Company No *3955918*

Charity No *1080667*

THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

YMDDIRIEDOLAETH CADWRAETH ADEILADAU
CADWGAN BUILDING PRESERVATION TRUST

Incorporated on 21st March 2000 [date]

I David Huw Emanuel being a Solicitor of the Supreme Court hereby certify that this is a true copy of the original Memorandum and Articles of Association produced before me this 21st day of March 2000

D H Emanuel
7 St Mary Street
CARDIGAN

Revised March 2013

Company No. 2955918

Charity No. 1092667

THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

YMDDIRIEDOLAETH CADWRAETH ADEILADAU
CADW/WGAN BUILDING PRESERVATION TRUST

21st March 2000

I David Huw Emanuel being a Solicitor of the Supreme Court hereby certify that this is a true copy of the original Memorandum and Articles of Association produced before me this 21st day of March 2000

D. H. Emanuel
7 St. Mary Street
CARDIGAN

Revised March 2013

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

YMDDIRIEDOLAETH CADWRAETH ADEILADAU CADWGAN BUILDING PRESERVATION TRUST

1. NAME

The name of the Company is YMDDIRIEDOLAETH CADWRAETH ADEILADU CADWGAN BUILDING PRESERVATION TRUST

2. REGISTERED OFFICE

The registered office of the Charity is to be in Wales

3. OBJECTS

The objects of the charity are to preserve for the benefit of the people of Cardigan Town and of the Nation, the historical, architectural and constructional heritage that may exist in and around Cardigan Town in buildings (including any building as defined in section 336 of the Town and Country Planning Act 1990) of particular beauty or historical, architectural or constructional interest

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

4 1 To promote or carry out research

4 2 To provide advice

4 3 To publish or distribute information

4 4 To co-operate with other bodies

4 5 To support, administer or set up other charities

4 6 To raise funds (but not by means of taxable trading)

4 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)

4 8 To acquire or hire property of any kind

4 9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011), such letting or disposal to be subject to such covenants, conditions and restrictions as are reasonable necessary to ensure the preservation of any buildings or land

4 10 To repair, renovate, restore, rebuild and generally promote the preservation of any buildings or land

4 11 To buy or otherwise acquire furniture and other equipment for use in connection with any such buildings or land, and to sell, lease or otherwise dispose of any such furniture or equipment

4 12 To make such arrangements as are necessary to enable the public to view and enjoy any buildings or land (whether free or at charge)

4 13 To make planning applications for the consent under by-laws or building regulations and other like applications

4 14 To make grants or loans of money and to give guarantees

4 15 To set aside funds for special purposes or as reserves against future expenditure

4 16 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)

4 17 To delegate the management of investments to a financial expert, but only on terms that

4 17 1 the investment policy is set down in writing for the financial expert by the Trustees

4 17 2 every transaction is reported promptly to the Trustees

4 17 3 the performance of the investments is reviewed regularly with the Trustees

4 17 4 the Trustees are entitled to cancel the delegation arrangement at any time

4 17 5 the investment policy and the delegation arrangement are reviewed at least once a year

4 17 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt

4 17 7 the financial expert must not do anything outside the powers of the Trustees

4 14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

4 15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required

4 16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

4 17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers

4 18 To enter into contracts to provide services to or on behalf of other bodies

4 19 To establish subsidiary companies to assist or act as agents for the Charity

4 20 To pay the costs of forming the Charity

4 21 To do anything else within the law which promotes or helps to promote the Objects

4.11 To buy or otherwise acquire furniture and other equipment for use in connection with any such buildings or land, and to sell, lease or otherwise dispose of any such furniture or equipment

4.12 To make such arrangements as are necessary to enable the public to view and enjoy any buildings or land (whether free or at charge)

4.13 To make planning applications for the consent under by-laws or building regulations and other like applications

4.14 To make grants or loans of money and to give guarantees

4.15 To set aside funds for special purposes or as reserves against future expenditure

4.16 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)

