



FILE COPY

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

Company No. 7621068

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

AGE CYMRU GWYNEDD A MON

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 **4th May 2011**



N07621068H



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



TYSTYSGRIF CORFFORI CWMNI CYFYNGEDIG PREIFAT

Rhif Cwmni 7621068

Mae Cofrestrydd Cwmnïau Cymru a Lloegr yn tystio drwy hyn fod

AGE CYMRU GWYNEDD A MON

heddiw wedi ei gorffori o dan Ddeddf Cwmnïau 2006 fel cwmni preifat a
bod y cwmni yn un cyfyngedig mae wedi'i gyfyngu drwy gyfrannau, ac
mae lleoliad ei swyddfa gofrestredig yng NGHYMRU

Rhoddwyd yn Nhy'r Cwmnïau, Caerdydd, 4ydd Mai 2011



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Ty'r Cwmnïau
— er gwybodaeth —

IN01

Application to register a company

007068/40



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 register
a limited liability partnership
this, please use form LL IN01

WE TUESDAY



AKI74TM2 62
A10 26/04/2011
COMPANIES HOUSE
AQB74T2H --
A26 06/04/2011 86
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

AGE CYMRU GWYNEDD A MODUR

For official use

7 0 2 1 0 0 8

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

IN01

Application to register a company

A5

Situation of registered office

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

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

Please give the registered office address of your company

Building name/number **TY SEIONT**

Street **FFORDD SANTES HELEN**

Post town **CARNARFON**

County/Region **GWYNEDD**

Postcode **WL55 2YD**

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

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

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

A8

Restricted company articles

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

**Restricted company articles**

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

IN01

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*	SECRETARY
Full forename(s)	JOHN CLIFFORD
Surname	JONES ✓
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 ③**

Building name/number	Tŷ SEIONT
Street	Ffordd Santes Helen
Post town	CAERNARFON
County/Region	GWYNEDD ✓
Postcode	L L 5 5 2 Y D
Country	CYMRU

③ 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 ④**

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="margin-left: 20px;">X</div> </div>
-----------	--

④ Signature

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

IN01

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 ^②

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 ^③

Registration number

② EEA

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

③ 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 ^④

Registration number

④ 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 ^⑤

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

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary 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)	GWILYM
Surname	ELVIS EVANS
Former name(s) ②	
Country/State of residence ③	CYMRU
Nationality	WELSH
Date of birth	d d m m y y y y 1 8 0 2 1 9 3 5
Business occupation (if any) ④	RETIRED.

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	MAES-Y-DRWEN
Street	49 MAESBATH
Post town	DOLGELLAU ✓
County/Region	Gwynedd
Postcode	LL40 1LF
Country	

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>E. E. Evans</i> X
-----------	-------------------------------------

⑥ Signature

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

IN01 – continuation page

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5

Title*	MR																
Full forename(s)	OWEN ALWYN																
Surname	JONES																
Former name(s) ^②																	
Country/State of residence ^③	WALES																
Nationality	WELSH																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>9</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>4</td><td>y</td><td>1</td></tr></table>	d	1	d	4	m	0	m	9	y	1	y	9	y	4	y	1
d	1	d	4	m	0	m	9	y	1	y	9	y	4	y	1		
Business occupation (if any) ^④	RETIRED BANK MANAGER																

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.

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	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

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

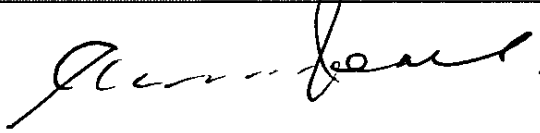
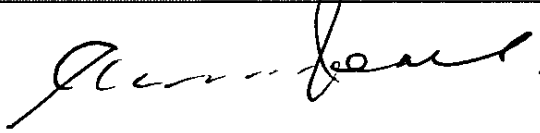
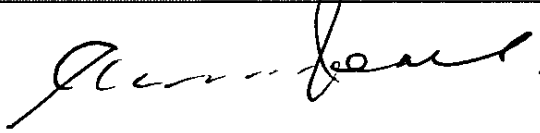
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

⑥ Signature

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

IN01 – continuation page

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5

Title*	MRS
Full forename(s)	CATHERINE ANN
Surname	ROBINSON
Former name(s)②	
Country/State of residence ③	WALES
Nationality	WELSH
Date of birth	d ^d 2 4 m ^m 0 3 y ^y 1 9 4 4
Business occupation (if any) ④	RETIRED

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.

