

COMPANY NUMBER: 894742

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
TRAINING TRUST (WALES)
PASSED 15TH JULY 1998

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"That the Memorandum and Articles of Association of the Company is hereby repealed in its entirety and replaced by the annexed Memorandum and Articles of Association (which has been initialled on the cover page by the Chairman for identification purposes) which shall with immediate effect and hereafter be the Memorandum and Articles of Association of the Company.



Company Secretary

Presented by:

Clive Mathias LLB (Lond) ACIS
Clive Mathias & Co
Eos House
Weston Square
Barry
Vale of Glamorgan
CF63 2YF



COMPANY NUMBER 894742

THE COMPANIES ACT 1985

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

TRAINING TRUST (WALES)

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

FORMERLY:

**RHONDDA GROUP TRAINING ASSOCIATION LIMITED
AND
GLAMORGAN COUNTIES GROUP TRAINING ASSOCIATION LIMITED
AND
GLAMORGAN COUNTIES TRAINING TRUST**

DATE OF INCORPORATION: 23RD DECEMBER 1966

**DATES OF THE INCORPORATIONS OF THE CHANGES OF NAME:
8TH DECEMBER 1978
16TH FEBRUARY 1990
2ND OCTOBER 1990**

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

MEMORANDUM OF ASSOCIATION

OF

TRAINING TRUST (WALES)

1. The Company's name is Training Trust (Wales).
2. The Company's Registered Office is to be situated in Wales and England.
3. The Company's objects are:
 - a) To promote and advance adequate training of persons employed or intending to be employed in industry and commerce whether in the public or the private sector;
 - b) Subject to the foregoing object, to extend such training to members of the public generally.
 - c) In furtherance of the above objects but not further or otherwise, the Company shall have the following powers:-
 - i) To provide equip and carry on training centres, workshops, libraries or any other facilities for training and education;
 - ii) To provide training courses, instruction and demonstration of all sorts;
 - iii) To co-operate with any person in the provision of industrial or commercial training or education;
 - iv) To obtain grants from any source for the purposes of the Company and to carry out the terms of any such grants;
 - v) 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;
 - vi) to employ staff and to make reasonable provision for the payment of pensions to the staff and their dependants. PROVIDED that no Director of the Company shall be paid employees of the Company. Such staff who shall be employed by the Company shall be as are necessary for the proper pursuit of the objects of the Company;
 - vii) to establish or support any charitable trusts associations or institutions formed for all or any of the objects of the Company;
 - viii) to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purpose and to exchange information and advice with them;
 - ix) 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;
 - x) To acquire alter improve (subject to such consents as may be required by law) or charge property;
 - xi) Subject to the proviso to this clause and to such consents as may be required by law to sell let mortgage dispose of turn to account all or any 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 cash;

- xii) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes and other negotiable or transferable instruments;
- xiii) to do all such other lawful things as are necessary to achieve the objects of the Company;

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set out in the Memorandum of Association. No portion of such income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company. The Company shall not be entitled to pay remuneration or bonus or any kind of payment for services nor provide any cash or non cash benefit of any kind to any of its Directors. But the Company may (in good faith) pay:

- a) the Directors their reasonable expenses incurred in carrying out their duties for the Company;
- b) reasonable and proper remuneration to any member or officer of the Company who is not a Director of the Company.

5. The liability of the members is limited.

6. If upon any winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be 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 shall 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.

7. 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 or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1).

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF TRAINING TRUST (WALES)

The regulations which follow are the Articles of Association of the Company.

MEMBERS

1. There shall be three classes of members of the Company:

- a) Ordinary Member

An Ordinary Member may be an individual or a corporate body.

- b) Representative Member

A Partnership or any other kind of unincorporated body may be invited to membership and shall be represented by a Representative Member who shall be an Ordinary Member. A Representative Member shall cease to be a member of the Company when and if the body which is represented by the Representative Member shall nominate some other person as its Representative Member in writing or shall not pay its subscription.