4.17 To delegate the management of investments to a financial expert but only on terms that:

4.17.1 the investment policy is set down in writing for the financial expert by the Trustees

4.17.2 every transaction is reported promptly to the Trustees

4.17.3 the performance of the investments is reviewed regularly with the Trustees

4.17.4 the Trustees are entitled to cancel the delegation arrangement at any time

4.17.5 the investment policy and the delegation arrangement are reviewed at least once a year

4.17.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt

4.17.7 the financial expert must not do anything outside the powers of the Trustees

4.18 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

4.19 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required

4.20 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

4.21 Subject to clause 5, to employ paid or unpaid agents, staff or advisers

4.22 To enter into contracts to provide services to or on behalf of other bodies

4.23 To establish subsidiary companies to assist or act as agents for the Charity

4.24 To pay the costs of forming the Charity

4.25 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

5 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but

5 1 1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied

5 1 2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity

5 1 3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity

5 1 4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity

5 2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except

5 2 1 as mentioned in clauses 4 20, 5 1 2, 5 1 3 or 5 3

5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity

5 2 3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)

5 2 4 payment to any company in which a Trustee has no more than a 1 per cent shareholding

5 2 5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)

5 3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if

5 3 1 the goods or services are actually required by the Charity

5 3 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods and services and is set in accordance with the procedure in clause 5 4

5 3 3 no more than one half of the Trustees are subject to such a contract in any financial year

5 4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must

5 4 1 declare an interest at or before discussion begins on the matter

5 4 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information

5 4 3 not be counted in the quorum for that part of the meeting

5 4 4 withdraw during the vote and have no vote on the matter

5.5 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

8 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

8 1 2 directly for the Objects or charitable purposes within or similar to the Objects

8 1 3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8 2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

9 1 Words and expressions defined in the Articles have the same meanings in this Memorandum

9 2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
[List the full name and residential address of each of the subscribers]	*[signature of each of the subscribers]*
Trevor Thomas Griffiths Old Rectory Llangoedmor Cardigan Ceredigion SA43 2LH	*Trevor T Griffiths*
Gareth George Davies Engar Gwbert Rd Gwbert Ceredigion SA43 1PP	*G G Davies*
Walter Howell Richard Thomas Penralltddu Cardigan Ceredigion SA43 1EH	*WHR Thomas*
Elizabeth Jann Tucker Penffynnon Aberporth Ceredigion SA43 2DA	*E. Jann Tucker*

Date 21st March 2000 *[Date]*

Witness to the above signatures

D H EMANUEL

7 St Mary Street

CARDIGAN

Solicitor

D H Emanuel

[Name, address and occupation of witness] *[Signature of witness]*

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CADWGAN BUILDING PRESERVATION TRUST LTD

1. MEMBERSHIP

1 1 The number of members with which the Charity proposes to be registered is unlimited

1 2 The Charity must keep and maintain a register of names and addresses of members

1 3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who

1 3 1 applies to the Charity in the form required by the Trustees, and

1 3 2 is approved by the Trustees

1 4 The Trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to do so In these circumstances, the Trustees

1 4 1 must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

1 4 2 must consider any written representations the applicant may make about the decision The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final

1 5 If the Trustees reasonably consider that a Nominated Trustee, or an authorised representative, is unsuitable or unqualified to act as a trustee, they may ask the member organisation to nominate another person

1 6 Membership of the Charity is not transferable

1 7 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

1 8 The Trustees may not directly or indirectly alter the rights or obligations attached to a class or membership

1 9 The rights attached to a class of membership may only be varied if

1 9 1 75% of the members of that class consent in writing to the variation, or

1 9 2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

1 10 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of member

1 11 Membership is terminated if the member concerned

1 11 1 gives written notice of resignation to the Charity

1 11 2 dies or (in the case of an organisation) ceases to exist

1 11 3 is three months in arrear in paying the relevant subscription but in such a case the former member may reapply for membership, or

