

FILE COPY



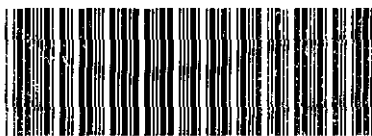
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4638820

The Registrar of Companies for England and Wales hereby certifies that
O DDRWS I DDRWS

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

Given at Companies House, Cardiff, the 16th January 2003



N04638820I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

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**TYSTYSGRIF CORFFORI
CWMNI CYFYNGEDIG PREIFAT**

Rhif Cwmni 4638820

Mae Cofrestrydd Cwmnïau Cymru a Lloegr yn tystio drwy hyn fod
O DDRWS I DDRWS

heddiw wedi ei gorffori o dan Ddeddf Cwmnïau 1985 fel cwmni preifat a
bod y cwmni yn un cyfyngedig

Rhoddwyd yn Nhŷ'r Cwmnïau, Caerdydd, 16eg o Ionawr 2003



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

N04638820I



Ty'r Cwmnïau
..... er gwybodaeth



Companies House
for the record

12CYM

Datganiad wrth wneud cais am gofrestrriad Declaration on application for registration

Cwblhewch mewn teipysgrif,
neu mewn priflythrennau eglur.
Please complete in typescript,
or in bold block capitals.

CHWP000

Enw llawn y Cwmni

O DDRWS I DDRWS

Company Name in full

Yr wyf fi,

ROBERT GALEN TRENHOLME

I,

o BODNANT STRYDYLLIN NEFYN LL53 6HY of

yn datgan yn ddifrifddwys ac yn ddiffruant fy mod yn ~~Cyfreithiwr yn ymgymryd â ffurfio'r cwmni~~ ~~person a-enwyd fel cyfarwyddwr neu ysgrifennydd i'r cwmni yn y datganiad a drosglwyddwyd i'r Cofrestrdydd o dan adran 10 o Ddeddf Cwmnïau 1985~~† ac y cydymffurfiwyd â holl ofynion Deddf Cwmnïau 1985 gyda golwg ar gofrestru'r cwmni uchod, ynghyd â phob mater sy'n gysylltiedig â hynny ac yn ei ragflaenu.

† Dileer yn ôl yr angen

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate

A gwnaf y Datganiad difrifddwys hwn dan gredu'n gydwybodol ei fod yn wir, ac yn rhinwedd Deddf Datganiadau Statudol 1835.

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

Llofnod y datganydd

Robert Trenholme

Declarant's signature

Datganwyd yn

35, STRYD CARR, PWLLHOL

Declared at

Dydd Mis Blwyddyn
Day Month Year

ar
on

06 09 2003

Enw mewn priflythrennau • Ger fy mron o

CYRIL JONES-EVANS

• Before me

• Please print name

Llofnodwyd
Signed

[Signature]

Dyddiad
Date

6/01/2003

Comisiynydd Llŵn neu Notari Cyhoeddus neu Ynad Heddwch neu Gyfreithiwr
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Rhowch enw, cyfeiriad, rhif telefon,
ac os oes un ar gael, rhif a
Chyfnwidfa DX y person y dylai
Tŷ'r Cwmnïau gysylltu ag
ef/â hi os bydd ymholiad.

CYRIL JONES- EVANS
PORTHOL
PWLLHOLLI LL53 5AN

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

Teleffon

01755 61 2546

Rhif DX

DX number

Cyfnwidfa DX

DX exchange



E10 *EL62PHN0* 0091
COMPANIES HOUSE 16/01/03

Ffurflen ddiwygiedig Mehefin 1998
Form revised June 1998

Wedi cwblhau a llofnodi'r ffurflen, anfonwch hi at y Cofrestrdydd Cwmnïau yn:

When you have completed and signed the form send it to the Registrar of Companies at:

Tŷ'r Cwmnïau, Ffordd y Goron, Caerdydd CF4 3UZ DX 33050 Caerdydd
Companies House, Crown Way, Cardiff CF4 3UZ DX 33050 Cardiff



Companies House
— for the record —

Cwblhewch mewn teipysgrif,
neu mewn priflythrennau eglur.
Please complete in typescript,
or in bold block capitals.

