

3674953

NEW SANDFIELDS ABERAVON

ANNUAL GENERAL MEETING

27TH SEPTEMBER 2007

NOTICE OF SPECIAL RESOLUTION

AMMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSAL

To amend the Memorandum of Articles of Association in line with the recommendations of the Charities Commission review visit report 3rd October 2006

To consider with a view to inserting the following clause 24(2) in the stated section of the Memorandum of Articles of Association

DIRECTORS

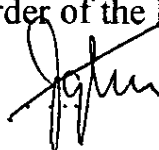
- 24 *(2) Directors shall retire in rotation after serving a period of 3 years A Director can stand for re election or decline from doing so if they wish However, if a Director serves two terms they will be expected to stand down for one year to allow a vacancy to arise They may stand for election in the subsequent year and carryout their term based on the above requirement to retire in rotation*

PROPOSAL

To replace "Trustee" with "Director" in articles 5,10,24,41(2), 51(4) and delete article 35

By Order of the Board of Directors

..



Company Secretary

Date 27th September 2007

Registered Office 'Ty Arian', Silver Avenue, Sandfields Port Talbot
SA12 7RX

TUESDAY



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A16

27/11/2007

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COMPANIES HOUSE

Company Number 3674953

The Companies Act 1985 to 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND ARTICLES
OF ASSOCIATION

NEW SANDFIELDS & ABERAFAN- SUSTAINABLE REGENERATION

Incorporated 27th November 1998



COMPANIES HOUSE

Adopted pursuant to Special Resolutions of the Company passed at its
Annual General Meeting held on 27th June 2001,
a Written Resolution dated 26th September 2001, amendments to articles adopted at an AGM 29th September 2004 and
ratified together with the adoption of a written resolution amending the Memorandum of Association at a general meeting
held on the 9th March 2005 Amendments to Articles as advised by Charities Commission visit (November 2006) dated
27th September 2007

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

Memorandum of Association of

NEW SANDFIELDS AND ABERAFAN - SUSTAINABLE REGENERATION

- 1 The Company's name is NEW SANDFIELDS AND ABERAFAN - SUSTAINABLE REGENERATION (and in this document it is called "the Charity")
- 2 The Charity's registered office is to be situated in Wales
- 3 The Charity's objects ("the Objects") are -
 - (a) The promotion for the public benefit of urban or rural regeneration in areas of social and economic deprivation, and in particular, the electoral divisions currently known as Sandfields East, Sandfields West and Aberafan
 - (b) The advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience,
 - (c) To relieve sickness and to preserve and protect good health
 - (d) The relief of poverty
 - (e) To provide recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities,
 - (f) The maintenance, improvement or provision of public amenities,
 - (g) The promotion of public safety and the prevention of crime
 - (h) Such other means as may from time to time be determined subject to the prior written consent of the Charity Commissioners for England and Wales
- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity,
 - (b) to raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Charity and to invite and accept gifts and contributions of all sorts and whether inter vivos or by will and whether or not subject to conditions and to carry out any condition imposed on any gift which may be accepted, provided that in so raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- (c) subject to Clause 5 below to employee such staff, who shall not be directors of the Charity (such directors being hereinafter referred to as "the Directors"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents
- (d) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
- (e) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
- (f) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,
- (g) to make loans out of the Charity's capital and/or income ("the Loans") provided that interest is charged on the Loans at a full commercial rate,
- (h) to buy or otherwise acquire buildings or land or any estate or interest therein,
- (i) to sell, let on lease or tenancy, exchange, mortgage, charge or otherwise dispose of buildings or land or any interest therein vested in the Charity, subject to such covenants, conditions and restrictions as are reasonably necessary to ensure compliance with the Objects and as are required by law,
- (j) to repair, renovate, restore, rebuild, alter, improve and generally maintain any buildings or land in which the Charity has an interest (subject to such consents as may be required by law),
- (k) to enter into and carry out contracts,
- (l) to borrow money for the carrying out of the Objects of the Charity on such terms and on such security (if any) as may be thought fit,
- (m) to invest the monies of the Charity, not immediately required for its Objects, 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 mentioned,
- (n) to make planning applications, applications for consent under by-laws or building regulations and other like applications;
- (o) to co-operate with any local or public authority or other body concerned to achieve the Objects of the Charity,