1 11 4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

2. GENERAL MEETINGS

2 1 Members are entitled to attend general meetings either personally or (in the case of a member *organisation) by an authorised representative An annual general meeting must be called on at* least clear 21 days' written notice and all other general meetings on at least 14 clear days' written notice, the notices each specifying the business to be discussed

2 2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 10

2 3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2 4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2 5 Except for the chairman of the meeting, who has a second or casting vote, and subject to article 3 1 2, every member present in person or through an authorised representative has one vote on each issue

2 6 A written resolution sent to every member and signed by a simple majority (or, in the case of a special resolution, by a majority of not less than 75%) of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2 7 The Charity must hold an annual general meeting in every year which all members are entitled to attend The first annual general meeting may be held within 18 months after the Charity's incorporation

2 8 At an annual general meeting the members

2 8 1 *receive the accounts of the Charity for the previous financial year*

2 8 2 receive the Trustees' report on the Charity's activities since the previous annual general meeting

2 8 3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation

2 8 4 elect persons to be Trustees to fill the vacancies arising

2 8 5 appoint auditors for the Charity

2 8 6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and

1.11.1 gives written notice of resignation to the Charity

1.11.2 dies or (in the case of an organisation) ceases to exist

1.11.3 is three months in arrears in paying the relevant subscription but in such a case the former member may reapply for membership; or

1.11.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

2. GENERAL MEETINGS

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2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2.5 Except for the chairman of the meeting, who has a second or casting vote, and subject to article 2.11.2, every member present in person or through an authorised representative has one vote on each issue

2.6 A written resolution sent to every member and signed by a simple majority (or, in the case of a special resolution, by a majority of not less than 75%) of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose if a written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2.7 The Charity must hold an annual general meeting in every year which all members are entitled to attend. The first annual general meeting may be held within 18 months after the Charity's incorporation

2.8 At an annual general meeting the members

2.8.1 receive the accounts of the Charity for the previous financial year

2.8.2 receive the Trustees' report on the Charity's activities since the previous annual general meeting

2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation

2.8.4 elect persons to be Trustees to fill the vacancies arising

2.8.5 appoint auditors for the Charity

2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and

2 8 7 discuss and determine any issues of policy or deal with any other business put before them

2 9 A general meeting (apart from the annual general meeting) may be called at any time by the Trustees and must be called within 28 clear days on a written request (specifying the business to be discussed) from at least 10 members or 10% of the members if greater

3. PROXIES

3 1 Proxies may only validly be appointed by a notice in writing ('a proxy notice') which

3 1 1 is signed by or on behalf of the member appointing the proxy and which states the name and address of that member

3 1 2 Identifies the person appointed to be that member's proxy (which, for the avoidance of doubt, may be another member), and the general meeting in relation to which that person is appointed

3 1 3 is delivered to the Charity in accordance with these Articles and any instructions contained in the notice to the general meeting to which they relate

3 2 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who signed it on the appointor's behalf

3 3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

3 4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

3 5 Unless a proxy notice indicates otherwise, it must be treated as

3 5 1 allowing the person appointed proxy under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting

3 5 2 appointing that person as proxy in relation to any adjournment of the general meeting to which it relates, as well as to the meeting itself

3 6 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting, or any adjournment of it, even though a valid proxy has been delivered to the Charity by or on behalf of that person

3 7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on behalf the proxy notice was given

3 8 A notice revoking a proxy appointment will take effect only if delivered before the start of the meeting or adjourned meeting to which it relates

4. THE TRUSTEES

4 1 The Trustees as charity trustees have control of the Charity and its property and funds

4 2 The minimum number of Trustees shall be 4 and (unless determined by ordinary resolution) the maximum (including Nominated Trustees)12 All Trustees must be members