CHFP000

30(5)(a) CYM

Datganiad wrth wneud cais am gofrestru cwmni sydd
wedi ei ryddhau rhag angen defnyddio'r gair "limited"
neu "cyfyngedig"
Declaration on application for registration of a company
exempt from the requirement to use the word "limited"
or "cyfyngedig"

Enw llawn y Cwmni

O DDRWS I DDRWS

Company Name in full

Yr wyf fi,

ROBERT GAWEN TRENHOLME

I,

o BODNANT STRYD Y LLAN NEPYN LL53 6HY

sy'n [Gyfreithiwr yn ymgymryd â ffurfio'r cwmni] [person a enwyd
fel cyfarwyddwr neu ysgrifennydd i'r cwmni yn y datganiad a
drosglwyddwyd o dan adran 10 o Ddeddf Cwmnïau 1985]† yn
datgan yn ddifrifddwys ac yn ddiffuant fod y cwmni'n cydymffurfio
â gofynion adran 30(3) o Ddeddf Cwmnïau 1985.

a [Solicitor engaged in the formation of the company] [person
named as director or secretary of the company in the statement
delivered under section 10 of the Companies Act 1985]† do
solemnly and sincerely declare that the company complies with
the requirements of section 30(3) of the Companies Act 1985.

† Dileer yn ôl yr angen

† Please delete as appropriate

A gwnaf y Datganiad difrifddwys hwn dan gredu'n gydwybodol ei
fod yn wir, ac yn rhinwedd Deddf Datganiadau Statudol 1835.

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

Llofnod y datganydd

Robert Trencholme

Declarant's signature

Datganwyd yn

35 STRYD FAWR, Pwllheli

Declared at

Dydd Mis Blwyddyn
Day Month Year

ar
on

06 01 2003

Enw mewn
priflythrennau

Ger fy mron o

CYRIL JONES - EVANS

Before me

Please print name

Llofnodwyd
Signed

[Signature]

Dyddiad
Date

6/01/2003

Comisiynydd Llŷon neu Notari Cyhoeddus neu Ynad Heddych neu Gyfreithiwr
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Rhowch enw, cyfeiriad, rhif telefon,
ac os oes un ar gael, rhif a
Chyfnwida DX y person y dylai
Tŷ'r Cwmnïau gysylltu ag
ef/â hi os bydd ymholiad.

C. JONES - EVANS

35 STRYD FAWR

PWLLHELI, GWYNEDD LL53 5R7

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

Teleffon

Telephone

01758 612546

Rhif DX

DX number

Cyfnwida DX

DX exchange



E10 *EL620HN2* 0092
COMPANIES HOUSE
Darparwyd y ffurflen hon
gan Dŷ'r Cwmnïau.

Wedi cwblhau a llofnodi'r ffurflen, anfonwch hi at y Cofrestrydd Cwmnïau yn:

When you have completed and signed the form send it to the Registrar of Companies at:

Tŷ'r Cwmnïau, Ffordd y Goron, Caerdydd CF14 3UZ DX 33050

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff



Companies House

for the record

Cwblhewch mewn teipysgrif,
neu mewn priflythrennau eglur.
Please complete in typescript,
or in bold block capitals.

Ceir nodiadau cwblhau ar y tudalen olaf
Notes on completion appear on final page

CHFP000

10cym

**Cyfarwyddwyr cyntaf ac ysgrifennydd, ynghyd â darpar
leoliad y swyddfa gofrestredig**

**First directors and secretary and intended situation of
registered office**

Enw llawn y Cwmni

O DDRWS I DDRWS

Company Name in full

Darpar Swyddfa Gofrestredig

(Ni dderbynnir rhifau Blwch Post yn unig)

NYFFRYN
DINAS

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Tref bost

PWLL HELL

Post town

Sir /
Rhanbarth

GWYNEDD

County /
Region

Côd post

LL53 8UA

Postcode

Os trosglwyddir y memorandum gan gynrychiolydd ar ran
tanygrifiwr/-wyr y memorandum, marcwch y blwch
gyferbyn a rhwch enw a chyfeiriad y cynrychiolydd.

