

Extract from Minutes of the Rhondda Life Ltd Board
meeting Wed 3rd November. 2010

Present. J Asquith (JA), A Clements (ACI), M Duxbery (MD), D Williams (DW),
N Morgan (NM), B Young (BY), H Evans (HE), G Clements (GC),
A Carter (AC), J Price (JP).

Apologies R Condon, M Jones

Point 1 **Minutes of the previous meeting 23.09.10**
Read and accepted Proposed B Young, Seconded D Williams

Point 5 **Charity Commission registration.**

JA raised the matter that in order to comply with CCR requirements, there was a need to amend the phraseology used in the original "Aims and Objectives of the Memoranda of Understanding of R L Ltd."

JA then covered the changes – see the copy distributed at the meeting

Eventually it was proposed that:

" The Board approve the alterations to the Articles and Memorandum of Understanding, that was circulated in late Oct by e mail.

That article 3 (v) be removed.

That point 3 (iv) be incorporated into the Articles and Memorandum of Association of Rhondda Life Limited.

The members of the board passed the above resolution.

FRIDAY



A48

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25/02/2011

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COMPANIES HOUSE

Company Number. 06953515

THE COMPANIES ACT 1985 AND 1989

*COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL*

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

RHONDDA LIFE LTD

Incorporated on the 6th July 2009

FRIDAY

COMPANIES HOUSE

THE COMPANIES ACT 1985 AND 1989

A PRIVATE

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

RHONDDA LIFE LTD

1. The name of the Company ("the Company") is Rhondda Life Ltd
- 2 The registered office of the Company will be situated in Wales
- 3 The Company's objects are wholly charitable as defined in the relevant legislation
- 4 The Company's objects shall include:
 - (i) The promotion of community participation in cultural activities, in healthy recreation and in sport
 - (ii) The promotion for the public benefit of urban and rural regeneration within Rhondda including the promotion of tourist events and facilities.
 - (iii) The development of the capacities and skills of the communities of Rhondda, which is defined as the area within the boundaries of the former Borough of Rhondda as constituted on 1 January 1995, having especial regard to those members of the community who are socially or economically disadvantaged
- 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 employ persons, contractors and agents and to make payments of pensions and superannuation to employees and their dependents and to operate and support any employee share schemes
 - 4.2 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 3 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 4 To borrow, raise or secure the payment of money and to operate bank accounts
- 4 5 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
- 4.6 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, cheques and other negotiable instruments
- 4 7 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.
- 4.8 To make any charitable donation either in cash or assets which the Company may deem expedient
- 4 9 To enter into any partnership or joint venture with any company, organisation or person
- 4.10 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 11 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
- 4.12 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 13 To obtain, acquire and purchase all permits, licenses or trademarks and other intellectual property rights
- 4 14 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 all or any 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 15 To do all such other lawful things as are necessary for the achievement of the objects

5 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.

5 1 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 withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion,

5.1 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,

5 1 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,

5 1 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 capital of the company,

5 1 5 of reasonable and proper rent for premises let by any member of the Company or a director;

5 1 6 to any director of reasonable out-of-pocket expenses,

5 1 7 of premiums for indemnity insurance

6 The liability of the members is limited

7. Every member of the Company promises to pay up to £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

8. 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 5 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
9. Clauses in the Memorandum of Association 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
10. Words and expressions defined in the Articles have the same meanings in this Memorandum

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to this Memorandum of Association

Name GERWYN HUGH EVANS Signature [Signature]

Address 47, BRYNGOLEN CRESCENT
FERNDALE CF 43 4LT

Name ALYN CARTER Signature [Signature]

Address 7 PLEASANT HILL, FERNDALE,
CF 43 4SE

Name NIGEL MORGAN Signature [Signature]

Address 49 EAST ROAD, TYLORSTOWN,
FERNDALE, CF43 3DD

Name JOHN ASQUITH Signature [Signature]

Address 31 BLAENUECHAU RD, BLAENUECHAU,
FERNDALE CF43 4PG.

