

Abergele Youth Action Ltd

Company number: 5334541

Memorandum and Articles of Association Incorporated on 17th January 2005

Amended by special resolution 19 May 2008

An Extraordinary General Meeting was held on 2nd June 2014 at 5pm and attended by the following Directors Graham Nicholson, Kevin Jones, Timothy Rowlands, Phil Lord, Peter Fowler and Linda Tavernor

Apologies were received from John Humphries and Richard Tavernor

The following resolution was passed in accordance with company law

The current objects in clause 3 are deleted and replaced with

3 The Company's objects shall include -

To advance in life and help people in Abergele and surrounding area, with a special emphasis on those young people between the ages of 10 and 25, through

(a) The provision of recreational and leisure time activities provided in the interest of social welfare, designed to improve their wellbeing and conditions of life,

(b) The provision of support and activities which develop their wellbeing, skills, capacities and capabilities to enable them to participate fully in society

The current clause 4 to read as follows

4 The Company shall have power to do all such things as are incidental or conducive to promoting the Objects, but without limitation, the following powers

4 1 To serve people resident in Abergele and surrounding area

4 2 To undertake activities which will help to establish a good working relationship between young people, their parents or guardians, the police, the youth service, local school, local churches, local businesses, charitable organisations and the local community

4 3 To extend provision for people in Abergele and surrounding area

4 4 To provide funding for projects fulfilling the aims and objectives of the Company

4 5 To carry out activities for the benefit of people in Abergele and the surrounding area

4 6 To empower people, especially young people, resident in Abergele and the surrounding area to play an integral part in achieving the aims and objectives of the Company

The remaining of the Memorandum of Association to remain the same



Signed:

Name:

Graham Nicholson

GRAHAM NICHOLSON

Kevin Jones

KEVIN JONES

Timothy Rowlands

TIMOTHY ROWLANDS

Phil Lead

PHIL LEAD

Peter Fowler

PETER FOWLER

Linda J. Tavernor

Linda J. Tavernor

THE COMPANIES ACT 1989
A PRIVATE
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ABERGELE YOUTH ACTION LTD

2ND JUNE 2014

- 1 The name of the company ('the Company') is Abergele Youth Action Ltd
- 2 The registered office of the Company will be situated in Wales
- 3 The Company's objects shall include
To advance in life and help people in Abergele and surrounding area, with a special emphasis on those young people between the ages of 10 and 25, through
 - (a) The provision of recreational and leisure time activities provided in the interest of social welfare, designed to improve their wellbeing and conditions of life,
 - (b) The provision of support and activities which develop their wellbeing, skills, capacities and capabilities to enable them to participate fully in society
- 4 The Company shall have power to do all such things as are incidental or conducive to promoting the Objects, but without limitation, the following powers
 - 4 1 To serve people resident in Abergele and surrounding area
 - 4 2 To undertake activities which will help to establish a good working relationship between young people, their parents or guardians, the police, the youth service, local school, local churches, local businesses, charitable organisations and the local community
 - 4 3 To extend provision for people in Abergele and surrounding area
 - 4 4 To provide funding for projects fulfilling the aims and objectives of the Company
 - 4 5 To carry out activities for the benefit of people in Abergele and the surrounding area
 - 4 6 To empower people, especially young people, resident in Abergele and the surrounding area to play an integral part in achieving the aims and objectives of the Company
 - 4 7 To employ persons, contractors and agents and to make payments of pensions and superannuation to employees and their dependants and to operate and support any employee share schemes
 - 4 8 To erect, construct, enlarge, alter and maintain any shops stores, factories, buildings, works, ways, plant and machinery necessary or subsidise their erection, construction, enlargement, alteration and maintenance

- 4 9 To purchase, take on Lease or exchange, hire or otherwise acquire and hold any interest in any land, buildings, easements, rights , privileges, concessions, patent rights, licenses, intellectual property of any kind
- 4 10 To borrow, raise or secure the payment of money and to operate bank accounts
- 4 11 To receive money on deposit or loan upon such terms as the company may approve and to guarantee the obligations and contracts of clients and customers and others including members of the Company
- 4 12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques and other negotiable instruments
- 4 13 To make appeals for money and solicit subscriptions to the funds of the Company, accept interest free loans, donations and any gifts of real or personal property including those subject to any trust and/or conditions and to carry out any such trust and /or conditions
- 4 14 To make any charitable donations either in cash or assets which the Company may deem expedient
- 4 15 To enter into any partnership or joint venture with any company, organisation or person
- 4 16 To establish, or promote or concur in establishing or promoting any company , firm, co-operative or other organisation and to acquire and hold or dispose of shares, stock, securities or property issued by or any other obligations of such organisation
- 4 17 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, organisation or company
- 4 18 To make, publish, supply, sell or deal in books, periodicals, audio, film and video recordings and other publications in any other medium or any other educational or training materials or to give public lectures, hold public meetings or other seminars and presentations
- 4 19 To obtain, acquire and purchase all permits, licenses or trademarks and other intellectual property rights
- 4 20 To sell, improve, manage, develop, turn to account, exchange, let or rent, grant easements, licenses and other rights in or over, and in any manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of the Company for such money or money's worth as the Company may think fit
- 4 21 To do all such other things as are necessary for the achievement of the objects
- 5 In carrying out the aforesaid objects the Company shall have regard to the physical, mental and social well being of the community and may contribute from its profits in order to promote such charitable and philanthropic objectives as it sees fit
- 6 The income and property of the Company 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 Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing in this document shall prevent any payment in good faith by the Company

