



FILE COPY

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

Company No. 7265660

The Registrar of Companies for England and Wales, hereby certifies that

CROSSROADS CARE (CARDIFF & THE VALE) LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Wales

Given at Companies House on **26th May 2010**



N07265660J



Companies House
— for the record —

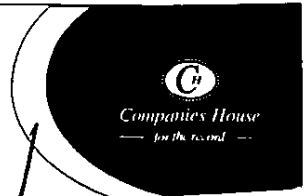


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

103326/20



A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
private or public company

☒ What this form is NOT for
You cannot use this form to
a limited liability partnership
this, please use form LL IN01

FRIDAY
SATURDAY



A12 "AUH9UK6E" 276
21/05/2010
COMPANIES HOUSE
A35 "A13F0J1U" 485
08/05/2010
COMPANIES HOUSE

Part 1 Company details

→ Filling in this form
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

CROSSROADS CARE (CARDIFF & THE VALE) Ltd

For official use

--	--	--	--	--	--	--	--

① Duplicate names
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☐ England and Wales
☒ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number UNIT 5, NORBURY HOUSE
 Street 9-15 NORBURY ROAD
FAIRWATER
 Post town CARDIFF
 County/Region CARDIFF
 Postcode C F 5 2 A S

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5

Title*	MR
Full forename(s)	TERENCE
Surname	PRICE
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

B2**Secretary's service address ①**

Building name/number	UNIT 5, NORBURY HOUSE
Street	9-15 NORBURY ROAD
	FAIRWAY
Post town	CARDIFF
County/Region	CARDIFF
Postcode	C F 5 2 A S
Country	WALES

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office

If you provide your residential address here it will appear on the public record

B3**Signature ①**

I consent to act as secretary of the proposed company named in Section A1	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="font-family: cursive; font-size: 1.2em;">Terence Price</div> <div style="margin-left: 20px;">X</div> </div>

① Signature

The person named above consents to act as secretary of the proposed company

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Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3****EEA companies ①**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ①

Registration number

① EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

① This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ①

Registration number

① Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ①**

I consent to act as secretary of the proposed company named in Section A1

Signature

Signature

X

X

① Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director**D1****Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	TERENCE
Surname	PRICE
Former name(s) ②	
Country/State of residence ③	WALES
Nationality	WELSH
Date of birth	^d 0 ^d 8 ^m 0 ^m 7 ^y 1 ^y 9 ^y 5 ^y 2
Business occupation (if any) ④	MANAGER NATIONAL CHARITY

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ①**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	UNIT 5, NORBURY HOUSE
Street	9-15 NORBURY ROAD
	FAIRWAY 62
Post town	CARDIFF
County/Region	CARDIFF
Postcode	C F 5 2 A S
Country	WALES

① Service address

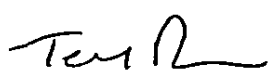
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ①**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

① Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR
Full forename(s)	CHRISTOPHER DAVID
Surname	BETTINSON
Former name(s) ②	
Country/State of residence ③	WALES
Nationality	BRITISH
Date of birth	05 11 1943
Business occupation (if any) ④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	UNIT 5 NORBURY HOUSE
Street	9-15 NORBURY ROAD
Post town	FAIRWATER
County/Region	CARDIFF
Postcode	WALES
Country	CF5 3AS
	U.K.

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1

Signature	Signature
X	<i>C. Bettinson</i> X

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1 Director appointments ①											
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5											
Title*	MR										
Full forename(s)	CARETH TR E HARKNE										
Surname	EVANS										
Former name(s) ②											
Country/State of residence ③	WALES										
Nationality	BRITISH										
Date of birth	<table border="1"> <tr> <td>d</td><td>1</td> <td>m</td><td>9</td> <td>y</td><td>1</td> <td>y</td><td>9</td> <td>a</td><td>1</td> </tr> </table>	d	1	m	9	y	1	y	9	a	1
d	1	m	9	y	1	y	9	a	1		
Business occupation (if any) ④											

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.


Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	UNIT 5, NORBURY HOUSE,
Street	9-15 NORBURY RD,
	FAIRWATER
Post town	CARDIFF
County/Region	WALES
Postcode	C F 5 3 A S
Country	U.K.

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥	
I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div style="text-align: center;"> <p>Signature</p> <p>X </p> </div> <div style="text-align: center;">X</div> </div>

⑥ Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	GRAHAM	
Surname	HINCHEY	
Former name(s) ②		
Country/State of residence ③	WALES	
Nationality	BRITISH	
Date of birth	<div> <div>d</div> <div>0</div> <div>1</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>8</div> </div>	
Business occupation (if any) ④		
	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	UNIT 5 NORBURY ROAD	
Street	9-15 NORBURY ROAD, FAIRWATER	
Post town	CARDIFF	
County/Region		
Postcode	CF5 3AS	
Country		
	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <div>Signature</div> <div>X</div> <div>G J Hincley</div> <div>X</div> </div>	
	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Director**D1****Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	DR.
Full forename(s)	CATHERINE
Surname	KERBY
Former name(s) ②	
Country/State of residence ③	WALES
Nationality	BRITISH
Date of birth	22 05 1938
Business occupation (if any) ④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ①**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	UNIT 5 NORBURY HOUSE 9-15 NORBURY RD
	FAIRWATER
Post town	CARDIFF
County/Region	
Postcode	CF5 3AS
Country	WALES

① Service address

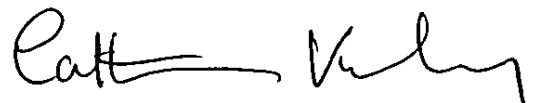
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ①**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--








① Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments 		Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Please use this section to list all the corporate directors taken on formation			
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only			
E3	EEA companies 		EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register			
Where the company/firm is registered 			
Registration number			
E4	Non-EEA companies		Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register			
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered 			
If applicable, the registration number			
E5	Signature 		Signature The person named above consents to act as corporate director of the proposed company
I consent to act as director of the proposed company named in Section A1			
Signature	Signature 		

IN01

Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency

Currency					
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸	
Totals					

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❸

❸ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium❷ Number of shares issued multiplied by
nominal value of each share

❸ Total number of issued shares in this class

Continuation PagesPlease use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ①		
		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	TIGRANCE
Surname ①	ROICE
Address ②	11 PRINCES AVENUE, ROSTA CARDIFF
Postcode	CF 2 4 3 S N
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	GRAHAM
Surname ①	HINCHEY
Address ②	30 SEDWEN GARDENS, HEATH CARDIFF
Postcode	CF 1 4 4 L A
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	GARYA TRENIANE
Surname ①	EVANS
Address ②	GARNET HOUSE PEN-Y-WAUN PENTYRCH CARDIFF
Postcode	CF 1 5 9 S J
Amount guaranteed ③	£1

IN01

Application to register a company

Subscriber's details

Forename(s) ①	CATHERINE
Surname ①	KERRY
Address ②	RUPERRA PARK LODGE RUDRY ROAD CAERPHILLY
Postcode	C F 8 3 3 D D
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	CHRISTOPHER
Surname ①	BETTINSON
Address ②	17 BLENHEIM ROAD PENYLAN CARDIFF.
Postcode	C F 2 3 5 D S
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X <i>Teng</i> X
Subscriber's signature	Signature X <i>G. Hickey</i> X
Subscriber's signature	Signature X <i>A. Evans</i> X
Subscriber's signature	Signature X <i>A. Bettison</i> X
Subscriber's signature	Signature X <i>Cath Kerley</i> X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent										
Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association												
Agent's name												
Building name/number												
Street												
Post town												
County/Region												
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>											
Country												
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with												
Agent's signature	Signature X	X										

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agent's address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below.