Name MIKE JUXBURY Signature [Signature]


Address 32 GRAIG-YR-HELFY ROAD
GLYN TAFF PONTYPRIDD CF37 4AR


Dated this 25th day of June 2009

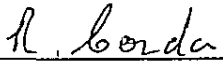
Witness to the above signatures [Signature]


Name and address of witness GLENN BOWEN WALES CO-OPERATIVE
LENTRE LLANDAFF COURT FAIRWATER RD CARDIFF CF5 2BS

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to this Memorandum of Association

Name MARY INKPEN Signature 
Address 15 NEW ST. FERNDALE
R.C.T. CF43 4SN

Name DAVID MAY Signature 
Address 47 HIGH FIELD FERNDALE
R.C.T. CF43 4TA

Name RAYMOND CONDOU Signature 
Address 56 REGENT STREET, FERNDALE
RHONDDA-CYNON-TAF CF43 4HB

Name GERWYN CLEMENT Signature 
Address 23 CHURCH ST, FERNDALE
RHONDDA CYNON TAF CF43 4PT

Name _____ Signature _____
Address _____

Dated this 25th day of June 2009

Witness to the above signatures 

Name and address of witness GLENN BOWEN WALES CO-OPERATIVE
CENTRE LLANDAFF COURT FAIRWATER RD CARDIFF CF5 2XP

THE COMPANIES ACT 1985 and 1989

**A PRIVATE
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION OF

Rhondda Life Ltd.

PRELIMINARY

- 1 The Company shall be bound by the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 except where modified by these Articles. These regulations will be referred to in these Articles as Table A. In the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail.

INTERPRETATION

2. In these Articles -

- "the Act" means the Companies Act 1985 1989 and 2006 including any statutory amendments or re-enactment thereof for the time in force
- "the area" means Wales
- "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 on which it is to take effect
- "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company
- "executed" includes any mode of execution.
- "the secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

- 3 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 Articles became binding on the Company.

MEMBERSHIP

4 The first members of the Company shall be the Subscribers to the Memorandum of Association

5 The Board of Directors 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 Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability, or

b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company,

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 9.

6. 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 Company all such rights and powers as the body corporate or association would exercise if it were an individual person

7. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is 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 Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article

8 Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case

CATEGORIES OF MEMBERSHIP

9. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors,

a) "Community Members" shall be members who live, work or have interest within the Rhondda, which is defined as the area within the boundaries of the former Borough of Rhondda as constituted on 1st January 1995, and support the aims and objectives of the Company

b) "Corporate Members" shall be members admitted under Article 5(b)

REGISTER OF MEMBERS

- 10 The Company 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 of members. Members shall inform the Secretary of change of address.

CESSATION OF MEMBERSHIP

- 11 A member shall cease to be a member immediately that he/she or it
- a) ceases to fulfil any of the qualifications for membership as specified by Article 5 and Article 9, or
 - b) resigns in writing to the Secretary and the resignation is accepted by the Board of Directors, or
 - c) is expelled by a Special Resolution carried in accordance with Article 26 at an Extraordinary General Meeting called to consider the matter, or
 - d) dies, if an individual person, or
 - e) is wound up or goes into liquidation, if a corporate body or association; or
 - f) being an Employee ceases to be an Employee however that may occur or
 - g) fails to notify the Secretary of a change of address.
- 12 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

13. The Company 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 Company shall be held within eighteen months of incorporation.

- 14 The business of an Annual General Meeting shall include,
- 14 1 The receipt of the reports of the Chairperson and Board of Directors of the Company,
 - 14 2 the consideration of audited accounts (if any) presented by the Board of Directors,
 - 14.3 the election of the Board of Directors,
 - 14 4 a decision on the application of any profits,
 - 14 5 the appointment and the fixing of the remuneration of the Auditors (if any)

All other business transacted at an Annual General Meeting shall be deemed Special.

- 15 The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, 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 All General Meetings including the 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 fourteen clear days' notice Meetings may be called at shorter notice if the consents under the Act are obtained
17. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) 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 The Notice 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 Where notice is sent by e mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice and to have been effected at the expiry of 12 hours after the notice has been sent

- 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 in person or by proxy. 20 members or if greater, 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 or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors 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 Director nominated by the Directors shall preside as Chair 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 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 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 Company present and voting at an Extraordinary General Meeting
 - b All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Memorandum or Articles of Association or the Act (or any other statute or regulation) require otherwise

- 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 or other suitable signal, 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 Company 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. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
- 30 Votes may be given personally or by proxy appointed by the member.
- 31 Each member or proxy shall have one vote.
- 32 In the case of an equality of votes the Chair shall not have a second or casting vote.