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	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

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 Anna Robinson X
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⑥ Signature

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

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①																	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.																	
Title*	MR																	
Full forename(s)	HUW.																	
Surname	WILLIAMS.																	
Former name(s) ^②		✓																
Country/State of residence ^③	WALES.																	
Nationality	WELSH																	
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>4</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>2</td><td>y</td><td>8</td></tr></table>	d	1	d	4	m	0	m	4	y	1	y	9	y	2	y	8	
d	1	d	4	m	0	m	4	y	1	y	9	y	2	y	8			
Business occupation (if any) ^④	RETIRED																	

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.

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	THE COMPANY'S REGISTERED OFFICE	
Street		✓
Post town		
County/Region		
Postcode		
Country		

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	<table><tr><td>Signature</td><td>X</td><td></td><td>X</td></tr></table>	Signature	X		X	
Signature	X		X			

⑥ 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)	ROBERT CLEDWYN																
Surname	WILLIAMS																
Former name(s) ②																	
Country/State of residence ③	WALES (CYMRU)																
Nationality	WELSH (CYMRU)																
Date of birth	<table border="1"> <tr> <td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>1</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>3</td><td>y</td><td>6</td> </tr> </table>	d	1	d	4	m	0	m	1	y	1	y	9	y	3	y	6
d	1	d	4	m	0	m	1	y	1	y	9	y	3	y	6		
Business occupation (if any) ④	RETIRED. WEDI 4 MDDEOL																

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	THE COMPANY'S REGISTERED OFFICE								
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> </tr> </table>								
Country									

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>Signature</div> <div>X R. Cledwyn Williams X</div>
-----------	---



⑥ 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 ①		
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>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</p>
Building name/number			
Street			
Post town			
County/Region			
Postcode			
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 ②		
	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 ③			<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Registration number			
E4	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			<p>④ 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</p>
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		<p>⑤ Signature The person named above consents to act as corporate director of the proposed company</p>

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)

No

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
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 ④	

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② Number of shares issued multiplied by nominal value of each share

③ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

IN01

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

IN01

Application to register a company

Class of share		
Prescribed particulars ❶		<p>❶ 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), andd 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>

IN01

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)

YES

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	GWILYM
Surname ①	ELLIS EVANS.
Address ②	MAES-Y-DDERWEN 49 MAESBRITH DOLCELLAU GWYNEDD
Postcode	LL40 1LF
Amount guaranteed ③	ONE POUND (£1.00).

Subscriber's details

Forename(s) ①	OWEN ALWYN
Surname ①	JONES
Address ②	Y DDERWEN, RHOS BACH, CAEATHRO, CAERNARFON, GWYNEDD
Postcode	LL55 2TF
Amount guaranteed ③	ONE POUND (£1)

Subscriber's details

Forename(s) ①	CATHERINE ANN ROBINSON
Surname ①	ROBINSON
Address ②	ONIDDELO PENTRE BERW, GAERWEN, YNYS MON
Postcode	LL60 6LG
Amount guaranteed ③	ONE POUND (£1.00)

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	Huw
Surname ①	WILLIAMS.
Address ②	CRAIGWEN, BULCHTOLYN Pwllheli
	GWYNEDD
Postcode	LL53 7BW
Amount guaranteed ③	£100 BUNT £1000.

Subscriber's details	
Forename(s) ①	ROBERT CLEDWYN.
Surname ①	WILLIAMS
Address ②	TANY GAER, 93 Ffordd GARTH UCHAF
	BANGOR GWYNEDD
Postcode	LL57 2SS
Amount guaranteed ③	£1 un bunt £1000.

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? **YES**

→ 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 ¹**

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X


X

¹ Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

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	WALES CO-OPERATIVE CENTRE	
Building name/number	LLANDAFF COURT	
Street	FAIRWATER ROAD	
Post town	CARDIFF	
County/Region	CARDIFF	
Postcode	C F 5 2 X P	
Country	WALES	
	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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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 Number _____

THE COMPANIES ACT 2006

A PRIVATE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

AGE CYMRU GWYNEDD A MON

Incorporated the _____ day of _____

THE COMPANIES ACT 2006
A PRIVATE
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