4 3 The subscribers to the Memorandum are the first Trustees of the Charity

2.8.7 discuss and determine any issues of policy or decision or any other business put before them

2.9 A general meeting (apart from the annual general meeting) may be called at any time by the Trustees and must be called within 23 clear days on a written request (specifying the business to be discussed) from at least 10 members or 10% of the members, if greater

3. PROXIES

3.1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which

3.1.1 is signed by or on behalf of the member appointing the proxy and which states the name and address of that member

3.1.2 identifies the person appointed to be that member's proxy (which, for the avoidance of doubt, may be another member), and the general meeting in relation to which that person is appointed

3.1.3 is delivered to the Charity in accordance with these Articles and any instructions contained in the notice to the general meeting to which they relate

3.2 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who signed it on the appointor's behalf

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3.5 Unless a proxy notice indicates otherwise, it must be treated as

3.5.1 allowing the person appointed proxy under it discretion as to how to vote on any ancillary or procedural resolutions put to the meeting

3.5.2 appointing that person as proxy in relation to any adjournment of the general meeting to which it relates, as well as to the meeting itself

3.6 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting, or any adjournment of it, even though a valid proxy has been delivered to the Charity by or on behalf of that person

3.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on behalf the proxy notice was given

3.8 A notice revoking a proxy appointment will take effect only if delivered before the start of the meeting or adjourned meeting to which it relates

4. THE TRUSTEES

4.1 The Trustees as charity trustees have control of the Charity and its property and funds

4.2 The minimum number of Trustees shall be 4 and (unless determined by ordinary resolution) the maximum (including Nominated Trustees) 12. All Trustees must be permanent

4.3 The subscribers to the Memorandum are the first Trustees of the Charity

4 4 The Charity may, by ordinary resolution at a general meeting, appoint a person whom the Trustees reasonably consider to be a person suitable and qualified to act as a trustee of the Charity, whether an individual or a person nominated to represent an organisation, or a Nominated Trustee

4 5 Every Trustee must sign a declaration of willingness to act as a trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees

4 6 One third (or the number nearest one third) of the Trustees, excluding Nominated Trustees, must retire at each annual general meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots

4 7 No person other than a Trustee retiring by rotation may be appointed a trustee at any general meeting unless

4 7 1 he or she is recommended for re-election by the Trustees, or

4 7 2 *not less than 7 nor more than 28 clear days before the date of the meeting, the* Charity is given a notice that

4 7 2 1 is signed by 2 members entitled to vote at the meeting acting as a proposer and seconder

4 7 2 2 states the members' intention to propose and second the appointment of a person as a Trustee

4 7 2 3 contains a brief biography of the person to be proposed, any special expertise and an indication of the time that that person is likely to have available to act as a trustee

4 7 2 4 is signed by the person who is to be proposed, to show his or her willingness to be appointed

4 8 Subject to Article 1 5, Article 4 7 shall not apply to a Nominated Trustee save that the member organisation shall provide the details referred to in 4 7 2 3 if reasonably requested by the Charity

4 9 All members who are entitled to receive notice of a general meeting must be given not less than 7 nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a Trustee who is to retire by rotation

4 10 For the avoidance of doubt, the following organisations shall have an absolute right to nominate a single individual as an authorised representative on the board of Trustees

4 10 1 Ceredigion County Council

4 10 2 Cardigan Town Council

4 10 3 the body of registered volunteers involved with the restoration of Cardigan Castle from time to time

4 11 A Trustee's term of office automatically terminates if he or she

4 11 1 is disqualified under the Charities Act 2011 from acting as a charity trustee

4 11 2 is incapable, whether mentally or physically, of managing his or her own affairs

4.4 The Charity may, by ordinary resolution at a general meeting, appoint a person whom the Trustees reasonably consider to be a person suitable and qualified to act as a trustee of the Charity, whether an individual or a person nominated to represent an organisation (a Nominated Trustee).