If the memorandum is delivered by an agent for the
subscriber(s) of the memorandum mark the box opposite
and give the agent's name and address.

Enw'r Cynrychiolydd

Wales Co-operative Centre

Agent's Name

Cyfeiriad

Handaeth Court
Fairwater Road

Address

Tref bost

CARDIFF

Post town

Sir

CARDIFF

County

Côd post

CF5 2XP

Postcode

Nifer y dalennau parhad a gyplysis

1

Number of continuation sheets attached

Rhowch enw, cyfeiriad, rhif telefon,
ac os oes un ar gael, rhif a
Chyfnwidfa DX y person y dylai
Tŷ'r Cwmnïau gysylltu ag
ef/â hi os bydd ymholiad.

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

Teleffon

Telephone

Rhif DX

DX number

Cyfnwidfa DX

DX exchange

Côd bar dduddied dogrus yn Aifolia Cwmnïau



E10
COMPANIES HOUSE
16/01/03

Form created by mefnetm 1998
Form revised June 1998

Wedi cwblhau a llofnodi'r ffurflen, anfonwch hi at y Cofrestrydd Cwmnïau yn:

When you have completed and signed the form send it to the Registrar of Companies at:

Tŷ'r Cwmnïau, Ffordd y Goron, Caerdydd CF14 3UZ DX 33050 Caerdydd
Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff

Ysgrifennydd y Cwmni
(Gweler nodyn 1 - 5)

Company Secretary
(See note 1 - 5)

Enw'r Cwmni	O DDRWS I DDRWS		Company name
Enw	* Dull / Teitl	* Style / Title	Name
	* Anrhydeddau etc	* Honours etc	
* Manylion gwirfoddol	ANNA EVANS		Forename(s) * Voluntary details
Enwau cyntaf	HUGHES		Surname
Cyfenw			Previous forename(s)
Enwau cyntaf blaenorol			Previous surname(s)
Cyfenwau blaenorol			
Cyfeiriad preswyl arferol Ar gyfer corfforaeth, rhwch gyfeiriad y swyddfa gofrestredig neu'r brif swyddfa.	Ffynhyn, Morfa Nefyn, Pwllheli		Usual residential address For a corporation, give the registered or principal office address.
Tref bost	Pwllheli	Post town	
Sir	Gwynedd	County	
Côd post Postcode	LL53 6AP	Gwlad Country	
		CYMRU	

Cytunaf i weithredu'n ysgrifennydd i'r cwmni a enwyd ar dudalen 1

I consent to act as secretary of the company named on page 1

Llofnod caniatâd
Consent signature

A. E. Hughes

Dyddiad
Date

19/12/02

Cyfarwyddwyr
(Gweler nodyn 1 - 5)

Directors
(See note 1 - 5)

Rhestrwch y cyfarwyddwyr yn nhrefn yr wyddor.

Please list directors in alphabetical order.

Enw	* Dull / Teitl	* Style / Title	Dydd Day	Mis Month	Blwyddyn Year	Name
	* Anrhydeddau etc	* Honours etc	Dyddiad geni +			Date of birth +
Enwau cyntaf	EMMA MARY ELIZABETH					Forenames
Cyfenw	DAVIES					Surname
Enwau cyntaf blaenorol						Previous forename(s)
Cyfenwau blaenorol						Previous surname(s)
Cyfeiriad	NYFFRYN					Address
Cyfeiriad preswyl arferol Ar gyfer corfforaeth, rhwch gyfeiriad y swyddfa gofrestredig neu'r brif swyddfa.	BWAIS BODUAN					Usual residential address For a corporation, give the registered or principal office address.
Tref bost	PWLLHELI					Post town
Sir	GWYNEDD					County
Côd post Postcode	LL53 8UA					Gwlad Country
	CYMRU					
Cenedligrwydd	CYMRAES					Nationality
Galwedigaeth fusnes	FFERMIO					Business occupation
Safleoedd eraill fel cyfarwyddwr	BARDS AGORED CYF.					Other directorships