AGE CYMRU GWYNEDD A ~~MON~~ MON

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

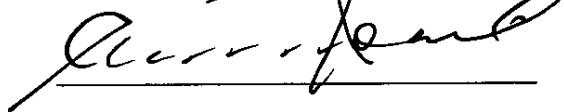
Name of each subscriber

Authentication by each subscriber

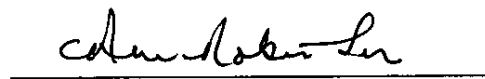
GWILYM FULIS EVANS



OWEN ALWYN JONES



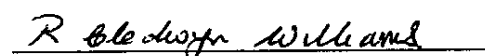
CATHERINE ANN ROBINSON



HUW WILLIAMS



ROBERT CLEDWYN WILLIAMS



Date 14 MARCH 2011

THE COMPANIES ACT 2006
A PRIVATE
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
AGE CYMRU GWYNEDD A MON

PRELIMINARY

- 1 The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail

INTERPRETATION

- 2 In these Articles:-
 - "the Act" means the Companies Act 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
 - "the articles" means the charity's articles of association
 - "the charity" means the charity intended to be regulated by the articles
 - "Employee" means a person who is employed by the Charity.
 - "executed" includes any mode of execution.
 - "the commission" means the Charity Commission for England and Wales.
 - "the secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary
- 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

NAME OF THE COMPANY

- 4 The company's name is **Age Cymru Gwynedd a Mon** (and in this document shall be called the "charity")

OBJECTS

- 5 The objects of the Charity are specifically restricted to the following
- To create conditions which allow older people to maintain their independence and live full and satisfying lives in their own homes if they so choose.
 - To improve the quality of life of older people and their carers.
 - To encourage the development of services specifically for older people who are mentally infirm or frail.
 - To promote services that are co-ordinated, integrated and resource effective
 - To promote a positive view of older people and ageing to encourage positive attitudes to old age and to combat ageism.

POWERS

6 In furtherance of the Objects but not otherwise the Charity may exercise the following powers

- a to draw, make, accept, endorse, discount, execute and issue promisory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity,
- b to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- c to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property,
- d subject to clause 7 below to employ such staff, who shall not be Trustees of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants,
- e. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,
- f to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
- g. to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,

to do all such other lawful things as are necessary for the achievement of the Objects

ASSETS OF THE CHARITY

- 7 The income and property of the Charity shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity

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

(i) 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 Charity 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;

(ii) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a director;

(iii) of interest on money lent by any member of the Charity 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;

(iv) of fees, remuneration or other benefit in money or money's worth to any charity of which a director may also be a member holding not more than 1% of the issued capital of the charity,

(v) of reasonable and proper rent for premises let by any member of the Charity or a director,

(vi) to any director of reasonable out-of-pocket expenses,

(vii) of premiums for indemnity insurance

MEMBERSHIP

- 8 The first members of the Charity shall be the Subscribers to the Memorandum of Association

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

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 13.

- 10 A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Charity all such rights and powers as the body corporate or association would exercise if it were an individual person.
- 11 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 Charity 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.
12. 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 Charity, unless the Board decides to waive the subscription in any particular case.

CATEGORIES OF MEMBERSHIP

- 13 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 support the aims and objectives of the Charity.
 - b. "Corporate Members" shall be members admitted under Article 9(b).

REGISTER OF MEMBERS

- 14 The Charity shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary of change of address.

CESSATION OF MEMBERSHIP

15. 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 9 and Article 13; 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 31 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
16. 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

17. The Charity shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Charity shall be held within eighteen months of incorporation
18. The business of an Annual General Meeting shall include
- a. The receipt of the reports of the Chairperson and Board of Directors of the Charity,
 - b. the consideration of audited accounts (if any) presented by the Board of Directors;
 - c. the election of the Board of Directors,
 - d. the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors,
 - e. a decision on the application of any profits;
 - f. 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

19. Ordinary General Meetings of the Charity shall be held at annual intervals. But the Charity in General Meeting may decide to hold a General Meeting more frequently
20. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Charity, or the members may convene an Extraordinary General Meeting as provided by section 303 of the Act.