4.5 Every Trustee must sign a declaration of willingness to act as a trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.

4.6 One third (or the number nearest one third) of the Trustees, excluding Nominated Trustees, must retire at each annual general meeting, those longest in office returning first and the choice between any of equal service being made by drawing lots.

4.7 No person other than a Trustee returning by rotation may be appointed a trustee at any general meeting unless:

4.7.1 he or she is recommended for re-election by the Trustees; or

4.7.2 not less than 7 nor more than 28 clear days before the date of the meeting, the Charity is given a notice that:

4.7.2.1 is signed by 2 members entitled to vote at the meeting acting as a proposer and seconder;

4.7.2.2 states the members' intention to propose and second the appointment of a person as a Trustee;

4.7.2.3 contains a brief biography of the person to be proposed, any special expertise and an indication of the time that that person is likely to have available to act as a trustee;

4.7.2.4 is signed by the person who is to be proposed, to show his or her willingness to be appointed.

4.8 Subject to Article 1.5, Article 4.7 shall not apply to a Nominated Trustee save that the member organisation shall provide the details referred to in 4.7.2.3 if reasonably requested by the Charity.

4.9 All members who are entitled to receive notice of a general meeting must be given not less than 7 nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a Trustee who is to retire by rotation.

4.10 For the avoidance of doubt, the following organisations shall have an absolute right to nominate a single individual as an authorised representative on the board of Trustees:

4.10.1 Ceredigion County Council;

4.10.2 Ceredigion Town Council;

4.10.3 the body of registered volunteers involved with the restoration of Cardigan Castle from time to time.

4.11 A Trustee's term of office automatically terminates if he or she:

4.11.1 is disqualified under the Charities Act 2011 from acting as a charity trustee;

4.11.2 is incapable, whether mentally or physically, of managing his or her own affairs;

4 11 3 is absent from three consecutive meetings of the Trustees (unless the Trustees are reasonably satisfied that any longer absence is justified in the circumstances)

4 11 4 ceases to be a member (but such a person may be reinstated by a resolution passed by all the other Trustees on resuming membership of the Charity before the next annual general meeting)

4 11 5 resigns by written notice to the Trustees (but only if at least 2 Trustees will remain in office)

4 11 6 is removed by resolution passed by at least 50% of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

4 12 The Trustees may at any time co-opt any person duly qualified to provide expert advice to the Charity as a Trustee to fill a vacancy in their number or as an additional Trustee, but such person shall hold office only until the next annual general meeting

4 13 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. PROCEEDINGS OF TRUSTEES

5 1 The Trustees must hold at least 3 meetings each year

5 2 A quorum at a meeting of the Trustees is 3 Trustees (or the number nearest to one-third of the number of trustees for the time being, whichever is the more)

5 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants communicate with all the other participants

5 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

5 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing or in electronic form sent to every Trustee and signed by a simple majority of them is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

5 6 Except for the Chairman of the meeting, who has second or casting vote, every Trustee has one vote on each issue

5 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

6. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

6 1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary in accordance with the Act

6 2 to appoint a Chairman, Treasurer and other honorary officers from among their number

4.11.3 is absent from three consecutive meetings of the Trustees (unless the Trustees are reasonably satisfied that any proper absence is justified in the circumstances)

4.11.4 ceases to be a member (but such a person may be reinstated by a resolution passed by all the other Trustees on resuming membership of the Charity before the next annual general meeting)

4.11.5 resigns by written notice to the Trustees (but only if at least 2 Trustees will remain in office)

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5.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing or in electronic form sent to every Trustee and signed by a simple majority of them is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

5.6 Except for the Chairman of the meeting, who has second or casting vote, every Trustee has one vote on each issue

5.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

6. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

6.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary in accordance with the Act

6.2 to appoint a Chairman, Treasurer and other honorary officers from among their number

6 3 to delegate any of their functions to committees consisting of 2 or more individuals appointed by them (but at least 1 member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)