- c) Associate Member

Any person (whether an individual or corporate body) may be admitted as an Associate Member if in the opinion of the Directors it would be in the interests of the Company to do so.

2. Any person (being an individual or body corporate who or which carries on business in industry or commerce or provides services or operates in the public or private sector) may apply for or be invited to membership. The Directors of the Company from time to time shall have the sole discretion to admit any such person to membership as an ordinary or representative or Associate Member.
3. Subject to any statutory regulations in force from time to time there shall be no prescribed minimum or maximum number of Members.
4. Every member of the Company shall consent in writing to be a member. The written consent shall be in a form prescribed and approved by the Directors.
5. A member may at any time resign his or her or its membership of the company by giving at least three months written notice to the company. Membership shall not be transferable and shall cease on death.
6. A member may be removed as a member by resolution of the Directors or the Company.

PROCEEDINGS AT GENERAL MEETINGS

7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may call General Meetings and on the requisition of members pursuant to the provisions of The Companies Act 1985 shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting any Director or any member may call a General Meeting.
9. No business shall be transacted at any General Meeting unless a quorum of members is present in person or by proxy. The quorum for the transaction of business at any General Meeting of the Company shall be one quarter of the number of Members of the Company from time to time and if the number of Members shall not be a multiple of four then the number which is nearest to one quarter shall be the quorum.
10. If a quorum is not present within half an hour from the time appointed for the Meeting or if during the Meeting a quorum ceases to be present the Meeting shall stand adjourned to such time and place as the Directors shall decide.
11. All General Meetings of the Company shall be presided over by the Chairman of Directors or if he or she shall not be able to attend the meeting or is not present within 15 minutes after the scheduled time of the meeting the Vice Chairman shall preside at the meeting. If neither the Chairman nor the Vice Chairman shall be present within 15 minutes after the scheduled time of the meeting or if there shall not be a Chairman or Vice Chairman in office the Directors present shall appoint a Chairman of the meeting from among the Directors present to preside over that meeting.
12. If no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the Meeting the meeting shall be adjourned to such time and place as the Directors shall decide but that if a Director shall not be present at the adjourned meeting within 15 minutes after the scheduled time of the meeting the Members present and entitled to vote shall choose one of their number to be Chairman of that meeting.
13. A Director shall be entitled to attend and speak at any General Meeting of the Company whether or not the Director is a Member of the Company.
14. The Chairman may with the consent of a Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for 14 days or more at least 7 clear days notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such any such notice.
15. A resolution put to the vote of a Meeting shall be decided on a show of hands.

16. A declaration by the Chairman that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry in the minutes of the Meeting to that effect shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
17. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he or she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.
18. The accidental omission to give notice of a Meeting to any person or the non receipt of notice of a Meeting by any person entitled shall not invalidate the Meeting nor any of the resolutions passed or decisions made at the Meeting.

VOTES OF MEMBERS

19. Every Ordinary and Representative Member present in person or by a corporation representative or by proxy (as the case may be) shall have one vote. An Associate Member shall be entitled to receive notice of and to attend General Meetings of the Company but not to vote. A proxy may vote on a show of hands.
20. If there is equality of votes cast on any motion the Chairman shall have a second or casting vote.
21. No objection shall be raised to the qualification of any voter except at the meeting or adjourned Meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be conclusive and final.
22. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be dated. The Directors may prescribe and approve the form or forms of Proxy for any Meeting. Otherwise the instrument need not be in any prescribed form but shall name the Company, the type of Meeting (whether Extraordinary General or Annual General) the date of the Meeting, the name and addresses of the Appointor and the Proxy. The Appointor shall be entitled to nominate a Reserve Proxy if the first choice of Proxy is unable for any reason to attend the Meeting. If the Meeting at which any Proxy is duly appointed is adjourned the duly completed form of Proxy shall be deemed to apply to such adjourned Meeting. The Appointer shall be entitled to appoint any Proxy to vote or abstain from voting at the Meeting on the resolutions or any particular resolution or resolutions as the Proxy shall decide at his or her discretion or to vote for or against or abstain from voting on any resolution as directed by the Appointor.
23. Any instrument appointing a Proxy shall be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of Proxy sent out by the Company as prescribed in the notice or if not prescribed then not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; or
24. Any instrument of proxy which is not deposited or delivered in the prescribed manner shall be invalid.

