

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

111

2228346

Name of company

* TYDDYN MON

* Insert full
name of Company

I, IEUAN REDVERS JONES

of R. GORDON-ROBERTS LAURIE & CO., GLANDWR CHAMBERS,
LLANGEFNT, ANGLESEY, GWYNEDD.

† delete as
appropriate

nul ✓

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

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

Declared at LLANGEFNT

in The County of Gwynedd

Declarant to sign below

Ieuan Redvers Jones

the 23rd. day of December

One thousand nine hundred and eighty seven

before me Nia Wyn Lloyd.

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Solicitor.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
CYECONY 666
TELEPHONE 01 253 3030
TELEX 261010



Presenter's name address and
reference (if any):

For official Use
New Companies Section

COMPANIES REGISTRATION
24 DEC 1987
OFFICE 48

Post Room
COMPANIES REGISTRATION
24 DEC 1987
OFFICE 48

G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

For official use

Company number

[] [] [] []

[]

Name of company

* TYDDYN MON

Note

This declaration should accompany the application for the registration of the company

* Insert full name of company

I, LEUAN REDVERS JONES

of R. GORDON-ROBERTS LAURIE & CO., GLANDWR CHAMBERS, LLANGFNI, ANGLESEY, GWYNEDD.

† delete as appropriate

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

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

Declared at LLANGFNI

Declarant to sign below

Leuan Redvers Jones

the 18th day of January
One thousand nine hundred and Eighty Eight
before me Carys S. Hughes

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
CHICHESTER PO19 1EE
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TELEX 281019



Presenter's name address and reference (if any):

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New Companies Section

Post room

23 FEB 1988
M OFFICE 24
71



COMPANIES FORM No. 10

10

**Statement of first directors
and secretary and intended
situation of registered office**

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

Name of company

* TYDDYN MON

The intended situation of the registered office of the company on incorporation is as stated below

"HENDY"	
LLIGWY	
ANGLESEY	
GWYNEDD . . NORTH WALES	Postcode

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

R. GORDON-ROBERTS LAURIE & CO., SOLICITORS	
GLANDWR CHAMBERS,	
LLANGEFNT	
ANGLESEY, GWYNEDD.	Postcode

Number of continuation sheets attached (see note 1)

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JAN & SONS LIMITED
JAN HOUSE
15 WICK PLACE
LONDON N1 6EE
PHONE 01 253 3030
X 261010



Presenter's name address and
reference (if any):

For official Use
General Section

Post COMPANIES REGISTRATION

24 DEC 1987

COMPANIES REGISTRATION

23 FEB 1988

OFFICE

24

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) ROBERT MICHAEL BENTLEY		Business occupation ENGINEER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) "PEN CAE", MOELFRE, ANGLESEY, GWYNEDD, NORTH WALES.		Date of birth (where applicable) (note 6)
	Postcode LL72 8HY	
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature x <i>[Signature]</i>		Date 23/12/87

† enter particulars of other directorships held or previously held (see note 2) if this space is insufficient use continuation sheet

Name (note 3) MARIAN BENTLEY		Business occupation HOUSEWIFE
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) "PEN CAE", MOELFRE, ANGLESEY, GWYNEDD, NORTH WALES.		Date of birth (where applicable) (note 6)
	Postcode LL72 8HY	
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature x <i>M. Bentley</i>		Date 23/12/87

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) ROBERT MICHAEL BENTLEY		
Previous name(s) (note 3)		
Address (notes 4 & 7) "PEN CAE", MOELFRE, ANGLESEY, GWYNEDD, NORTH WALES.		
Postcode		LL72 8HY
I consent to act as secretary of the company named on page 1		
Signature <i>x [Signature]</i>		Date 23/12/87

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
Postcode		
I consent to act as secretary of the company named on page 1		
Signature		Date

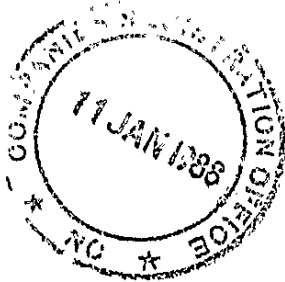
delete if the form is signed by the subscribers

<i>R. Gordon-Roberts, Laurie, + Co.</i>	
Signature of agent on behalf of subscribers	Date 23/12/87

delete if the form is signed by an agent on behalf of the subscribers.