- (p) to buy or otherwise acquire furniture and other equipment for use in connection with buildings or land in which the Charity has an interest and to sell, lease or otherwise dispose of any such furniture or equipment, and
- (q) to do all such other lawful things as are necessary for the achievement of the Objects

5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity Provided that nothing in this document shall, prevent any payment in good faith by the Charity

- (i) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion,
- (ii) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Director,
- (iii) of interest on money lent to the Charity by any member of the Charity or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors,
- (iv) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a Director or of which a Director may be a member holding not more than 1/100th part of the issued capital of that company,
- (v) of reasonable and proper rent for premises demised or let by any member of the Company or a Director,
- (vi) to any Director of reasonable out of pocket expenses

6 The liability of the members is limited

7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be 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

Charity's debts and liabilities (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

- 8 If after the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association

Signatures, Names and Addresses of Subscribers

Name	Address	Nominating Organisation (if relevant)	Signature

Dated

Witness to the above Signatures

Name

Address

Occupation

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

NEW SANDFIELDS AND ABERAFAN- SUSTAINABLE REGENERATION
INTERPRETATION

1 In these Articles, save where the context otherwise requires

1 1 The following expressions shall have the following meanings -

"Area"	means the geographical area within the electoral divisions currently known as Sandfields East, Sandfields West and Aberafan,
"Charity"	means the company intended to be regulated by these Articles,
"Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
"Articles"	means these Articles of Association of the Charity (and "Article" has a corresponding meaning),
"clear days"	means in relation to the period of a notice, the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"Directors"	means the directors of the Charity (and "Director" has a corresponding meaning as Trustee or member under Charitable law),
"executed"	includes any mode of execution,
"Memorandum"	means the memorandum of association of the Charity,

- | | |
|-------------|---|
| "Objects" | means the objects of the Charity as defined in the Memorandum, |
| "Office" | means the registered office of the Charity from time to time, |
| "Seal" | means the common seal of the Charity if it has one, |
| "Secretary" | means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary, |
- "the United Kingdom" means Great Britain and Northern Ireland, and
- 1 2 words importing the masculine gender shall include the feminine gender and neuter gender and vice versa and words importing the singular shall include the plural and vice versa, and
- 1 3 words or expressions contained in these Articles shall bear the same meaning as in the Act, and
- 1 4 reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted

MEMBERS

- 2 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Articles 51-53 shall be members of the Charity No person shall be admitted a member of the Charity unless his application for membership is approved by the Directors
- 3 Unless the Directors or the Charity in general meeting shall make other provision under Articles 51-53, the Directors may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two

GENERAL MEETINGS

- 4 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next PROVIDED THAT so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year The annual general meeting shall be held at such times and places as the Directors shall appoint

All general meetings other than annual general meetings shall be called extraordinary general meetings

- 5 The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the act, shall forthwith proceed to convene an extraordinary meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting. Any member or Director may call a general meeting

NOTICE OF GENERAL MEETINGS

- 6 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed

6.1 in the case of an annual general meeting, by all the members entitled to attend and vote, and

6.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

The notice shall be given to all the members, all the Directors and the auditors of the Charity from time to time

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

PROCEEDINGS AT GENERAL MEETINGS

- 8 No business shall be transacted at any meeting unless a quorum is present. At least five persons entitled to vote upon the business to be transacted shall constitute a quorum
- 9 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at that re-adjourned meeting at least five persons entitled to vote upon the business to be transacted are present then that will constitute a quorum for the purposes of that meeting)
- 10 The Directors shall elect (by the majority vote of all Directors entitled to vote) a chairman from one of their number who shall serve in such post for two years, when he shall be subject to re-election (conditional upon remaining a Director) or replacement by the Directors ("Chairman"). If no Director is willing to act as

