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COMPANIES FORM No. 12

12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

1111

2087537

Name of company

* THE MERTHYR TYDFIL GROUNDWORK TRUST

* Insert full
name of Company

I, Stephen Thomas Lloyd
of 20 Old Bailey, London EC4

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar under
section 10(2)] and that all the requirements of the above Act in respect of the registration of the above

company and of matters precedent and incidental to it 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 6 Snow Hill
London EC1

Declarant to sign below

the 9th day of December
One thousand nine hundred and eighty-six
before me J. M. Cooper, Solicitor

Stephen Lloyd

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

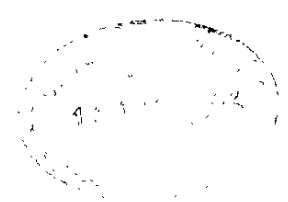
Presentor's name address and
reference (if any):

Bates, Wells and Braithwaite,
20 Old Bailey,
London EC4.

STL.PM.0843/1

For official Use
New Companies Section

Post room



2087537

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE MERTHYR TYDFIL GROUNDWORK TRUST

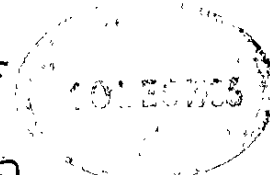


1. The name of the Company (hereinafter called "the Company") is The Merthyr Tydfil Groundwork Trust.
2. The registered office of the Company will be situate in Wales.
3. (a) The objects of the Company are to promote firstly the conservation, protection and improvement of the physical and natural and social environment anywhere in the Merthyr Tydfil Borough Council excluding that area which falls within the Brecon Beacons National Park and secondly to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for those living or working or resorting to the Merthyr Tydfil area and thirdly to advance public education in environmental matters and of the ways of better conserving, protecting and improving the same wheresoever.

(b) In furtherance of these objects or any of them but not further or otherwise the Company shall have the following further powers (which shall nonetheless not affect the generality of the objects)
 - (i) To educate the public regarding the use and abuse of the environment and promote awareness regarding the conservation and improvement of the physical and natural environment.
 - (ii) To procure, promote and effect the achievement of the objects (or any of them) by bringing together all human and material resources of whatsoever kind and the giving of such advice and practical assistance as shall be considered appropriate for that purpose.
 - (iii) To organise or procure the organisation of seminars, courses, conferences, colloquia, schools or other meetings for the furtherance of the said objects or any of them.
 - (iv) To employ, engage or retain the services of such persons as may be necessary for the attainment of the objects) on such terms as may be thought fit.
 - (v) To publish or distribute books, pamphlets, reports, leaflets, journals, films, tapes, video tapes and instrumental matter and to organise lectures, broadcast and courses of instructions.

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£50

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(vi) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage lend to or otherwise deal with Local Authorities and charitable association, societies and bodies established for comparable or similar charitable purposes and for the purpose of promoting the objects of the Company to co-operate with manufacturers, dealers, traders, the press and other non-charitable bodies but not so as to confer any bounty upon them.

(vii) To purchase, lease, hire or otherwise acquire real and personal property and any rights and privileges which shall be necessary or convenient for the promotion of the objects of the Company and to maintain, construct, alter, pull down and convert such buildings as may be necessary or convenient for the work of the Company.

(viii) To accept gifts which may or are intended to further the objects of the Company.

(ix) To raise voluntary funds and receive and accept contributions by way of donations and grants and otherwise and accept and receive gifts or property of any description whether subject to any special trust or not PROVIDED THAT the Company shall not undertake any permanent trading activities (save in furtherance of its main objects) in raising funds for its charitable objects.

(x) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as may be thought expedient to promote the objects of the Company, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock, (perpetual or otherwise) mortgages, charges, securities over the whole or any part of its assets, present or future 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.

(xi) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or given security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company.

(xii) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments, for the purpose of or in connection with the objects of the Company.