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of [CROSSROADS CARE (CARDIFF & THE VALE)LTD]

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
NAME TERRY PRICE	SIGNATURE <u>Terry Price</u>
NAME CATHERINE KERBY	SIGNATURE <u>Cath Kerby</u>
NAME CHRIS BETTINSON	SIGNATURE <u>Chris Bettinson</u>
NAME GARETH EVANS	SIGNATURE <u>Gareth Evans</u>
NAME GRAHAM HINCHEY	SIGNATURE <u>Graham Hincley</u>

Dated 20/5/2010

THE COMPANIES ACT 1985 -1989

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

ARTICLES OF ASSOCIATION

of

CROSSROADS CARE (Cardiff & the Vale) LTD

PRELIMINARY

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.

1 INTERPRETATION

In these Articles:

"the Branch Scheme"	means Crossroads Care (Cardiff & the Vale) Ltd as regulated by these Articles,
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,
"the Articles"	means these Articles of Association of the Branch Scheme,
"the Association"	means Crossroads Association, company number 1544708, registered charity number 282102,
"The Auditors"	means the auditors of the Branch Scheme
"Member Scheme Agreement"	means an agreement in such form as the Association's Board of Trustees shall approve from time to time concerning the agreement of a Branch Scheme to carry on its respective

	operations in a manner compatible with the Objects and the Constitution of the Association and entitling it to the use of the name "Crossroads"
"clear days" in relation to the period of a notice	means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"executed"	includes any mode of execution,
"Executive Office"	means the offices of Chair, Vice-Chair, Secretary and Treasurer,
"the Memorandum"	means the Memorandum of Association of the Branch Scheme,
"office"	means the registered office of the Branch Scheme,
"the seal"	means the common seal of the Branch Scheme if it has one,
"Secretary"	means the Secretary of the Branch Scheme or any other person appointed to perform the duties of the secretary of the Branch Scheme, including a joint, assistant or deputy secretary,
"The Trustees"	means the Directors of the Branch Scheme (and "Trustee" means any one of them),
"United Kingdom"	Means Great Britain and Northern Ireland,

and words importing the masculine gender only shall include the feminine gender Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

2 BRANCH SCHEME MEMBERSHIP

- 2 1 The Board of Trustees may at its discretion admit to membership individuals and organisations who support the objects of the Branch Scheme, provided that any such person or organisation has paid or has agreed to pay the appropriate annual subscription for the time being in force A member may resign his membership of the Branch Scheme by written notice to effect upon receipt of such notice by the Secretary

- 2 2 A corporate body or association which is a member shall appoint a deputy who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Branch Scheme all such rights and powers as the corporate body or association would exercise if it was an individual person. Each member organisation shall send to the Secretary of the Branch Scheme written notification of its choice of deputy.
- 2 3 The Branch Scheme shall maintain a register of members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member.
- 2 4 All members shall be bound to the best of their ability to further the objects, interests and influence of the Association and the Branch Scheme.
- 2 5 The Board of Trustees may, by notice to a member, terminate that member's membership when the Board of Trustees (acting reasonably and after considering any representations from the member concerned) determines that the member has failed to act in accordance with Article 2 4.

3 ASSOCIATION MEMBERSHIP

- 3 1 The Branch Scheme shall be and remain a member of the Association by signing and abiding by the Member Scheme Agreement as laid down from time to time by the Association for its members.
- 3 2 The Board of Trustees shall nominate one member of the Branch Scheme to represent the Branch Scheme at General Meetings of the Association and to attend and vote on its behalf.
- 3 3 Being a Member of the Association, the Branch Scheme shall not amend its Memorandum of Association nor these Articles of Association without the written consent of the Association's board of trustees.
- 3 4 The Branch Scheme may resign from membership of the Association by giving due notice as in the Member Branch Scheme Agreement to that effect to the Company Secretary of the Association.

4 GENERAL MEETINGS

- 4 1 The Branch Scheme shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Branch Scheme and that of the next. The Annual General Meeting shall be held at such times and places as the Board of Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 4 2 The Board of Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call an extraordinary general meeting, any trustee from the Board of Trustees or any member of the Branch Scheme may call a general meeting.