Cytunaf i weithredu'n gyfarwyddwr i'r cwmni a enwyd ar dudalen 1

I consent to act as director of the company named on page 1

Llofnod caniatâd
Consent signature

E. M. E. Davies

Dyddiad
Date

19/12/02

Directors (continued)
(See note 1 - 5)

19:12:02

19.12.02

[illegible]

Nodiadau

1. Nodwch enw(au) cyntaf llawn NID BLAENLYTHRENNAU a chyfenw pob unigolyn, ynghyd ag unrhyw enw(au) cyntaf neu gyfenw(au) blaenorol.

Os corfforaeth neu gwmni yn yr Alban yw'r cyfarwyddwr neu'r ysgrifennydd, nodwch enw'r gorfforaeth neu'r cwmni ar y llinell ar gyfer cyfenw.

Rhowch enw(au) cyntaf neu gyfenw(au) blaenorol ac eithrio:

- yn achos gwraig briod, nad oes angen nodi ei henw cyn priodi,
- nad oes angen nodi enwau na ddefnyddiwyd mohonynt oddi ar gyrraedd 18 oed neu ers o leiaf 20 mlynedd.

Caiff pendefig, neu unigolyn a adwaenir fel arfer yn ôl teitl Prydeinig, nodi'r teitl yn lle'r enw(au) cyntaf a'r cyfenw, neu'n ychwanegol atynt, ac nid oes angen rhoi enw'r person hwnnw cyn iddo/iddi fabwysiadu neu etifeddu'r teitl.

Cyfeiriad:

Rhowch y cyfeiriad preswyl arferol.

Yn achos corfforaeth neu gwmni yn yr Alban, rhowch y swyddfa gofrestredig neu'r brif swyddfa.

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Tanysgrifwyr:

Rhaid i'r ffurflen gael ei llofnodi naill ai'n bersonol gan y tanysgrifiwr/-wyr neu gan berson neu bersonau a awdurdodwyd i lofnodi ar ran y tanysgrifiwr/-wyr.

2. Cyfarwyddwyr a adwaenir yn ôl disgrifiad arall:

- Mae cyfarwyddwr yn cynnwys unrhyw berson sy'n dal y safle hwnnw, hyd yn oed os rhoir arno/arni ryw enw arall, er enghraifft, llywodraethwr, aelod cyngor.

3. Manylion cyfarwyddwyr:

- Nodwch ar gyfer pob cyfarwyddwr unigol ei ddyddiad geni, galwedigaeth fusnes a chenedligrwydd.
Rhaid rhoi'r dyddiad geni ar gyfer pob cyfarwyddwr unigol.

4. Safleoedd eraill fel cyfarwyddwr:

- Rhowch enw pob cwmni y mae'r person dan sylw yn gyfarwyddwr iddo neu wedi bod yn gyfarwyddwr yno unrhyw bryd yn ystod y 5 mlynedd diwethaf. Cewch hepgor cwmni **sydd neu a oedd bob amser yn ystod y 5 mlynedd diwethaf** pan wasanaethai'r person fel cyfarwyddwr:

- yn segur,

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:

- dormant,

- yn brif gwmni'n meddu'n llwyr ar y cwmni sy'n llenwi'r ffurflen,

- yn is-gwmni wedi ei lwyfddiannu gan y cwmni sy'n llenwi'r ffurflen, neu

- yn is-gwmni arall wedi ei lwyfddiannu gan yr un prif gwmni.

Os nad oes digon o le ar y ffurflen i gynnwys safleoedd eraill fel cyfarwyddwr, cewch ddefnyddio dalen ar wahân, a ddylai gynnwys rhif y cwmni ac enw llawn y cyfarwyddwr.