- chairperson or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson
- 11 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 12 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice
- 13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded
- 13 1 by the Chairman, or
- 13 2 by at least two members present and having the right to vote at the meeting
- 13 3 By a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting
- 14 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 16 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 17 The Chairman shall, only in the case of an equality of votes, whether on a show of hands or on a poll be entitled to an additional vote as a "casting" vote
- 18 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on

which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all monies (if any) then payable by him to the Charity have been paid.
- 22 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 final and conclusive.
- 23 A vote given or poll demanded by a Business and Authority member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll pursuant to Article 13 unless notice of the determination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

DIRECTORS

- 24 (1) The first Directors shall be those individuals named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed appointed pursuant to these Articles. The Directors of the Charity shall number 15.
- 24 *(2) Directors shall retire in rotation after serving a period of 3 years. A Director can stand for re election or decline from doing so if they wish. However if a Director serves two terms they will be expected to stand down for one year to allow a vacancy to arise. They may stand for election in the subsequent year and carryout their term based on the above requirement to retire in rotation.*
- 25 Subject to the provisions of the Act, other conflicting provisions in the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall

invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees

- 26 Those Directors appointed pursuant to the provisions of Articles 24 shall be collectively known as "Business and Authority Directors" or "Community Directors" as the case may be
- 27 1 The Chairman appointed pursuant to Article 10 shall also act as a chairman of Directors' meetings and shall have the same powers
- 27 2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transfer of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity,
 - (2) to enter into contracts on behalf of the Charity

DIRECTORS' EXPENSES

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

DIRECTORS' APPOINTMENTS

- 29 Except to the extent permitted by clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Director in any other contract to which the Charity is a party

No person may be appointed as a Director

- (1) unless he/she has attained the age of 18, or

- (2) in circumstances such that, had he/she already been a trustee, he/she would have been disqualified from acting under the provisions of Article 39 1

PROCEEDINGS OF DIRECTORS

- 30 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 31 The quorum for the transaction of the business of the Directors shall be at least five. A Director may by written notice to the Chairman (and in the case of the Chairman, to the Secretary) appoint another person who is a Director to attend at a meeting of the Directors and vote on his behalf.
- 32 The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 33 Whenever a Director has any kind of interest in a matter to be discussed by the Directors, or any committee of the Directors, which may conflict with the interests of the company, the Director concerned must withdraw from the meeting for that item, but shall nevertheless be taken into account in calculating the quorum at the meeting. For the purposes of this article, a conflicting interest or duty is a duty that arises as a result of a Director being a member, director, officer or employee of another organisation, including a local authority.
- 34 The Directors may appoint one or more sub-committees consisting of three or more Directors for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any sub-committees shall be fully and promptly reported to the Directors. To be deleted.
- 35 All acts and proceedings of sub-committees appointed pursuant to Article 34 shall be fully and promptly reported to the Directors.
- 36 All acts done by a meeting of Directors, or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

- 37 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors, or a Committee of Directors (as the case may be) duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors or committee members (as relevant)
- 38 Any bank account in which any part of the assets of the Charity has been deposited shall be operated by the Directors and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Directors
- 39 A Director shall cease to hold office if -
- 39 1 an ordinary resolution of which special notice has been given in accordance with section 303 of the Act has been passed by the members removing him from his position as Director forthwith, or
 - 39 2 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs, or
 - 39 3 he resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
 - 39 4 is absent without permission of the trustees from all their meetings held within a period of 6 months and the trustees resolve that his office be vacated
 - 39 5 he has served two consecutive terms of office in which case he would have to stand down for a minimum period of one year. Clause 24 2 refers

SECRETARY

- 40 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions they may think fit, and any Secretary so appointed may be removed by them

MINUTES

- 41 The Directors shall keep minutes of their meetings in books kept for the purpose
- (1) of all appointments of officers made by the trustees, and
 - (2) of all proceedings at meetings of the charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

A SEAL

- 42 The Charity shall not have a seal All documents which are required to be signed by the Charity as a deed shall only be signed with the authority of the Directors by two Directors or one Director and the Secretary