BOARD OF DIRECTORS

33. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.
34. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for 1 year. At the first Annual General Meeting following this period all of the Directors shall retire and may offer themselves for re-election.
35. One Third of the Board of Directors, being those directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.

- 36 Invitations for nominations for the position of Director 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 Company.
- 37 Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 7 and not more than 15.
- 38 The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, 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 DIRECTORS

39. The Board of Directors may meet together for 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 not have a second or casting vote.
41. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
42. The quorum necessary for the transaction of business of the Board of Directors shall be 6 directors.
43. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 37, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
44. The Chairperson or in their absence some other director nominated by the Board of Directors 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 Directors shall elect one of their number to be Chairperson.

- 45 The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors 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 Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
- 46 A resolution in writing signed by all Directors 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 Directors and may consist of several documents in like form signed by one or more Directors.

POWERS OF THE BOARD OF DIRECTORS

- 47 The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.
- 48 No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
- 49 The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 50 The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
51. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 52 The office of a director shall be immediately vacated if he/she.
 - a ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director, or
 - b becomes bankrupt or make any arrangement or composition with their creditors generally; or
 - c is, or may be, suffering from mental disorder and either,

- d is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
- e 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
- f resigns their office by notice to the Company, or
- g shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated, or
- h is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

REMUNERATION OF DIRECTORS

- 53 Directors may be paid all reasonable travelling, hotel and other expenses incurred by them in connection with their attendance at meetings of Directors, 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

54. Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the Board of Directors 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

55. The Board of Directors shall cause proper books of account to be kept with respect to
- a. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - b. All sales and purchases of goods and/or services by the Company, and
 - c. The assets and liabilities of the Company
- 56 Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions

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

APPLICATION OF SURPLUS

- 59 The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting
- a to create a general reserve for the continuation and development of the Company,
 - b to make a payment for social and charitable purposes

RULES OR BYE LAWS

- 60 The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. 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 Company.

INDEMNITY

- 61 Every member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company shall be indemnified out of the assets of the Company 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
- a. fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence, or
 - b. negligence, or

- c actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question

DISSOLUTION

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

AMENDMENT TO ARTICLES

- 63. 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 All amendments shall be registered with the Registrar of Companies.

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to these Articles of Association

Name GERWIN CLEMENT Signature G. Clement
Address 23 CHURCH STREET, FERNDALE
RHONDDA CYNON TAF, UK

Name RAYMOND BONDON Signature R. Bordon
Address 56 REGENT STREET, FERNDALE
RHONDDA - CYNON - TAF CF43 4HB

Name DAVID MAY Signature D. May
Address 47 HIGHFIELD, FERNDALE
RHONDDA - CYNON - TAF CF43 4TA

Name MARY INKPEN Signature M. Inkpen
Address 15 NEW STREET FERNDALE
R.C.T CF43 4SN

Name MIKE DUXBURY Signature M. Duxbury
Address 32 GRAVE-YR - HELFA ROAD
GYNTAF PONTYPRIDD CF37 4AR

Dated this 25th day of June 2004

Witness to the above signatures J. Bowen

Name and address of witness GLENN BOWEN WALES CO-OPERATIVE
CENTRE ILANDAFF COURT FAIRWATER RD CARDIFF CF5 2XP

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to these Articles of Association

Name JOHN ASQUITH Signature [Signature]
Address 31 BLAENLLECHAU RD BLAENLLECHAU
FERNDALE CF43 4PG

Name NIGEL MORGAN Signature [Signature]
Address 49 EAST ROAD, MYLORSTOWN,
FERNDALE, CF43 3DD

Name AWYN CARTER Signature [Signature]
Address 7 PLEASANT HILL, FERNDALE,
RHONDDA. CF43 4SE.

Name GERWYN HUN EVANS Signature [Signature]
Address 47, BRYNGOLEU CRESCENT
FERNDALE CF43 4LT

Name _____ Signature _____
Address _____

Dated this 25th day of June 2004

Witness to the above signatures [Signature]

Name and address of witness GLENN BOWEN WALES CO-OPERATIVE
CENTRE LLANDAFF COURT FAIRWATER RD CARDIFF CF5 2XP