5 NOTICE OF GENERAL MEETINGS

- 5 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

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

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

- 5 2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5 3 The notice shall be given to all the members and to the Board of Trustees and the auditors.
- 5 4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6 PROCEEDINGS AT GENERAL MEETINGS

- 6 1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and financial statements, and the reports of the Board of Trustees and Auditors, the declaration of the election of members of the Board of Trustees in the place of those retiring and the appointment, and the authorising of the Board of Trustees to fix the remuneration, of the auditors.
- 6 2 No business shall be transacted at any meeting unless a quorum is present. Four persons each being a member or the duly authorised voting member of the Branch Scheme, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

- 6 3 If, within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Board of 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
- 6 4 The Chair, if any, of the Board of Trustees or in his absence the Vice Chair or some other trustee nominated by the Board of Trustees shall preside as chair of the meeting, but if neither the Chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board of Trustees present shall elect one of their number to be Chair and, if there is only one trustee present and willing to act, he shall be Chair
- 6 5 If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair
- 6 6 The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice
- 6 7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded
- by the Chair, or
- by at least two members having the right to vote at the meeting
- 6 8 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 6 9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

- 6 10 A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 6 11 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he may have.
- 6 12 The Board of Trustees may in its absolute discretion permit any interested person, notwithstanding that he is not a voting member of the Branch Scheme, to attend any general meeting of the Branch Scheme but no such person shall be entitled to speak or vote at any meeting which he is so permitted to attend.

7 VOTES OF MEMBERS

- 7 1 Subject to Article 6 11, every member shall have one vote.
- 7 2 No member shall be entitled to vote at any general meeting unless all moneys then payable to the Branch Scheme by him or his organisation have been paid.
- 7 3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 7 4 A vote given or poll demanded by a duly authorised member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Branch Scheme at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

8 TRUSTEES

- 8 1 The number of trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not exceed twelve.

9 POWERS OF THE TRUSTEES

- 9 1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Branch Scheme shall be managed by the Board of Trustees who may exercise all the powers of the Branch Scheme. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board of Trustees which

would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Board of Trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees

- 9.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board of Trustees shall have the following powers, namely

to expend the funds of the Branch Scheme in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Branch Scheme such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Branch Scheme,

to enter into contracts on behalf of the Branch Scheme

10 APPOINTMENT AND RETIREMENT OF TRUSTEES

- 10.1 A new Board of Trustees shall be elected by and from the membership at the Annual General Meeting in accordance with such procedures as may be adopted by the Board of Trustees from time to time, provided that such procedures allow every member of the Company to stand for election and to vote. The Board of Trustees may make regulations concerning the election of members to ensure balanced representation of various interest groups represented amongst the membership
- 10.2 If the Branch Scheme does not fill a vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed, unless at the meeting it is resolved not to fill the vacancy or a resolution for the appointment of the trustee is put to the meeting and lost
- 10.3 It should also be noted that if the departure of a trustee leaves the Branch Scheme with less than four trustees, the outgoing trustee continues to hold trustee responsibility until the Branch Scheme is wound up or a replacement trustee is identified
- 10.4 At least 14 clear days written notice shall be given to the members of the names of those nominated or otherwise standing for appointment or re-appointment as a trustee. The persons to be appointed as trustees shall be determined by ballot of the members
- 10.5 The Board of Trustees may appoint a person who is willing to act to be a trustee either to fill a casual vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed 12 or any other number fixed by or in accordance with the Articles as the maximum number of trustees and provided that the appointment would not cause the number of

trustees which have not been nominated and elected in accordance with Articles 27 to exceed three Any trustee appointed under this clause shall only hold office until the next Annual General Meeting

10 6 No person may be appointed as a trustee

unless he has attained the age of 18 years, or

in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 33,

11 DISQUALIFICATION AND REMOVAL OF TRUSTEES

11 1 A trustee shall cease to hold office if he

ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision),

becomes incapable by reason of mental disorder, illness or injury of managing and administering his affairs,

resigns his office by notice to the Branch Scheme (but only if at least four trustees will remain in office when the notice of resignation is to take effect),

is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board resolves that his office be vacated,

does or omits to do anything which he or she should or should not have done and which brings the Branch Scheme into disrepute,

behaves in a manner which is materially contrary to any code of conduct from time to time adopted by the Branch Scheme,

would at the date of re-appointment have served as a trustee for a continuous period of 6 years except by special resolution of the Board of Trustees to the contrary