ACCOUNTS

- 43 Accounts shall be prepared in accordance with the provisions of Part VII of the Act and in accordance with the relevant provisions of charities legislation and statements of recommended practice for charities

ANNUAL REPORT AND ANNUAL RETURN

- 44 The Directors shall -
- 44 1 comply with their obligations under the Charities Acts 1992, 1993 and 2006 ("Charities Acts") with regard to the preparation of an annual report and its transmission to the Commissioners, and
- 44 2 comply with their obligations under the Charities Acts with regard to the preparation of an annual return and its transmission to the Commissioners

NOTICES

- 45 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a meeting calling a notice of the Directors need not be in writing
- 46 The Charity may give any notice to a Director either personally or by sending it by post in a pre-paid envelope addressed to the Director at his registered address or by leaving it at that address
- The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity
- 47 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 48 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

INDEMNITY

- 49 Subject to the provisions of the Act every Director or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceeding, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

AMENDMENTS AND RULES

- 50 The members may by ordinary resolution (or where the Act requires by special resolution) amend these Articles and the Memorandum (to the extent permitted by the Act and the Charities Acts)
- 51 The Directors may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
- (1) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (2) the conduct of members of the Charity in relation to one another, and to the Charity's servants,
 - (3) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (4) the procedure at general meetings and meetings of the trustees and committees of the Directors in so far as such procedure is not regulated by the Articles,
 - (5) generally, all such matters as are commonly the subject matter of company rules
- 52 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity Provided that no rule or bye law shall be inconsistent

with, or shall affect or repeal anything contained in, the memorandum or the articles

Signatures, Names and Addresses of Subscribers

Name	Address	Nominating Organisation (if relevant)	Signature

Dated

Witness to the above Signatures

Name

Address

Occupation



New Sandfields Aberavon

nsa

Sandfields Aberavon Newydd

New Sandfields Aberavon,

Tŷ Arian,
Silver Avenue,
Sandfields,
Port Talbot,
SA12 7RX

NEW SANDFIELDS ABERAVON

**BOARD MEETING
STRIDES, ST HILLIERS DRIVE
THURSDAY 27TH SEPTEMBER, 2007
AT 9.30. A.M.**

MINUTES

The meeting opened at 9.30 a.m.

Present:

Board Members: Ted Cumming, David Davies, Margaret Deeney, Derek Edwards, Avril Harris, Sylvia Jones (arrived 10.00 a.m.) Leonard Lawrence, Gary Roberts (Chair), Jim Ryan, Cllr Pam Thomas

Ian Isaac (Executive Director), Margaret Middleton (Minutes), Alison Vickers (Auditor)

Apologies:

Cllr Colin Crowley, Roger Itzstein, Cllr John Sullivan, Jane Thomas,

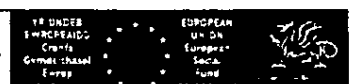
The Chair welcomed everyone to the meeting.

Charity No 1088934

Company No 3674953

Chair Gary Roberts

Director: Ian Isaac MBA



1. Minutes of the previous meeting held on 28th June 2007.

The minutes were read and accepted as a true and accurate record.

2. Matters Arising.

Ian is to contact the CVS regarding training in how to deal with harassment via Christine.

The rotation of trustees and Making Waves are items on the agenda.

3. To receive the Executive Directors report on Operations, Development, Finance and Human Resource Management.

An abridgement of the report in the Financial statement was presented and circulated to all present and Ian talked through the report.

During the year NSA has purchased two demountables for STRIDES and Ty Arian. Pam commented on the positive reaction and praise from Local Residents regarding the appearance of Ty Arian.

The lease with Celtic leisure for the LAC was finalised.

Ian explained that Maggs, Sylvia and David had been put forward as the partnership representatives nominated as Director Trustees on Board.

This will leave one vacancy for a resident in Sandfields East. These nominations will be decided at the A.G.M. today. Partnership representatives have nomination rights from the partnership, the route for membership of the Board from the partnership is through nomination from the partnership. Councillors are through the Local Authority. If a person is a Councillor or a Partnership member they cannot wear two hats and seek nomination as a resident.