5. Defnyddiwch gopïau llun o dudalen 2 i roi manylion am gydysgrifenyddion neu gyfarwyddwyr ychwanegol.

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use photocopies of page 2 to provide details of joint secretaries or additional directors.

Ysgrifennydd y Cwmni

(Gweler nodyn 1 - 5)

Company Secretary

(See note 1 - 5)

Enw'r Cwmni	O DDAWS i DDAWS		Company name
Enw	* Dull / Teitl	* Style / Title	Name
	* Anrhydeddau etc	* Honours etc	
* Manylion gwirfoddol			Forename(s) * Voluntary details
Enwau cyntaf			Surname
Cyfenw			Previous forename(s)
Enwau cyntaf blaenorol			Previous surname(s)
Cyfenwau blaenorol			Usual residential address
Cyfeiriad preswyl arferol			For a corporation, give the registered or principal office address.
Ar gyfer corfforaeth, rhwch gyfeiriad y swyddfa gofrestredig neu'r brif swyddfa.			
Tref bost		Post town	
Sir		County	
Côd post Postcode		Gwlad Country	
Cytunaf i weithredu'n ysgrifennydd i'r cwmni a enwyd ar dudalen 1		I consent to act as secretary of the company named on page 1	
Llofnod caniatâd Consent signature		Dyddiad Date	

Cyfarwyddwyr

(Gweler nodyn 1 - 5)

Directors

(See note 1 - 5)

Rhestrwch y cyfarwyddwyr yn nhrefn yr wyddor.

Please list directors in alphabetical order.

Enw	* Dull / Teitl	* Style / Title	Ydd Day	Mis Month	Blwyddyn Year	Name	
	* Anrhydeddau etc	* Honours etc	Dyddiad geni +	24	02	1947	Date of birth +
Enwau cyntaf	ROBERT GAWEN					Forenames	
Cyfenw	TRENHOLME					Surname	
Enwau cyntaf blaenorol						Previous forename(s)	
Cyfenwau blaenorol						Previous surname(s)	
Cyfeiriad	BODNANT STRYD Y LLAN					Address	
Cyfeiriad preswyl arferol	NEFYN GWYNEDD					Usual residential address	
Ar gyfer corfforaeth, rhwch gyfeiriad y swyddfa gofrestredig neu'r brif swyddfa.						For a corporation, give the registered or principal office address.	
Tref bost	POLLHELI		Post town				
Sir	GWYNEDD		County				
Côd post Postcode	LL53 6HY		Gwlad Country		CYMRU		
Cenedligrwydd	CYMRUIG		Nationality				
Galwedigaeth fusnes	ME TO R MECHANIC					Business occupation	
Safleoedd eraill fel cyfarwyddwr	DRWS AGORED CYF					Other directorships	

Cytunaf i weithredu'n gyfarwyddwr i'r cwmni a enwyd ar dudalen 1

I consent to act as director of the company named on page 1

Llofnod caniatâd
Consent signature

RG Trenholme

Dyddiad
Date

19-12-02

4638820

238367



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

MEMORANDUM OF ASSOCIATION OF

O Ddrws i Ddrws

1. The Charity's name is O Ddrws i Ddrws (and in this document it is called " the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are to provide fully accessible and affordable transport for those living in the Llyn community who are unable to access public transport, either through Disability or Isolation.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (i) to draw, make, accept, endorse, discount, execute and issue promisory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity;
 - (ii) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (iii) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (iv) subject to clause 5 below to employ such staff, who shall not be Trustees of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
 - (v) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;



- (vi) 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;
- (vii) 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;
- (viii) 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 trustee 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;

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;

(2) 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 trustee;

(3) of interest on money lent by any member of the Charity or trustee 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 trustees;

(4) of fees, remuneration or other benefit in money or money's worth to any Charity of which a trustee may also be a member holding not more than 1/100th part of the issued capital of the Charity;

(5) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;

(6) to any trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amounts as may be required to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.
8. If 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.