6 1 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 theirs, when instructed by the Company 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 not draw from any meeting at which their appointment or remuneration, or that of their partner is under discussion,

6 2 of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director,

6 3 of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;

6 4 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1% of the issued share capital of the company,

6 5 of reasonable and proper rent for premises let by any member of the Company or a director

6 6 to any director of reasonable out-of-pocket expenses,

6 7 of premiums of indemnity insurance,

7 The liability of the members is limited

8 Every member of the Company promises to pay £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member

9 In the event of the dissolution or winding up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the members but shall be transferred in the furtherance of the Objects to any organisation having objects similar to or compatible with the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Clause 6 above, as may be determined by a General Meeting, or in so far as the assets are not transferred, shall be held for charitable purposes

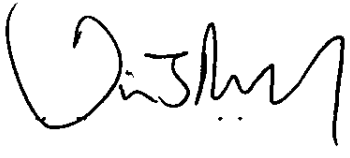
This Clause 9 and Clause 6 hereof may only be changed by a unanimous vote of all members at an Extraordinary General Meeting and section 17 of the Act shall not apply

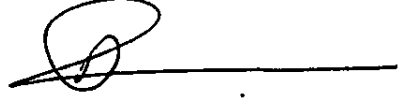
10 Clauses in the Memorandum of Association except for Clause 9 and Clause 6 above may be altered by Special Resolution which is hereby defined as one passed by a majority of not less than three-fourths of the membership voting in person at an Extraordinary General Meeting of which not


less than twenty one clear days notice has been given specifying the purpose for which the meeting has been called

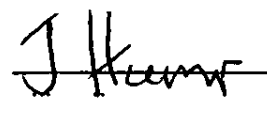
11 Words and expressions defined in the Articles have the same meanings as in this Memorandum

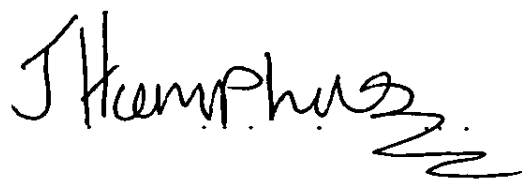
We the persons whose names, addresses and signatures are subscribed agree to the Memorandum of Association which was changed on the 2nd June 2014

Name Mr Timothy Rowlands Signature 
Address The Warren Cottage
Tan y Fron Road
Abergele
Conwy LL2 9BB

Name Mr Richard Tavernor Signature 
Address 1 Rhodfa Pedr
Dyserth
Rhyl
Denbighshire
LL18 6LR

Name Mr Graham Nicholson Signature 
Address 35 West Avenue
Bryn Newydd
Prestatyn
Denbighshire
LL19 9EY

~~Name Mr Kevin Jones~~ ~~Signature~~ 
~~Address Maes y Waen~~
~~Station Road~~
~~Ffestiniog~~
~~Gwynedd~~
~~LL41 4NN~~

Name Mr John Joseph Humphries Signature 
Address 7 Lon Dirion
Abergele
Conwy
LL22 8PX

Name Mr Peter Fowler

Signature

P. A. Fowler

Address 3 St Davids Road
Abergele
Conwy
LL22 7TP

Name Mrs Linda Jean Tavernor

Signature

L. J. Tavernor

Address The Shippon
Grosffordd Marli
Abergele
Conwy
LL22 9DU

Name Mr Philip Lord

Signature

P. Lord

Address 14 Gower Road
Mochdre
Colwyn Bay
LL28 5AE

Dated this 2nd day of June 2014

Witness to the above signatures

Name Andrew Sturges

Signature

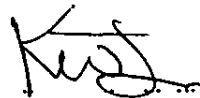
A. A. Sturges

Address 14 The Brae
Meliden
Denbighshire
LL19 8RB.

We the person whose name, address and signature are subscribed agree to the Memorandum of Association which was changed on the 2nd June 2014

Name Mr Kevin Jones

Signature

 9.6.14.

Address Maes y Waen
Station Road
Ffestiniog
Gwynedd
LL41 4NN

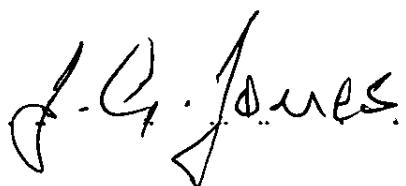
Dated this 9th day of June 2014

Witness to the above signature

Name

WATKINS Gwyn Jones

Signature

 9.6.14

Address

7 OXFORD ST.
BLAENAU FFESTINIOG
LL41 3UB