11 2 No person shall be incapable of being appointed or elected as a member of the Board by reason of his or her having attained the age of seventy years or any other age, nor shall any member of the Board be obliged to vacate his or her office by reason of having attained the age of seventy or any other age

12 TRUSTEES' APPOINTMENTS

12 1 Trustees may appoint one or more of their number to any unremunerated executive office under the Branch Scheme Any such appointment may be

made upon such terms as the Board of Trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A trustee holding any executive office shall not be subject to retirement by rotation.

- 12.2 Except to the extent permitted by Clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Branch Scheme or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Branch Scheme is a party.
- 12.3 The Board of Trustees shall have power to appoint persons who have rendered significant service to the Branch Scheme to the office of President. Only one President may hold office at any one time. The President shall be entitled to attend any general meeting of the Branch Scheme but without power to vote on any resolution before the meeting.
- 12.4 The Board of Trustees shall have the power to appoint people who have rendered significant service to the Branch Scheme to the office of Patron or Honorary Member as it sees fit. The number of Patrons or Honorary Members shall be unlimited and entirely at the Board of Trustees' discretion. Any Patron or Honorary Member shall be entitled to attend any general meeting of the Branch Scheme but without power to vote on any resolution before the meeting.

13 PROCEEDINGS OF TRUSTEES.

- 13.1 Subject to the provisions of the articles, the Board of Trustees may regulate their proceedings as they think fit. Two trustees may, and at their request the secretary shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 13.2 The quorum for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees but shall be not less than half their number.
- 13.3 The Board of Trustees may appoint one of their number to be the Chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. If there is no Trustee holding that office or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
- 13.4 The Board of Trustees may appoint one or more sub-committees consisting of at least one Trustee and may include one or more persons who are not members of the Branch Scheme for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-

committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees

13 5 All acts done by a meeting of Trustees, or by a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote

13 6 A resolution in writing, signed by all the Board of Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board of Trustees

13 7 Any bank account in which any part of the assets of the Branch Scheme is deposited shall be operated by the Board of Trustees and shall indicate the name of the Branch Scheme

14 SECRETARY

14 1 Subject to the provisions of the Act, the secretary shall be appointed by the Board of Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

15 MINUTES

15 1 The Board of Trustees shall keep minutes in books kept for the purpose of all

appointments of officers made by the Board of Trustees,

proceedings at meetings of the Branch Scheme and of the Board of Trustees and of committees of trustees including the names of the Board of Trustees present at such meetings,

15 2 A copy of the Annual Accounts shall be submitted to Crossroads Association within one month of receipt from the Auditors

16 NOTICES

16 1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Trustees need not be in writing

16 2 The Branch Scheme may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address

16 3 A member present in person at any meeting of the Branch Scheme shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

17 INDEMNITY

17 1 Subject to the provisions of the Act every Trustee or other officer or auditor of the Branch Scheme shall be indemnified out of the assets of the Branch Scheme against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Branch Scheme

18 RULES

18 1 The Board of Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Branch Scheme and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

the conduct of members of the Branch Scheme in relation to one another, and to the Branch Scheme's servants,

the setting aside of the whole or any part or parts of the Branch Scheme's premises at any particular time or times or for any particular purpose or purposes,

generally, all such matters as are commonly the subject matter of company rules

18 2 The Branch Scheme in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board of Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Branch Scheme all such rules or bye laws, which shall be binding on all members of the Branch Scheme. Provided that no rule or bye law shall be inconsistent with, or shall affect, or repeal, anything contained in, the memorandum or the articles

19 ALTERATIONS TO THESE ARTICLES

19 1 These Articles may only be altered by (a) resolution(s) passed at an extraordinary general meeting by a three quarters majority of those members present and voting. No amendment or purported amendment to paragraphs 3 or 48 3 shall have effect without the express written permission of the Association