extraordinary General Meeting of the above named Company duly convened and held at Fairwood House, Rhyd Lane, Aberkenfig, Near Bridgend, Mid-Glamorgan CF32 9PW on the Eleventh day of June 1990, the following Resolution was passed :-

1. That the name of "Glamorgan Counties Training Trust" be changed to "Welsh Training Trust."

Signed :

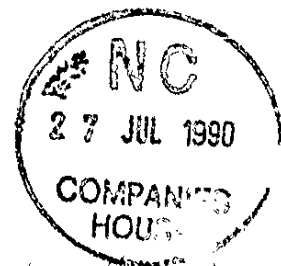
*[Signature]*

Secretary of the Company

*[Signature]*

Chairman of the Company

Date : 17<sup>th</sup> July 1990



894742  
COMPANY NUMBER: ~~518759~~

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

SPECIAL RESOLUTION

OF

TRAINING TRUST (WALES) LIMITED

PASSED 10TH MARCH 1992

At an Extraordinary General Meeting of the Company passed on the above date the following resolution was passed as a special resolution:

"That the Memorandum of Association of the Company is hereby amended by the deletion of existing clause 3(I) and the inclusion of the following new clause 3(I):

"Subject to the proviso to this clause and to such consents as may be required by law to sell let mortgage dispose of or turn to account all or any of the property of the Company and to invest any moneys of the Company in any manner authorised by law for the investment of trust funds; PROVIDED that the Company shall be empowered as it sees fit to acquire relevant securities (as defined in Section 80 of the Companies Act 1985) of the Company's wholly owned subsidiary Training Services (Wales) Limited from time to time for cash or other than for cash."

SECRETARY



Presented by:

JOSEPH MATHIAS & Co.

EOS HOUSE

WESTON SQUARE, BARRY

SOUTH GLAMORGAN CF6 7YF