6 4 to invite a person they reasonably consider will be able to provide expert or specialist advice to any meeting of the Charity

6 5 to make standing orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings

6 6 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees

6 7 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)

6 8 to establish procedures to assist the resolution of disputes within the Charity

6 9 To exercise any powers of the Charity which are not reserved to a general meeting

7. RECORDS & ACCOUNTS

7 1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the commission of

7 1 1 annual reports

7 1 2 annual returns

7 1 3 annual statements of account

7.2 The Trustees must keep proper records of

7 2 1 all proceedings at general meetings

7 2 2 all proceedings at meetings of the Trustees

7 2 3 all reports of committees and

7 2 4 all professional advice obtained

7 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

7 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

8. INDEMNITY

8 1 The Charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Act

8 2 The Charity may, so far as the law allows, indemnify any other person who is not a relevant director but a volunteer providing advice to the Charity in good faith

6.3 to delegate any of the functions to committees consisting of 2 or more individuals appointed by them (but at least 1 member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)

6.4 to invite a person to they reasonably consider will be able to provide expert or professional advice to any meeting of the Charity

6.5 to make standing orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meeting;

6.6 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees

6.7 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)

6.8 to establish procedures to assist the resolution of disputes within the Charity

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7.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member or to any other person who makes a written request and pays the Charity's reasonable costs within two months

8. INDEMNITY

8.1 The Charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Act

8.2 The Charity may to the extent the law allows, indemnify any other person who is not a relevant director but a volunteer providing advice to the Charity in good faith

8 3 In this Article, 'relevant director' means any director (trustee) or former director (trustee) of the charitable company

9. NOTICES

9 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Charity

9 2 The only address at which a member is entitled to receive notices is the address shown in the register of members

9 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

9 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address

9 3 2 2 clear days after being sent by first class post to that address

9 3 3 3 clear days after being sent by second class or overseas post to that address

9 3 4 on the date of publication of a newspaper containing the notice

9 3 5 on being handed to the member (or in the case of a member organisation, its authorised representative) personally or, if earlier,

9 3 6 as soon as the member acknowledges actual receipt

9 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

10. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

11. INTERPRETATION

In the Memorandum and in these Articles

"The Act" means the Companies Act 2006

"annual general meeting" means an annual general meeting of the Charity

"area of benefit" means in and around Cardigan Town

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 177 of the Charities Act 2011

"clear day" means 24 hours from midnight following the relevant event

"the Commission" means the Charity Commissioners for England and Wales

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"Nominated Trustee" means a trustee nominated annually by a member organisation having a right to nominate a trustee including (but not limited to)

Ceredigion County Council
Cardigan Town Council
Registered volunteers concerned with the restoration of Cardigan Castle from time to time

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

"Trustee" means a director of the Charity and "Trustees" means all of the directors including Nominated Trustees, unless stated otherwise

"written" or "in writing" refers to a legible document on paper not including a fax message

"year" means calendar year

9 2 Expressions defined in the Act have the same meaning

9 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

NAMES & ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
[List the full names and residential addresses of each of the subscribers]	*[signatures of each of the subscribers]*
Trevor Thomas Griffiths Old Rectory Llangoedmor Cardigan Ceredigion SA43 2LH	*Trevor T Griffiths*
Gareth George Davies Engar Gwbert Rd Gwbert Ceredigion SA43 1PP	*G G Davies*
Walter Howell Richard Thomas Penralltddu Cardigan Ceredigion SA43 1EH	*WHR Thomas*
Elizabeth Jann Tucker Penffynnon Aberporth Ceredigion SA43 2DA	*E. Jann Tucker*

Date 21st March 2000 *[Date]*

Witness to the above signatures

D H EMANUEL

7 St Mary Street

CARDIGAN

Solicitor

[Name, address and occupation of witness]

D H Emanuel

[Signature of witness]