- (xiii) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further the said objects.
- (xiv) To make donations to assist financially or otherwise and to co-operate with any other charity having objects similar to the objects of the Company.
- (xv) To grant 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 pensions and retirement benefits for employees and former employees of the Company, their widows, children and other dependants.
- (xvi) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to further the said objects.
- (xvii) To invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Board 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.
- (xviii) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them.
- (xix) To pay out of the funds of the Company the costs of forming and registering the Company.
- (xx) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or otherwise turn to account all or any of the property or assets of the Company
- (xxi) To do all such other lawful things as may be necessary for the attainment of the said objects or any of them.

PROVIDED THAT

- (i) If 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 the manner allowed by law, having regard to such trusts.
- (ii) The Company objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) The Company shall not engage in any activity which has not as an object directly or indirectly the furtherance of the charitable objects of the Company.

(iv) If 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 any authority, approval or consent as may be required by law, and as regards any such property the Board 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 same extent as such Board would 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 Board but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of the said objects 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 Company (and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.)

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any Members, officer or servant of the Company (not being a member of the Board) for any services rendered to the Company.

(b) of interest on money lent by any member of the Company (or of its Board) at 2% less than the Base Rate for the time being of the Company's Bankers or 3% whichever is the greater.

(c) of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Board);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company and

(e) to any member of its Board of reasonable out of pocket expenses.

5. The liability of the members is limited

6. Every Member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.

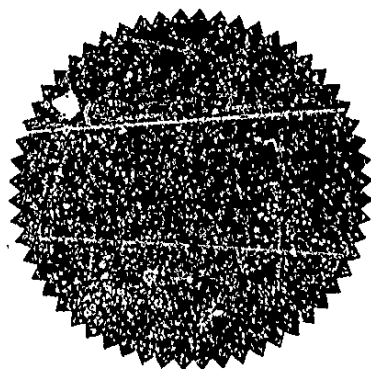
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which, and if and so far as effect cannot be given to such provision, then to such other charitable object as the Board shall resolve upon.

8. Any of the provisions hereof may be changed by a special resolution for the purposes of obtaining and thereafter maintaining charitable status for the Company.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

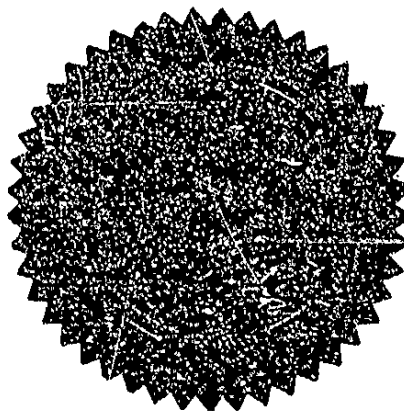
The COMMON SEAL OF THE GROUNDWORK FOUNDATION
20 Old Bailey, London,
was hereunto affixed in the presence of:



22 M Dumas

The COMMON SEAL OF THE COUNTRYSIDE COMMISSION
John Dower House, Crescent Place, Cheltenham GL50 3RA.
was hereunto affixed in the presence of:

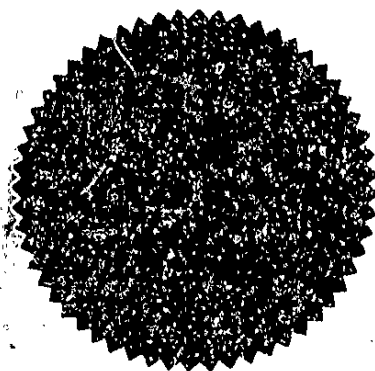
A. R. H. E. H.