NOTICES

21. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 31 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
22. Notice of every General Meeting shall be given in writing to every member of the Charity 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
23. 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.
24. 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. Notices may be sent by electronic communication, in accordance with the Act.
25. 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

26. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
27. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. 10 members or if greater, one tenth of the membership, entitled to vote for the time being shall be the quorum

28. 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.
29. 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.
30. 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.
31. Decisions at General Meetings shall be made by passing resolutions
 - a. Decisions involving an alteration to Articles 7, 64, 67, 68, and 72 and this Article 31(a) shall require the unanimous vote of all the members of the Charity at an Extraordinary General Meeting testified by their signatures as well as the prior written consent of the Charity Commission,
 - b. The decisions involving an alteration to the Articles of Association, other than those specified, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Charity present and voting at an Extraordinary General Meeting,
 - c. All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.
32. 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

- 33 Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
34. 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.
- 35 Votes may be given personally or by proxy appointed by the member.
36. Each member or proxy shall have one vote. A proxy has a right to speak at a General Meeting. In the case of an equality of votes the Chair shall not have a second or casting vote.
- 37 Written resolutions of the members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

BOARD OF DIRECTORS

- 38 The business of the Charity shall be managed by a Board of Directors which shall be accountable to the members.
- 39 The initial Directors of the Charity shall be appointed by the subscribers to the Memorandum of Association, and shall serve for 3 years. At the first Annual General Meeting following this period one third of the Directors shall retire and may offer themselves for re-election.
- 40 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 Charity. 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.
41. 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 Charity.
- 42 Unless otherwise determined by the Charity in General Meeting the number of Directors shall be not less than 5 and not more than 10.

43. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Charity, provided that the maximum number prescribed in Articles 42 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

44. 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.
45. In the case of an equality of votes the Chairperson shall not have a second or casting vote
46. 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
47. The quorum necessary for the transaction of business of the Board of Directors shall be 3 directors or if higher 50% of the directors from time to time.
48. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 42 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 Charity, but no other purpose
49. 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.
50. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Charity, 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 Charity during the Charity's normal working hours and by any other person authorised by the Charity in General Meeting
51. 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

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

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 57 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 Companies Act or is prohibited by law from being a director, or
 - b is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - c becomes bankrupt or make any arrangement or composition with their creditors generally, or
 - d is, or may be, suffering from mental disorder and either,
 - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983; or
 - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
 - e. resigns their office by notice to the Charity, or
 - f 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
 - g. is removed from office by resolution of the Charity in General Meeting in accordance with Section 168 of the Act.

REMUNERATION OF DIRECTORS

- 58 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

59. 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

60. 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 Charity 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 Charity, and
 - c The assets and liabilities of the Charity
61. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions
- 62 The books of account shall be kept at the registered office of the Charity 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 Charity upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Charity in General Meeting
- 63 The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Charity in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

APPLICATION OF SURPLUS

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

RULES OR BYE LAWS

- 65 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 Charity. The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Charity. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Charity.

INDEMNITY

66. Every member, Director, Charity Secretary, auditor (if any) and other officer for the time being of the Charity may be indemnified out of the assets of the Charity against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of 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

67. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 7 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

AMENDMENT TO ARTICLES

- 68 The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 31 except those otherwise specified. All amendments shall be registered with the Registrar of Companies. No amendment shall be made that may cause the Charity to cease to be Charitable at Law

SOCIAL AUDIT

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

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

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

LIMITED LIABILITY

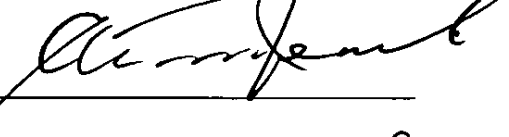
- 70 The liability of the members is limited
- 71 Every member of the Charity undertakes to contribute such amounts as may be required to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities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

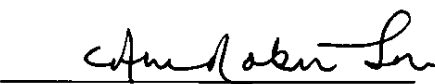
ENTRENCHMENT


72. Articles in the Articles of Association except for 31(a), 7, 64, 67, 68, and this article 72 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. Articles 31(a), 7, 64, 67, 68 and this article 72 are entrenched in accordance with section 22 of the Act and may be altered only with the unanimous consent of the members

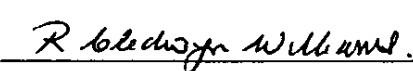
We the persons whose names, addresses and signatures are subscribed wish to form a charity pursuant to these Articles of Association:

Name GWILYM ELLIS EVANS Signature 

Name OWEN ALWYN JONES Signature 

Name CATHERINE ANN ROBINSON Signature 

Name HUW WILLIAMS Signature 

Name ROBERT CHEDWYN WILLIAMS Signature 

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____