DIRECTORS

25. The minimum number of Directors in office from time to time shall be seven (or such other greater number as the Directors may decide at any time). There shall be no prescribed maximum number of Directors.
26. The Directors of the Company from time to time shall have and exercise solely the power of appointing Directors except that if there shall be less than two Directors in office the power of appointing Directors shall be exercised by the Company in General Meeting.
27. The Directors shall decide and determine at their absolute discretion the following matters
 - a) the constitution of the Board of Directors including the designation of offices and duties to be undertaken by Directors individually and collectively;
 - b) the appointment and remuneration of any person to any Executive Office so long as any Director who may be appointed shall be unpaid;
 - c) the frequency and conduct of and business to be conducted at Meetings of Directors and General Meetings of the Company.
28. The Chairman and the Vice Chairman of Directors shall be appointed from among the Directors in office by the Directors. All meetings of the Directors shall be presided over by the Chairman or if he or she shall not be able to attend the meeting or is not present within 15 minutes after the scheduled time of the meeting the Vice Chairman shall preside at the meeting. If neither the Chairman nor the Vice Chairman shall be present within 15 minutes after the scheduled time of the meeting or if there shall not be a Chairman or Vice Chairman in office the Directors present shall appoint a Chairman of the meeting from among the Directors present to preside over that meeting. The Chairman or Vice Chairman may be removed from office as Chairman or Vice Chairman at any time by the Directors. In the case of any equality of votes on any motion the Chairman of the meeting shall have a second or casting vote.
29. Subject to the provisions of The Companies Act 1985 the Memorandum and the Articles of Association of the Company and to any directions given by Special Resolution of the Company the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
30. No alteration of the Memorandum or Articles of Association of the Company and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
31. Without prejudice to the extent of the delegation of powers to the Directors such delegated powers shall include:
 - a) the power of the Company to expend the funds of the Company which they consider to be most beneficial for the achievement of the objects of the Company;
 - b) the investment of any part of the funds of the Company at their discretion in accordance with any relevant statutory provisions;
 - c) the direction of the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the charitable objects of the Company.

THE SEAL

40. The Company need not have a common seal. Any common seal of the Company shall only be used with the authority of the Directors. The Directors may determine who shall sign any instrument to which the seal shall be affixed. Unless otherwise so determined it shall be signed by a Director and by the Secretary or by any two Directors.

NOTICES

41. Any notice to be given to or by any person pursuant to the Articles of Association of the Company shall be in writing except that a notice of any Meeting of Directors need not be in writing.
42. The Company may give any notice to a member either personally or by sending it in a prepaid envelope addressed to the Member at his or her registered address or by leaving it at that address.
43. A Member present either in person or by proxy at any Meeting of the Company shall be deemed to have received notice of the Meeting and where requisite of the purposes for which it is called.

INDEMNITY

44. Subject to any statutory provision every Director or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against any losses costs charges expenses liabilities (including without prejudice to the generality of the foregoing any liability which is mentioned in Section 310 of The Companies Act 1985) which he or she may sustain or incur in or about the execution of his or her Office and discharge or purported discharge of his or her duties or otherwise in relation thereto and whether such duties are owed to the Company or to any other person.

ANNUAL REPORT / ANNUAL RETURN

45. The Directors shall comply with the obligations of the Charities Act 1992 (or any statutory re-enactment or modification of that Act) in connection with the preparation of an annual report and annual return and its submission to the Charity Commissioners (if the Company shall be registered as a Charity).

FEES AND SUBSCRIPTIONS

46. A Member of the Company shall be liable to pay the Company a fee as decided by the Company in General Meeting.

* * *