NSA has done more work with people (beneficiaries) in the last year, especially through employment training (over 580 people).

Units 18 and 19 are moving to Unit 10 Addison Road. The same facilities will be provided – NSA – carpentry.

YLAC is now a suspended project. After much effort and work we were informed that the Big Lottery had run out of funds. This was a lesson to recommend that we establish an early relationship with grant funders. Our ideas have now been adopted by the Local Authority Youth Service and we hope to have two youth workers operating from one of our bases.

Our PC Care project has proved its need by the volume of usage.

The LAC has proved to be used mainly for employment related skills and in future we shall be putting more focus on this.

Angela has made a great success of Cappacha since its opening and the takings are rising weekly as is the enthusiasm of the Shaw Trust workers.

Making Waves is on the Agenda.

Ian then ran through the objectives for the coming year.

A meeting is to be held on 9th October 2007 with Caenarven Development Trust who run the 'Galeri' regarding a Feasibility Study for the CEC (Community Enterprise Centre). The location of the CEC is the Aberavon sea front and a loan of £250,000 has been arranged.

It was suggested that representatives of the board, Pam Thomas, Avril Harris, Sylvia Jones, Derek Edwards, Jim Ryan, David Davies, Gary Roberts meet with Ian on the day of the meeting, prior to the meeting and that Gareth Nutt is invited. Time and venue to be arranged.

ACTION: Ian to organise.

Ian informed the board that NSA has been nominated for an award sponsored by Admiral Insurance and the Western Mail in the Consumer Services Sector for the top 50 growth Companies in Wales.

4. (b) To receive minutes of S.M.T. for ratification

All decisions were ratified by the Board.

4.(c) To receive the minutes of CF Partnership Meeting for ratification.

Action: Margaret to ask Paula for the information on Solar Panels given to her by Sylvia.

The decision for planning permission for the Biomass power station will be made in early October.

Issues regarding the Composition of the Board and the rotation of Board members are tabled at 8(a) and 8(b) on the Agenda.

All decisions were ratified by the Board.

4. (d) To consider a New Company Logo.

The designs were circulated and all board members were in favour of design 2 with the inclusion of the wording "helping regenerate our community".

All present seconded the motion.

4. (e) Making Waves & Marketing/Community Strategy.

The recommendations were circulated to all present and discussed.

20 editions of Making Waves have been produced over the last six years and the magazine has improved over time and is now distributed to over 9,000 households in Sandfields and Aberavon. Since 2004 we have not received any external funding for the three editions per year and its production has been covered out of NSA reserves.

It is now recommend that the editorial board be disbanded and a completely new format taken on board with two publications

per year to promote the Annual Beach Festival and the Christmas Tree Festival. Communities First will be responsible for the new marketing strategy under the development directorate and be comprised of the Development Director as chair, the SAVE Manager and a project manager from each project.

Sylvia suggested that we may like to approach Margam Tech. publishing department to help with printing the publication.

Ted, Dave, Avril & Mags put themselves forward as "Observer without portfolio". A ballot was taken and Ted was nominated.

5. To receive the annual report and accounts for the year ended 2006 – 2007.

A copy of the accounts was circulated to all present and they were explained by Alison Vickers of Bevan & Buckland who audited the accounts.

Alison explained that the accounts were a true and fair view and no issues had been raised.

Total funds for the year have risen from £1,023,037 to £1,486,501.

She explained that although turnover had risen management charges had not risen. She recommended that these charges need increasing to be pitched between 10% and 15% in future, the amount is sometimes dependant upon the amount funders will allow.

Note 3 breaks down the cost for each project and she suggested that management charges be added for Sales and Room hire.

She explained that capital is seen as assets.

Page 20 is the balance sheet which shows that Tangible assets have risen from 296,683 in 2006 to 612,613 in 2007.

Ian explained the pension provision to the board.

Alison then explained her letter of recommendations to the board which included the tightening up of the Petty Cash System and regular monthly reconciliations of the accounts, the maintenance of a Fixed Assets Register, clearance of outstanding balances from the system and tax relief on donations. As Social Enterprise grows we need to monitor figures regarding the VAT threshold which is currently at £64,000.