The COMMON SEAL OF THE MERTHYR TYDFIL BOROUGH COUNCIL
was hereunto affixed by order of the Council:

Witness to the above signatures:

MAYOR *C. Evans*
DEPUTY
CHIEF EXECUTIVE *R. Morris*
& TOWN CLERK 14/11/66



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

ARTICLES OF ASSOCIATION

OF

THE MERTHYR TYDFIL GROUNDWORK TRUST

1. Interpretation

In these Articles if not inconsistent with the subject of context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof

<u>Words</u>	<u>Meanings</u>
the Groundwork Foundation	The Company No.1900511 or any organisation which succeeds to the function of the Groundwork Foundation
the Company	The Merthyr Tydfil Groundwork Trust
the Statutes	The Companies Act 1985 and every other Act for the time being in force concerning Companies and affecting the Company
these Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution
the Board	The Board of Directors for the time being of the Company
Director	A member of the Board of Directors
the Office	The registered office of the Company
the Seal	The Common Seal of the Company
the Area	The area of (edged red on the map attached hereto)



MEMBERSHIP

2. The number of Members with which the Company proposes to be registered is 3 but the Company may from time to time register an increase in Members. All Members shall sign a written consent to become a Member or sign the Register of Members on becoming a Member.

3. The Members of the Company shall be the Groundwork Foundation the Countryside Commission and Merthyr Tydfil Borough Council, (hereafter known as the Founder Members) and/or such other persons as the Board shall admit to membership from time to time.

4. The Board shall admit to membership such persons as it shall think fit and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any person as a Member.

5. The Board may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be Members for the purposes of these Articles or the Statutes. The Board may not bestow upon any honorary member the right of voting on any matter.

6. Membership shall not be transferable. A Member shall cease to be a Member:-

(a) if by notice in writing to the Secretary he resigns his membership

(b) if, at a Meeting of the Board at which not less than half of the Directors are present, a Resolution shall be passed resolving that the Member be expelled. A Resolution as aforesaid shall not be passed unless the Member has been given not less than fourteen days' notice in writing of the Meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Board. Provided that the provisions of Article 6 (b) shall not apply to Founder Members.

(c) When any such resolution as is referred to in sub-clause (b) of this clause is passed, then the Member shall forthwith cease to be a Member.

GENERAL MEETINGS

7. First General Meeting

The first General Meeting shall be held at such time not being more than 3 months after incorporation and at such place as the Directors may determine.

8. First Annual General Meeting

The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Company and at such place as the Directors may determine.

9. Annual General Meetings

Subject to Article 8 the Company shall in each year hold an 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.

10. Extraordinary General Meeting

The Directors may whenever they think fit and shall on requisition in accordance with the Statutes convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

11. Notices

An annual meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twentyone days' notice in writing at the least and any other general meeting by fourteen days notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED that a meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

a) if a meeting is called as the annual general meeting by all the 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 a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.

12. Contents of Notices

Every notice calling a general meeting shall specify the place, the day and the hour of meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under these Articles entitled to receive such notices from the Company. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

13. Routine Business

Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say

- a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board and the auditors and other related documents and
- b) appointing auditors and determining their remuneration and
- c) matters in connection with membership of the Board and officers of the Company.

PROCEEDINGS AT GENERAL MEETINGS

14. Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of one half of the Members or not less than two whichever shall be the greater. If within fifteen minutes 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 Board may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

15. Chairmanship

The Chairman, if any, of the Board shall preside at every general meeting of the Company or if he shall not be present within five minutes after the time appointed for the holding of the meeting or if he is unable to act the Members present shall elect one of their members to be the chairman of the meeting.

16. Adjournment

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 the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original 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 on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman; or

(b) By at least two Members present in person or by proxy; or

(c) By any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

19. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.

20. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Company duly convened and held.

INFORMALITY

22. The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

VOTES OF MEMBERS

23. Votes

No Member shall have more than one vote. In any case of equality of votes the Chairman shall not have a second, or casting, vote.

24. Restriction on Voting

No member shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the majority permission of the other members present and voting such permission to be given or withheld without discussion.

25. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that Court and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

26. No Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.

27. On a poll votes may be given either personally or by proxy.

28. The instrument appointing a proxy shall be in writing and at the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or attorney general duly authorised. A proxy need not be a Member of the Company.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit, or in any other form which is usual or which the Board may approve:-

"The Merthyr Tydfil Groundwork Trust

I/We _____ of _____ in the County of _____, being a member/members of the above named Company hereby appoint _____ of _____ or failing him of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____ 19 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 _____."

31. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as the circumstances admit:

"The Merthyr Tydfil Groundwork Trust

I/We _____ of _____ in the County of _____, being a member/members of the above named Company, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____ 19 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 _____.

This form is to be used *in favour/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

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

33. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

34. Corporate or Unincorporate Members

Any person which is a Member may by authorisation of its directors or other governing body authorise such individual as they think fit to act as its representative at any meeting of the Company and the individual so authorised shall be entitled to exercise as if it were an individual Member of the Company all rights of Membership thereat.

THE BOARD

35. Directors of the Board

The Board shall comprise not more than 19 Directors of whom not more than 12 shall be nominated Directors and not more than 7 co-opted Directors.

36. Nominated Directors

(a) The Founder Members of the Company may appoint Directors as follows:-

The Countryside Commission)	
The Groundwork Foundation)	- 2
Merthyr Tydfil District Council		- 6

(b) In addition to provisions under (a) above the Founder Members hereby provide for the Prince of Wales Committee to appoint one Director.

(c) If any of the institutions specified in sub-clause (a) of this Article shall be superseded, reconstituted or renamed then the same right shall accrue to any successor institution provided that it substantially succeeds to its function.

(d) Any nominating institution shall have the power at any time to withdraw a nomination and make a replacing nomination and all such nominations and withdrawals of nominations shall be in writing to the Office signed by someone authorised for the purpose.

(e) The member institution having right of nomination to the Board may nominate anyone for that purpose without qualification.

(f) Nominations of Directors shall be for a fixed or indeterminate period provided however that no such fixed period shall exceed three years and any indeterminate appointment shall automatically lapse at the end of three years but so that the nominated Board Member concerned shall be eligible for renomination.

(g) For the purposes of making the co-options permitted by the foregoing Article the nominated Directors and institutions nominating them shall consult together and seek so far as possible a representative and balanced co-option reflecting the main interest groups of all kinds in the Area and giving representation where appropriate, to individuals with special interests in the objects of the Company.

(h) In the event of removal of any nominated Director by the Company in general meeting after notice given in pursuance of Section 303 of the 1985 Act the institutions which nominated the removed Director shall have a right of renomination provided that in his case the person so removed shall not be renominated without the consent of the Board.

37. Co-opted Directors

(a) the nominated Directors shall have the power of co-option and termination of any co-option.

(b) No co-option or termination of any co-option shall be valid unless at least half the Directors shall approve the same either on a resolution put to the Board to that effect or by subscribing to a written resolution circulated amongst all the nominated Directors of the Board outside a Board meeting.

(c) Co-option shall last for one year from the date thereof unless terminated earlier in the manner foregoing.

(d) It shall be permissible for a co-opted Director whose period of co-option has expired or been the subject of early termination to be re co-opted.

(e) Subject to the foregoing and to any other express provision of these Articles co-opted Directors shall otherwise have all the powers of the Board Members.

(f) Co-opted Board Directors may not appoint alternates without the consent of the majority of the nominated Board Directors which consent may be withdrawn by them by a similar majority.

38. Alternate Directors

(a) Nominated Directors shall have the right to appoint alternates to act in their stead in the event of disability or absence preventing attendance of Board Meetings.

(b) The person so appointed need have no qualification provided that if they come from outside the area (that is to say do not live or work within the Area) the consent of the Board shall beforehand be obtained before any such appointment shall be effective.

(c) Any person appointed as an alternate may be removed by the person making the appointment who shall thereupon have powers of appointment of some other person.

(d) All appointments and removals from the appointment under this Article shall be under the hand of the person making the appointment or revoking the same such instrument being delivered to the Office or to the Chairman of the meeting concerned before taking effect.

(e) Any alternate Director shall have all the powers and duties of the person making the appointment provided however that this state of affairs shall only prevail whilst the appointment lasts and the person making the appointment is not present at any Board Meeting where the alternate is present.

39. Vacancies

The Board may act for all purposes notwithstanding any vacancy on its membership and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any Director of the Board has been informally nominated elected or co-opted or is not otherwise properly qualified.