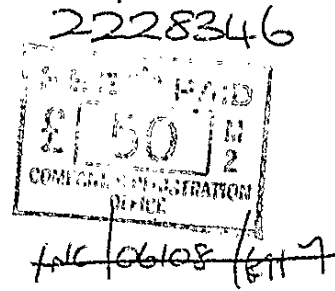
All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



THE COMPANIES ACTS 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of

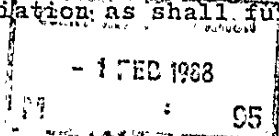
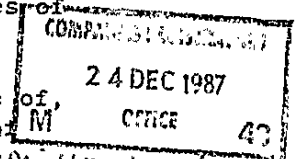
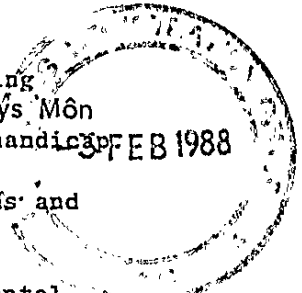
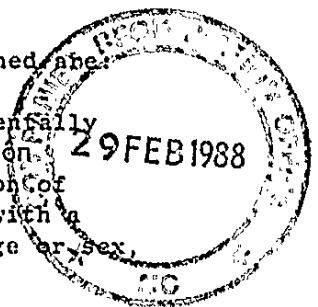
TYDDYN MON

1. The name of the Company (hereinafter referred to as "the Association") is Tyddyn Mon.
2. The Registered Office of the Association will be situated in Wales.
3. The objects for which the Association is established are:

To promote and assist the general relief of all mentally handicapped persons in the district of the Ynys Môn Council by providing and assisting in the provision of training opportunities and employment for people with a mental handicap without distinction as to race, age or sex, or political religious or other opinions.

In furtherance of the above purposes but not further or otherwise the Association may:-

- (a) Provide and assist in the provision of housing accommodation within the district of the Ynys Môn for people with a mental handicap.
- (b) Provide and assist in the provision of goods and services by people with a mental handicap.
- (c) Promote activities whereby persons with a mental handicap will be jointly concerned with other people in work and leisure activities.
- (d) Purchase, take on lease or in exchange, hire or otherwise acquire, any property, heritable or moveable, real or personal, which may be deemed necessary or convenient for any of the purposes of the Association.
- (e) Draw, make, accept and endorse promissory notes, bills of exchange and other negotiable instruments.
- (f) Construct, maintain and alter any house, buildings or works necessary or convenient for the purposes of the Association.
- (g) Sell, manage, lease, mortgage, exchange, dispose of, improve or otherwise deal with all or any part of the property of the Association as shall further such objects.



103902

- (h) Borrow and raise money for the purposes of the Association in such manner as the Association may think fit, as hereinafter provided
- (i) Invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (k) Undertake and execute any trusts or any agency which may be deemed necessary for any of the objects of the Association.
- (l) Retain or employ professional or technical advisers or workers in connection with the objects of the Association and to pay reasonable or proper fees for their services.
- (m) Establish and support pension and superannuation schemes for the benefit of persons employed by the Association and to grant pensions or retiring allowances to persons who have been employed by the Association.
- (n) Establish and support and to aid in the establishment and support of any other charitable Association formed for all or any of the objects of this Association.
- (o) Amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association.
- (p) Purchase or otherwise acquire all or any part of the share capital, property or assets, and to undertake all or any of the liabilities and engagements of any one or more companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (q) Subscribe and make contributions to or otherwise support, charitable institutions, Societies, Churches, Schools or Associations, and to grant donations for any public charitable purpose in any way connected with the purposes of the Association or calculated to further its objects.
- (r) Transfer all or any part of the assets, property, liabilities and engagements of the Association to any one or more of the Companies, institutions, societies or associations with which this Association is authorised to amalgamate.

- (s) Receive and accept from time to time, grants and legacies, donations, gifts, subscriptions, conveyances and endowment either of money or property, heritable or moveable, real or personal, of any description whatsoever, either absolutely or conditionally or in trust, for any one or more of the objects of the Association.
- (t) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, either of grants, loans, donations, annual subscriptions or otherwise.
- (u) Pay all expenses preliminary or incidental to the formation of the Association and its registration.
- (v) Do all such other lawful things as that shall further the above objects.