She stated that there were no major weaknesses.

The Board approved the accounts and signed the document and accounts.

Sylvia asked why our accountant was not locally based. Ian explained that we had been unable to locate a locally based accountant with the experience of Bevan and Buckland in Charity accounts as this was a specialised field. They are also part of Swansea Bay as we are.

Bevan and Buckland are also the auditors for CVS and Age concern.

Action: Margaret to arrange for flowers to be sent to Jane Thomas as she is unable to attend the meeting due to ill health. Also to send Jane's address to Maggs Deeney.

6. To adopt and review policies on (1) Child/Vulnerable Adult Policy. (2) Criminal Records Policy – recruitment. (3) Criminal Records policy – secure storage

The policies were scrutinised, endorsed, signed and dated.

7. Health & Safety

All systems are in place.

8. Board resignation and nominations

(a) Composition of Board

This was dealt with earlier in the meeting.

(b) Rotation of Board Members

Please refer to the recommendations made by the Charity Commission and the alterations to the memorandum of articles to be presented to the A.G.M.

Ted Cummings proposed that the recommendations be made.

David Davies seconded the proposal and all present were in agreement that the changes be made to the Memorandum of Articles and that the changes to be presented at the A.G.M.

This year is to be treated as year one, therefore members will not need to stand down until 2010

9. Any Other Business

None.

The Chairman gave thanks to Alison and her team and all staff for all their hard work in the production of the report.

The Meeting closed at 11.10 a.m.

9. Date and Time of Next Meeting.

2.00 p.m. Thursday, 29th November 2007, Venue to be arranged.

For office use only

Completed	Proof Read	Amended	Proof Read	Circulated
MM	II	MM	II	MM
03 10 07	04 10 07	10 10 07	10 10 07	21 11 07



New Sandfields Aberavon

nsa

Sandfields Aberavon Newydd

New Sandfields Aberavon,
Tŷ Arian,
Silver Avenue,
Sandfields,
Port Talbot,
SA12 7RX

NEW SANDFIELDS ABERAVON

**ANNUAL GENERAL MEETING
COMMUNITY CENTRE, MOZART COURT
THURSDAY, 27TH SEPTEMBER 2007
11.30 A.M. – 12.30 P.M.**

NOTES

The meeting opened at 11.30 a.m.

Present:

Board Members: Ted Cumming, David Davies (Vice Chair), Maggs Deeney, Derek Edwards, Avril Harris, Sylvia Jones, Leonard Lawrence, Gary Roberts (Chair), Jim Ryan, Cllr Pam Thomas

Ian Isaac (Executive Director), Margaret Middleton (Minutes), Allison Vickers (Auditor)

Stakeholders, Residents, Organisations associated with the communities of Sandfields East and West and Aberavon. The number totalled 46 excluding staff and Board Members. A signed list is available in the main office.

Apologies:

Cllr Colin Crowley, Roger Itzstein, Jayne Stokes, Cllr J. Sullivan, Jane Thomas.

Chanty No 1088934

Company No. 3674953

Chair. Gary Roberts

Director: Ian Isaac MBA



1. Opening Remarks and address - Gary Roberts Chair.

The Chairman welcomed and thanked every one for attending this the 7th A.G.M. day. He also thanked everyone for their efforts in organising the event and their work throughout the year.

2. Notes of 2006 Annual General meeting.

The Notes of the A.G.M. held on 29th September 2005 were read and agreed as a true and accurate record.

3. Matters Arising

None

4. Director's Report

A summary of the report was circulated as the full report is incorporated into Financial Statement for the year 2006 – 2007.

In the year our assets have increased by the purchasing of the remaining 5 demountables at STRIDES, and the purchase of 'Ty Arian'.

A lease has now been signed for Bevin Avenue after having maintained the building, with lettings to NPTCBC for the last 6 years. This is also a base for the YOP YIP programme who are sub leasing from us.

A lease has also been signed with Celtic Community Leisure and the Local Authority for the LAC. The tenancy is until 2013.