This clause 8 and clause 5 hereof may only be changed by a unanimous vote of all members at an Extraordinary General Meeting and section 17 of the Act shall not apply.

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

Name ERAINÉ MARY ELIZABETH Signature E.M.E. Davies
DAVIES.
Address NYFFRYN, DINAS, PŴLLHELI
GWYNEDD, LL53 8UA.

Name ANN EVANS HUGHES Signature A.E. Hughes
Address TYWYR, TŴRFA NEFYN, PŴLLHELI,
GWYNEDD LL53 6AP

Name ROBERT CAWENTREHOLME Signature R.C. Cawentholme
Address BODNANT STRYDYLLAN NEFYN, GWYNEDD
LL53 6HY.

Name _____ Signature _____
Address _____

Name _____ Signature _____
Address _____

Dated this 19TH day of DECEMBER 20 02

Witness to the above signatures A. A. Roberts

Name and address of witness Llewelyn Lloyd Roberts
33 Ffordd Bryn Ffynnon, Y Felinheli, Gwynedd. LL56 4SX

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

O Ddrws i Ddrws

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 and 1989 (which regulations are hereinafter called Table A) shall apply to the Company but, in the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail and apply.

INTERPRETATION

2. In these regulations:-

"the Charity" means the Charity intended to be regulated by these articles;

"the Act" means the Companies Act 1985 and 1989 including any statutory amendments or re-enactment thereof for the time in force.

"the articles" means the Articles of the Charity.

"clear days" in relation to the period of a notice means that 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.

"executed" includes any mode of execution.

"the 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.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Charity.

MEMBERSHIP

3. The first members of the Charity shall be the Subscribers to the Memorandum of Association.

4. The Board of Trustees may admit to membership;
 - (a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Charity, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or
 - (b) any society, Charity, local authority or unincorporated association which is in agreement with the objects of the Charity;

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 8.

5. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Charity all such rights and powers as the body corporate or association would exercise if it were an individual person.
6. Every application for membership shall be considered by the Board of Trustees at its first meeting after the application was made or as soon afterwards as it practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Charity whose decision on the matter shall be final. When refusing any application for membership, the Board of Trustees shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.
7. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription but for the time being shall be £0. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Charity, unless the Board of Trustees decides to waive the subscription in any particular case.

CATEGORIES OF MEMBERSHIP

8. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Trustees;
 - (a) "Community Members" shall be members who live, work or have interest within the community of the Llyn.
 - (b) "Corporate Members" shall be members admitted under Article 4(b).

REGISTER OF MEMBERS

9. The Charity shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register on becoming a member.

CESSATION OF MEMBERSHIP

10. A member shall cease to be a member immediately that he/she or it:
 - (i) ceases to fulfil any of the qualifications for membership as specified by Article 4 and Article 8; or
 - (ii) resigns in writing to the Secretary; or
 - (iii) is expelled by a Special Resolution carried in accordance with Article 26 at an Extraordinary General Meeting called to consider the matter; or
 - (iv) dies, if an individual person; or
 - (v) is wound up or goes into liquidation, if a corporate body or association; or
 - (vi) fails to pay the annual subscription (if any) or any other monies due to the Charity.
11. The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

GENERAL MEETINGS

12. The Charity shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Charity shall be held within eighteen months of incorporation.
13. The business of an Annual General Meeting shall include:
 - (i) The receipt of the reports of the Chairperson and Board of Trustees of the Charity;
 - (ii) the consideration of audited accounts (if any) presented by the Board of Trustees;
 - (iii) the election of the Board of Trustees;
 - (iv) a decision on the application of any surplus/profits;
 - (v) the appointment and the fixing of the remuneration of the Auditors.