PROCEEDINGS OF THE BOARD

40. Meetings

The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven days (excluding Saturdays, Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

41. Summoning of Meetings

Three Directors may at any time and the Secretary shall upon the request in writing of three Directors summon a meeting of the Board.

42. Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be not less than one third of the membership of the Board of whom at least two must be nominated Directors.

43. Voting

(a) All questions shall be decided by the votes of the majority of the Directors present and voting thereon at a meeting of the Board and on the request by any Director the chairman shall direct that a question shall be decided by poll.

(b) The Directors may nonetheless pass resolutions other than at meetings by all Directors subscribing to and signing a written resolution, and may consist of several documents in like form each signed by one or more Directors.

(c) No Director shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the majority permission of the other Directors present and voting such permission to be given or withheld without discussion.

44. Minutes

The Board shall cause Minutes to be kept of the proceedings at General Meetings of the Company and at Meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such Minutes of the Meetings signed by the Chairman or by a Director's present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

45. Chairman

(a) The Board of Directors shall elect the Chairman at the first general meeting and thereafter at the first general meeting following each Annual General Meeting provided that no person shall be elected Chairman unless the nominated Directors all vote in favour of such person.

(b) The Chairman so elected shall hold office until the first meeting following the next Annual General Meeting. The Chairman shall be eligible for re-election.

(c) Unless the Chairman is already one of the nominated Board Directors the person so appointed shall be one of the co-opted Directors. As such the person concerned shall be subject to all the other provisions of these Articles.

(d) The Chairman shall have a second or casting vote in the event of an equality of votes.

(e) In the event of the absence from any meeting of the Board of the elected or appointed Chairman those present shall elect one from their number to serve in that capacity for that meeting.

46. Sub-Committees

(a) The Board may delegate any of its powers or the implementation of any of its resolutions to any sub-committee.

(b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such sub-committee (though the resolution may allow the committee to make co-options up to a specified number).

(c) The composition of any such sub-committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.

(d) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such sub-committee shall be reported forthwith to the Board and for that purpose every sub-committee shall appoint a secretary for the purpose.

(e) All delegations under this Article shall be revocable at any time.

(f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such sub-committee or sub-committees as it may from time to time think fit.

(g) For the avoidance of doubt the Board may delegate all financial matters to any sub-committee or sub-committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Board Member.

47. Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

48. All acts done by any meeting of the Board or a committee thereof or by any person acting as a Director or member of the sub-committee, shall as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment or continuance in office of any Director or member of the committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

POWERS OF THE BOARD

49. Borrowing Powers

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any third party in all cases without limit.

50. General Powers

The affairs of the Company shall be managed by the Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Company and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

51. Regulations

The Board shall have power from time to time to make, repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of the business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum or these Articles.

52. The Company may from time to time resolve upon the creation of other classes of member of the company provided that their rights do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and bestow upon the person concerned such rights privileges duties and obligations (subject as aforesaid) as may be specified therein.

OFFICERS, ETC.

53. The Board may appoint or engage on such terms (subject to the Memorandum) to discharge such duties as they may think fit Treasurer and Secretary and such other officers and servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

THE SEAL

54. The Board shall provide for the safe custody of the Seal which shall only be used with the authority of the Board or a committee authorised in that behalf by the Board. Every instrument to which the Seal is affixed shall be signed by a Director and countersigned by the Secretary or a second Director.

ACCOUNTS

55. Accounting records sufficient to show and explain the Company transactions and otherwise complying with the Statutes shall be kept at the Office or such other place within Great Britain as the Directors think fit.

56. The Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable time during the usual business hours.

57. The Board shall lay before the annual general meeting of the Company in each year an income and expenditure account of the Company and a balance sheet for the year ending on the previous 31st March. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the auditors and balance sheet shall comply with the provisions of the Statutes. A copy of every balance sheet together with copies of the said reports shall, not less than twenty-one clear days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

59. A notice may be served upon any member of the Company either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.

60. If a member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the Office such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

61. The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings at that meeting.

INDEMNITY

62. Subject to the provisions of the Statutes and of the Memorandum of Association every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

63. The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

PRIVATE COMPANY

64. Any of the provisions hereof may be changed by a special resolution for the purposes of obtaining and thereafter maintaining charitable status for the Company.