We continue to help in identifying the needs of Sandfields and Aberavon an area of high economic inactivity through our Development Directorship and its Neighbourhood plan.

The numbers of people attending all our projects have risen over the last year.

The integration of the Partnership with the Board and the alteration to the Memorandum of articles has been endorsed by the board.

Our projects give to the community choice and new opportunities and the opportunity to work closely with other organisations and partners.

The main areas of activity are Community Events, provision of Employment Training, post 16 community education courses in partnership with WEA, NLN and Sandfields Comprehensive.

One of our main aims is to keep the money circulating in the community which is the main reason for the move of units 18 and 19 to unit 10 Addison road. Ian thanked all the Unit 19 workers and STRIDES for the help in renovating Ty Arian.

The YLAC project has had to be put on hold for the time being as we after much time and effort in preparing the bid we were returned down due to the Big Lottery running out of funds.

PC care has tackled digital inclusion in this area of social disadvantage and is well used by residents both for training and ICT support.

Lac – Over the year it has become obvious that the main reason for attendance by users is for support towards employability and consultations with Want to work, Broker Cymru and Shaw trust. This should be our objective for the future. 82% attended for employment support whilst 18% attended for Community groups and adult learning.

Work commenced on Cappacha our Social Enterprise project in October 2006 and the bulk of the work completed by the end of March. Work was on going with a target to complete and open in July 2007.

Three complete editions of Making Waves were published and distributed throughout the year. Distribution was carried out by two local football teams and a donation made to each by NSA. This is community engagement in action.

5. Finance: Report of accounts for 2006/2007

The report was circulated and Alison Vickers of Bevan & Buckland summarised the contents.

Page 19 is the Statement of Financial activities and Alison explained that the total of £40,876 did not include assets.

The company should be aiming for a surplus of six months running costs, at present we have allocated £90,000 to designated funds for running cost, £17,045 General Funds and £378,192 restricted funds. The designated funds need to be increased.

Page 20 is the Balance sheet and the Board have approved the accounts at the meeting prior to the AGM.

Pages 17 and 18 are the Auditors Report.

Note 2 on page 23 gives income details and it was pointed out that our Sales income has increased considerably from £64,221 in the previous year to

£186,661 which was primary purpose trading as defined by the Charity Commission.

On Page 25 Alison pointed out the increase in staff cost. Staff numbers have risen from 27 in the previous year to 40 at 31st March 2007.

The Chairman thanked her for the report and her summary and invited comments from all attending.

No comments were made and the accounts were accepted by all present and accepted as a true and fair view.

6. To receive nominations for Director/Trustees arising from Vacancies to the Boards.

No nominees were put forward at the meeting.

The Company Secretary explained the Changes to the Memorandum of Articles to allow for rotation of Board members which was endorsed by the board in the meeting prior to the A.G.M. This was a recommendation from the Charity Commission at its inspection.

Directors can serve two terms of three years. After three years they can step down and be re-nominated, but not after the second term of three years.

All present were in favour of the changes to the Memorandum of Articles.

The board was divided into categories: Residents - Sandfields East, Sandfields West & Aberavon, Business and Councillors.

With the integration of the Board and the Partnership it will now be in Categories of: Residents – Sandfields East, Sandfields West & Aberavon, Business, Councillors & C F. Partnership.

Jane Thomas will move to the Business category, Maggs Deeney will move to the Partnership, Sylvia Jones will move to the Partnership as will David Davies. This will leave a vacancy in Sandfields East.

7. Any other relevant Business

None.

The meeting closed at 12.15 for lunch to be followed by the Annual Conference starting with a speech from our Key note speaker Mike Gibbons, Headmaster, Sandfields Comprehensive School at 1.30 p.m.

The topic was the STRIDES story. How the partnership between NSA and Sandfields Comprehensive school has empowered people to find out where they fit in life and the community and how it has made a difference to peoples lives in the community.

This was followed by each New Sandfields Project workers manning stands with videos and explanations of how each project helps to improve and empower the communities of Sandfields East, West and Aberavon.

The Conference closed at 3.00 p.m.