All other business transacted at an Annual General Meeting shall be deemed Special.
14. Ordinary General Meetings of the Charity shall be held annually. But the Charity in General Meeting may decide to hold a General Meeting more frequently.
15. The Board of Trustees may, whenever they think fit, convene an Extraordinary General Meeting of the Charity, or any two members or ten percent of the membership, whichever is greater, may convene an Extraordinary General Meeting as provided by section 368 of the Act.

NOTICES

16. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 26 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice.
17. Notice of every General Meeting shall be given in writing to every member of the Charity and to the Auditors and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.
18. Notice shall be exclusive of the day on which it is served or given and shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
19. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted.
20. 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 proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
22. No business shall be transacted at a General Meeting unless a quorum of members is present. 10 % of the membership entitled to vote for the time being shall be the quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present it shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
24. The Chairperson or in their absence some other Trustee nominated by the Board shall preside as Chair of the meeting, but if neither the Chairperson nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
25. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.

26. Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to Clause 5 and 8 of the Memorandum of Association and to Articles 63 and 64 and this Article 26(a) shall require the unanimous vote of all the members of the Charity at an Extraordinary General Meeting testified by their signatures.
 - (b) The decisions involving an alteration to clauses of the Memorandum or Articles of Association, other than those specified, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Charity present and voting at an Extraordinary General Meeting.
 - (c) All other decisions shall be made by ordinary resolution requiring a simple majority.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands, demanded by:-
- (a) the Chairperson, or
 - (b) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
28. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
29. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the like form, each signed by one or more members.
31. Votes may be given personally or by proxy appointed by the member and no member or proxy shall have more than one vote.
32. In the case of an equality of votes the Chair shall have a second or casting vote.

BOARD OF TRUSTEES

33. The business of the Charity shall be managed by a Board of Trustees which shall be accountable to the members.

34. The initial Trustees of the Charity shall be appointed by the subscribers to the Memorandum of Association, and shall serve no more than five years. At the first Annual General Meeting following this period one third of the Trustees shall retire and may offer themselves for re-election.
35. The Board of Trustees will be elected annually by the members at the Annual General Meeting of the Charity and retiring members shall be eligible for re-election without further nomination.
36. Invitations for nominations for the position of Trustee will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Charity.
37. Unless otherwise determined by the Charity in General Meeting the number of Trustees shall be not less than two and not more than ten.
38. The Trustees may at any time co-opt any person to the Board of Trustees whether or not they are a member of the Charity, provided that the maximum number prescribed in Articles 37 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

PROCEEDINGS OF THE BOARD OF TRUSTEES

39. Members of the Board of Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.
40. In the case of an equality of votes the Chairperson shall have a second or casting vote.
41. A Director may, and the Secretary shall on the instruction of the Board of Trustees, summon a meeting of the Board of Trustees at any reasonable time.
42. The quorum necessary for the transaction of business of the Board of Trustees shall be two thirds of the Trustees.
43. If the Board of Trustees shall at any time be reduced in number to less than the minimum prescribed in Article 37, it may act as the Board of Trustees for the purpose of filling up vacancies in their body or summoning a General Meeting of the Charity, but no other purpose.
44. The Chairperson or in their absence some other director nominated by the Board of Trustees shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Trustees shall elect one of their number to be Chairperson.

45. The Board of Trustees shall cause proper minutes to be made of the proceedings of all meetings of the Charity, of the Board of Trustees and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Charity during the Charity's normal working hours and by any other person authorised by the Charity in General Meeting.
46. A resolution in writing signed by all Trustees for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Trustees and may consist of several documents in like form signed by one or more Trustees.