Provided that

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or to procure to be observed by its members or others any regulation, restriction or condition otherwise than in the manner calculated to promote its charitable objects.
- (iii) Provided also that in relation to any property which may come into the hands of the Association as Trustees under any Trust (whether established by any Trust Deed or any scheme settled by a Court of Justice or made in pursuance of any enactment relating to educational endowments or War Charities or otherwise) nothing herein shall authorise the Association to deal therewith otherwise than in accordance with the terms of the Trust with any law relevant thereto, nor shall the incorporation of the Association affect the liability as an individual of any member of the Board of Management who may be a party to such dealings.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

Provided that nothing herein contained shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association (not being a member of the Board of Management) in return for any services actually rendered to the Association nor prevent the payment of interest on money lent by any member of the Trust or of its Board at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management and Governing body or reasonable rent for premises demised or let by any member to the Association but so that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board, except payment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association: Provided that the provision last aforesaid shall not apply to any Company of which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding five pounds sterling.
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such charitable institution or institutions to be determined by the members of the Association with the approval in writing of the Charity Commissioners for England and Wales at or before the time of dissolution or in default thereof by such Court of Law as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to such provisions then to some charitable object or objects.
8. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect

of which such receipts and expenditure take place of all sales and purchases of goods by the Association and of the property, assets and liabilities of the Association. Such accounts shall be open to any member of the Board of Management of the Association and to the Auditor for inspection at all reasonable times and to any other member of the Association to the extent permitted by the provisions of its Articles of Association. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association.

NAMES

ADDRESSES

AND DESCRIPTIONS
OF SUBSCRIBERS

4

several persons whose names and addresses are subscribed are desirous of
being formed into an association in pursuance of this memorandum of Association.

NAME	ADDRESS	DESCRIPTION OF SUBSCRIBER
ROBERT MICHAEL BENTLEY <i>R M Bentley</i>	PEN CAE MOELFRE LL72 8HY	WORKS DIRECTOR
MARIAN BENTLEY <i>M. Bentley</i>	PEN CAE MOELFRE LL72 8HY	HOUSEWIFE
NANETTE DUKIN <i>N M DUKIN</i>	CRANFORD MOELFRE	RETIRED
EILEEN M. CLARKE <i>E. M. Clarke</i>	THE CLOISTER, MOELFRE	HORSE BREEDER
PAT JONES <i>P. Jones</i>	MOON FLEET, RHIANFA BENLECH ANGLESEY	COMPANY SECRETARY
ANNE JONES <i>Ann Jones</i>	BODHYFRYD, PENTRAETH,	HOUSEWIFE.
MICHAEL WALKER HUGHES <i>M W Hughes</i>	BRONALT, TALWRN ANGLESEY	FITTER
CAROLINE HUGHES <i>C. Hughes</i>	BRONALT TALWRN ANGLESEY	HOUSEWIFE
DORIS JONES <i>D Jones</i>	CAPEL UCHAF LLANGEFNI	SCHOOL AUXILIARY
DATED the 28th Day of November 1987.		
WITNESSED BY: <i>William</i>	FOUR WINDS LON GARREG FAWR TREARDUR BAY	PERSONNEL MANAGER

We, the several persons whose names and addresses are subscribed are desirous of being formed into an association in pursuance of this memorandum of Association.

NAME	ADDRESS	DESCRIPTION OF SUBSCRIBER
PEGGY E. JONES <i>P. Jones</i>	COTEHELE, HOLYHEAD ROAD MENAI BRIDGE	HOUSEWIFE
GWILLYM JONES <i>G. Jones</i>	COTEHELE, HOLYHEAD ROAD MENAI BRIDGE	RETIRED BUILDER
CHRISTINE MACKAY <i>Christine M. Mackay</i>	12 Y GARNEDD LLANFAIR P.G.	SECRETARY
MARGARET OWEN <i>M. Owen</i>	DILWYN, CHURCH BAY, ANGLESY	HOUSEWIFE
ROBERT JOHNSON <i>R. Johnson</i>	FOEL FANA, CHURCH BAY LL65 4ER	RETIRED
HILDA ALMA JOHNSON <i>H. A. Johnson</i>	FOEL FANA, CHURCH BAY LL65 4ER	RETIRED
EIFION JONES <i>E. Jones</i>	3 Ffordd Gwenllan LLANFAIR P.G.	SOLDIER
DATED the 28 th	day of November 1987	
WITNESSED BY:	FOUL WINDS LON GARREG FAWR TREARDBUR BAY	PERSONNEL MANAGER
<i>William</i>		

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

TYDDYN MON

1. In these Articles:-

"The Act" means the Companies Act 1985

"The Association" means the Company above mentioned

"The Articles" means these Articles of Association or such as are in force from time to time.

"Member" means a member or associate member for the time being of the Association in terms of the Articles.

"The Board" means the Administrative Board of Management of the Association elected in terms of the Articles.

"The Office" means the Registered Office for the time being of the Association.