PATRONS

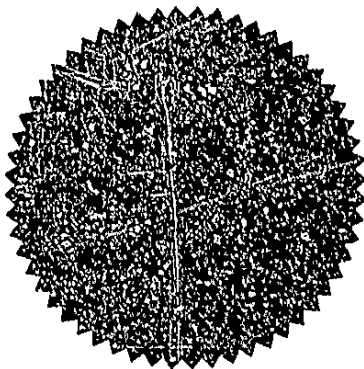
65. The Board may in its discretion appoint and remove any person to be a Patron of the Company and on such terms as they shall think fit.

66. A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a member and shall also have the right to receive accounts of the Company when available to members.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

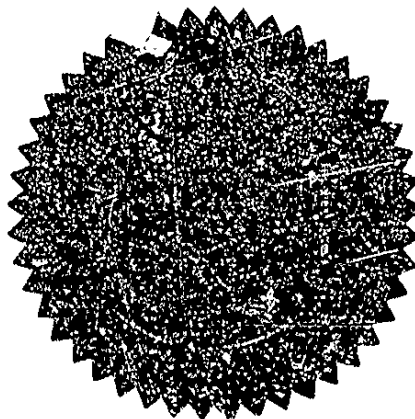
The COMMON SEAL OF THE GROUNDWORK FOUNDATION
20 Old Bailey, London,
was hereunto affixed in their presence of:



John Dower

The COMMON SEAL OF THE COUNTRYSIDE COMMISSION
John Dower House, Crescent Place, Cheltenham, GL50 3RA.
was hereunto affixed in the presence of:

A.M.H. Lister



The COMMON SEAL OF THE MERTHYR TYDFIL BOROUGH COUNCIL
was hereunto affixed by order of the Council:

MAYOR

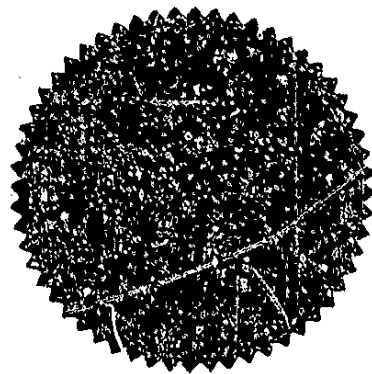
C. Evans

DEPUTY
CHIEF EXECUTIVE AND TOWN CLERK

R. V. Morris

14/11/86

Witness to the above signatures:



G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

Name of company

* THE MERTHYR TYDFIL GROUNDWORK TRUST

The intended situation of the registered office of the company on incorporation is as stated below

20 OLD BAILEY, LONDON, EC4

Postcode

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

Postcode

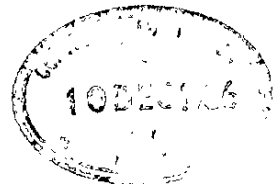
Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):Bates, Wells and Braithwaite
20 Old Bailey,
London EC4.

STL.PM.0843/1

For official Use
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company, (note 2) are as follows:

Please do not write in this margin

Name (note 3) MORITHEA MARGARET RAIKES		Business occupation Former Commissioner, County Side Commission
Previous name(s) (note 3)		Nationality British
Address (note 4) TREBERNOD BULCH		Date of birth (where applicable) (note 6) 2.1.25
BRECON POWYS		
Postcode LD3 7PX		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature Morthea M Raikes		Date 5.12.88

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) MARTIN FITTON		Business occupation PRINCIPAL OFFICER FOR WHITES, COUNTY SIDE COMMISSION
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) ROSEMOUNT, THE BANK		Date of birth (where applicable) (note 6) 8/5/42
NEWTOWN POWYS		
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature M. M. H. - [Signature]		Date 2/12/86