POWERS OF THE BOARD OF TRUSTEES

47. The business of the Charity shall be managed by the Board of Trustees who may pay all reasonable expenses of Charity as they think fit and may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by statute or by these Articles required to be exercised or done by the Charity in General Meeting.
48. No regulation made by the Charity in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid had that regulation not been made.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board of Trustees shall from time to time by resolution determine.
50. Without prior prejudice to its general powers, the Board of Trustees may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party.
51. The Board of Trustees may delegate any of its powers to sub-committees consisting of such members of the Charity as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Trustees.
52. The Trustees of the Charity, will appoint two named Trustees to sign on behalf of the Charity any legal documents including leases where signatures are required in the execution of the Charity's powers.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

53. The office of a Trustee shall be immediately vacated if he/she:
 - (i) ceases to be a Trustee by virtue of any provision of the Act or become prohibited by law from being a Trustee by virtue of section 45 of the Charities Act 1992; or
 - (ii) becomes bankrupt or make any arrangement or composition with their creditors generally; or
 - (iii) is, or may be, suffering from mental disorder and either;
 - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or

- an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
- (iv) resigns their office by notice to the Charity; or
- (v) shall for more than four consecutive meetings have been absent without permission of the Board of Trustees from meetings of Trustees held during that period and the Trustees resolve that his/her office be vacated; or
- (vi) is removed from office by resolution of the Charity in General Meeting in accordance with Section 303 of the Act.

REMUNERATION OF TRUSTEES

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

SECRETARY AND OTHER EXECUTIVE OFFICERS

55. Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

ACCOUNTS

56. The Board of Trustees shall cause proper books of account to be kept with respect to:
- (i) All sums of money received and expended by the Charity and the matters in respect of which the receipt and expenditure takes place.
 - (ii) All sales and purchases of goods and/or services by the Charity, and
 - (iii) The assets and liabilities of the Charity.

Proper books shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions and are prepared in accordance with Part VII of the Act.

57. The books of account shall be kept at the registered office of the Charity or at such other places as the Board of Trustees think fit, and shall always be open to the inspection of all members of the Charity upon approval of the Board of Trustees during normal working hours and by such other persons authorised by the Charity in General Meeting.
58. The Board of Trustees shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Charity in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

ANNUAL RETURN

59. The Trustees shall comply with their obligations under the Charities Act 1992 with regard to the preparation of an annual report and an annual return and its transmission to the Charities Commissioners.

APPLICATION OF SURPLUS

60. The surplus funds of the Charity shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Trustees and approved at the Annual General Meeting:
- (i) to creating a general reserve for the continuation and development of the Charity;
 - (ii) to make a payment for social and charitable purposes.

RULES OR BYE LAWS

61. The Board of Trustees may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Charity. The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Charity. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of the Charity.

INDEMNITY

62. Every member, Director, Charity Secretary, auditor (if any) and other officer for the time being of the Charity shall be indemnified out of the assets of the Charity against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:
- (i) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
 - (ii) negligence; or
 - (iii) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

DISSOLUTION

63. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

AMENDMENT TO ARTICLES

64. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 26 except those otherwise specified. No amendment of Articles is valid until registered with the Registrar of Companies.

SOCIAL AUDIT

65. A Social audit of the Charity may, by resolution of the Charity in General Meeting, be undertaken annually of the Charity's activities, in addition to the financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Charity's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Charity in General Meeting, or by the Board of Trustees who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the employees of the Charity, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Charity's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Charity is located.

We the several persons whose names, addresses and signatures are subscribed are desirous of being formed into a Charity in pursuance of these Articles of Association:

Name FRANK MARY ELIZABETH Signature C. M. E. Brown
RAVIES
Address RYFRYD, RINAS, Pwllheli
GWYNEDD. LL53 8UA.

Name ANN EVANS HUGHES Signature A. E. Hughes
Address TYWYN, NORFA NEFYH, Pwllheli,
GWYNEDD LL53 6AP

Name ROBERT GAWENTRENHOLME Signature RG Trenholme
Address BERNANT STRYDYLLAN NEFYH GWYNEDD
LL53 6HY.

Name _____ Signature _____
Address _____

Name _____ Signature _____
Address _____

Dated this 19TH day of DECEMBER 2002

Witness to the above signatures Ll. Ll. Roberts

Name and address of witness Llewelyn Lloyd Roberts
33 Ffordd Bryn Ffynnon, Y Felinheli, Gwynedd. LL56 4SX