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
Postcode		
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) STEPHEN LLOYD	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
20 OLD BAILEY LONDON	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature Stephen Lloyd	Date 5.12.88

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the subscribers

[Signature]	Date 9.12.88
Signature of agent on behalf of subscribers	

delete if the form is
signed by an agent on
behalf of the subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

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

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

Note

This declaration should accompany the application for the registration of the company

* Insert full name of company

† delete as appropriate

For official use

[] [] [] []

Company number

2087537

Name of company

* THE MERTHYR TYDFIL GROUNDWORK TRUST

I, Stephen Thomas Lloyd

of 20 Old Bailey, London EC4

a [Solicitor engaged in the formation of the above-named company] ~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~†

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 6 Snow Hill
London EC1.

Declarant to sign below

the 9th day of December
One thousand nine hundred and eighty-six
before me HM Cooper Solicitor

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

Presentor's name address and reference (if any):

Bates, Wells and Braithwaite,
20 Old Bailey,
London EC4.

STL.PM.0843/1

For official Use

New Companies Section

Post room



FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2087537

I hereby certify that

THE MERTHYR TYDFIL GROUNDWORK TRUST

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

7TH JANUARY 1987

C R Williams
MRS. C. R. WILLIAMS

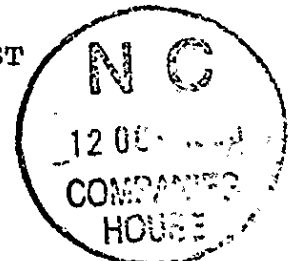
an authorised officer

208 155 1

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTIONS
OF
MEMBERS OF
THE MERTHYR TYDFIL GROUNDWORK TRUST

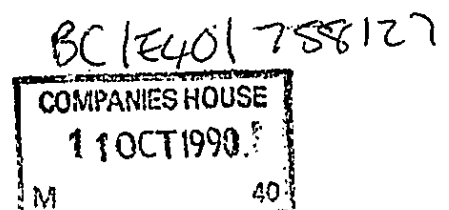


Company No. 2087537



I HEREBY CERTIFY that the Resolutions in the form set out below have been duly signed as Special Resolutions by all Members of the Company entitled to attend and vote at General Meetings on the 3 day of DEC 1990.

- (1) That the name of the Company be changed to "Merthyr & Cynon Groundwork Trust".
- (2) That clause 3(a) of the Memorandum of Association be amended by deleting the words "and social" in the third line thereof and adding, after the word "Council" in the fourth line, the words "and Cynon Valley Borough Council areas".
- (3) That the Articles of Association of the Company be amended by:-
 - (i) deleting "3" in the second line of Article 2 and substituting in its place the number "4"
 - (ii) adding after the word "Council" in line 3 of Article 2 the words "and Cynon Valley Borough Council"
 - (iii) deleting Article 35 and inserting in its place the following words:-



"The Board shall comprise not more than 21 Directors of whom not more than 10 shall be nominated and 11 co-opted Directors"

- (iv) deleting article 36(a) and inserting in its place the following words:-

"The founder members of the Company may appoint Directors as follows:-

Merthyr Tydfil Borough Council	- 3
Cynon Valley Borough Council	- 3
Groundwork Foundation/Country-side Commission	- 4"

- (v) deleting Article 36(b) and re-lettering the remaining sub-paragraphs in that Article.

Peter Saunders

CHAIRMAN

DATED THIS 13 DAY OF OCT, 1990

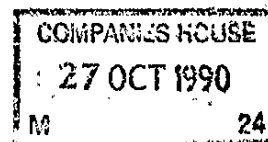
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THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTIONS
OF
MEMBERS OF
THE MERTHYR TYDFIL GROUNDWORK TRUST

Company No. 2087537

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Cynon Valley Borough Council	- 3
Groundwork Foundation/Country-side Commission	- 4"

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Peter Saunders
CHAIRMAN

DATED THIS 3 DAY OF OCT, 1990

JEP/0805.12/WP72/.1