"Secretary" means the Secretary of the Association for the time being appointed in terms of the Articles.

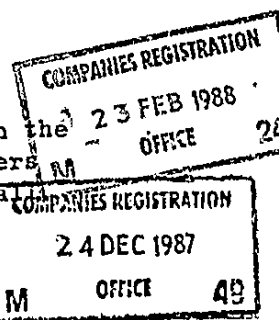
Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other means of representing or reproducing words in a visible form. Words importing the singular number only, including the plural and vice versa. Unless the context otherwise requires words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which those regulations become binding on the Association except that the word "Association" shall be substituted for "Company" or "Board" or "Members of the Board" for "Directors" as these other words appear respectively in the Act.

2. The Association is established for the purpose expressed in the Memorandum of the Association.

MEMBERSHIP

3. Membership of the Association shall be open to persons in the manner hereinafter provided and shall consist of the subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the Articles and Memorandum of Association.

4. Membership shall be open to



- (a) any person aged 18 years or over who shall from time to time be resident on the Ynys Môn
so long as he or she continues to be so resident. Such person shall upon election be known as a full member.
- (b) any person aged 18 years or over who shall be employed by the Association on a full or part-time basis. Such person shall upon election be known as a full member.
- (c) any person aged 18 years or over who is not resident in the said Ynys Môn council area nor is employed by the Association. Such person shall upon election be known as an associate member, and shall not, save as provided in these Articles, have the right to vote at meetings of the Association.

5. The nomination of a person as a member as above provided shall be in writing, signed by every person so nominating and left with the Secretary at the registered office of the Association and thereupon the person so nominated shall be qualified to become a member of the Association accordingly.

6. Persons wishing to acquire full membership shall upon qualification and nomination be entitled to be elected and shall be elected by the Board.

7. Persons wishing to acquire association membership shall upon nomination be considered for membership by the Board who may at their discretion admit or refuse to admit that person to membership.

A person refused membership by the Board may, on application in writing to the Secretary, request that the question of membership be referred to an extraordinary general meeting of the Association who shall decide upon the application in accordance with Clauses 12 - 26 of these Articles.

RETIREMENT OF MEMBERS

8. Any member of the Association who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.

9. Any member of the Association who is qualified to be such under Clauses 4 and 5 of these Articles of Association shall be deemed to have retired upon ceasing to be so qualified. Such members shall be eligible for nomination for membership in terms of Articles 8 and 9 of these Articles.

10. A register of members for the time being shall be kept by the Secretary and shall contain each member's name, address and date of admission to the Association and shall be, so far as is applicable, expected to comply with the provisions of Sections 352 and 353 of the Act

11. The rights and privileges of membership shall not be transferable.

GENERAL MEETINGS

12. The Association shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that calendar 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 Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

13. All general meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".

14. The Board shall whenever they think fit and shall upon a requisition made in writing by any three or more members, convene an Extraordinary General Meeting or, in default of such a meeting, one may be convened by such requisitionists as is provided in Section 368 of the Act. If at any time there are not sufficient members of the Board to form such a quorum any 13 members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the Board.

15. Any requisition made by members of the Association shall express the object of the meeting proposed to be called and shall be left at the registered office of the Association.

16. Upon the receipt of such requisitions the Board shall forthwith proceed to convene a general meeting. If they do not proceed to convene a general meeting within twenty-one days from the date of the requisition the requisitionists may convene a meeting, subject to Clause 13 herein.

NOTICE OF GENERAL MEETING

17. At least twenty-one days before every Annual General Meeting or any other meeting of the Association an advertisement thereof shall be inserted in the local newspaper on Anglesey and at least ten days before every meeting notice thereof specifying the place, the day and the hour of the meeting, and in case of special business, the general nature of such business, shall be given to members of the Association and of the Board and to the Auditor in manner hereafter mentioned, or in such other manner if any, as may be prescribed by the Association in general meeting, but the accidental omission to give notice to, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. 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, balance sheet and the ordinary report of the Board and the report of the Auditors, the election of members of the Board in place of those retiring and the appointment and remuneration of the Auditors.

19. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business, twelve members or one third of the members whichever is less, present in person shall be a quorum.

20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

21. The Chairman, or in his absence the Vice-Chairman, shall preside as Chairman at every general meeting of the Association.

22. If neither the Chairman nor the Vice-Chairman is present at the time of the meeting the members present shall choose one of their number to be Chairman of the meeting.

23. The Chairman 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 from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

24. At any meeting a resolution put to the vote of the meeting shall be decided by a show of hands of full members only, unless a poll is demanded by at least 5 members and unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the books of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such resolution.

25. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs and the result of such poll of full members only shall be deemed to be the resolution of the meeting at which the poll was demanded.

RESOLUTION IN WRITING

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

27. Every member of the Board shall have one vote, and every other full member shall have one vote. All votes shall be given personally. In the case of an equality of votes whether on a show of hands or on a poll the Chairman at the meeting at which a show of hands takes place or at which a poll is demanded, shall be entitled to a second or casting vote.

APPOINTMENT OF BOARD AND POWERS OF MANAGEMENT

28. a) The Board shall consist of at least seven persons and unless and until otherwise determined by the Association in General Meeting, consist of a maximum of fifteen members.
- b) Subject to Article 28(a) the members of the Board shall comprise of a maximum of 15 persons who shall be members of the Association, of whom a maximum of three persons may be associate members.

Persons so appointed may be recalled by the said employees who are full members of the Association and subject to such controls as the said employees shall think fit.

c) 'In any event of the membership of the Board being less than seven persons resident in the said Ynys Môn areas, the Board shall convene an extraordinary members meeting as herein provided and therein call for the election to the requisite offices, failing which the members of the Board shall retire and their powers and duties as hereinafter contained shall vest in the full members of the Association in accordance with the Articles and Memorandum of Association.

29. Subject to paragraph 28(b) above any member of the Association shall be qualified to be a member of the Board or to nominate a member of the Board.

30. The nomination of a person as a member of the Board as above provided shall be in writing signed by every person so nominating and left with the Secretary at the registered office of the Association and thereupon the person so nominated shall be qualified to be a member of the Board accordingly. A member may nominate him or herself.

31. The members of the Board shall be elected from members of the Association at an Annual General Meeting or extraordinary general meeting of the members of the Association as provided for in Clause 28(c) herein, the Articles and Memorandum of Association.

32. Until the first Annual General Meeting of the Association, which without prejudice to Clause 12 hereof shall be as soon as possible after incorporation, the Board shall consist of the subscribers of the Memorandum of Association. Any member of the Board who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his name shall be removed from the list of members of the Board and he shall be deemed to have retired. Upon the retiral or death of any member of the Board the remaining members of the Board shall, as soon as possible, co-opt a member of the Association qualified in terms of Clauses 28 and 29 herein to fill the vacancy and he shall hold office until the next Annual General Meeting of the Association or the extraordinary general meeting as provided for in Clause 28(c) herein.

33. The Board shall, as soon as possible, do all such acts as are necessary in connection with the incorporation of the Association.

34. The entire business of the Association shall be arranged and managed by the Board which may exercise all such powers of the Association (including power to borrow money) as are

not by the Act or these Articles declared to be exercisable only by the Association in general meeting. No regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

35. The Board shall have power, subject to the provisions of the Memorandum of Association, to appoint and remove such paid officers and servants of the Association as it shall think fit and also to appoint and remove solicitors and such other agents and consult such experts, legal and others, as it may think fit. It shall have full power from time to time to determine the respective powers and duties of the persons so appointed and to fix their respective salaries, fees or remuneration and pension or superannuation arrangements.

36. The office of Member of the Board (whether elected or co-opted in the manner herein provided) shall be vacated:

- a) if a receiving order is made against him or her or he or she becomes bankrupt or insolvent or compounds with his or her creditors.
- b) if he or she becomes of unsound mind.
- c) if he or she is requested in writing to resign by all of the other members at that moment in time of the Board.
- d) if at a duly convened extraordinary meeting of the members of the Association 50% of the full members present and voting call for the resignation of the said member of the Board.
- e) if he or she gives the Board one month's notice in writing to the effect that he or she resigns from the said office.

ELECTION OF CHAIRMAN OF THE BOARD AND OF OTHER OFFICERS

37. The Board shall, as soon as is practicable after incorporation of the Association, and thereafter as soon as is practicable after each Annual General Meeting of the Association hold a meeting and elect from its own body by show of hands or by nomination and ballot as it thinks proper, a Chairman (The Chairman), a Vice-Chairman (The Vice-Chairman) Treasurer (The Treasurer) and such other officers as it shall consider necessary to hold office until the opening meeting (The Officers). The holders of these offices for a previous year shall be severally eligible for re-election.

If any casual vacancy should occur in the office of Chairman, the Vice-Chairman shall act as Chairman until a new Chairman be elected by the Board. The Board shall also have power to fill any casual vacancy arising in the office of Treasurer and any other offices.

38. The Board may appoint one of their number to exercise, subject to their directions, a general control over the work of the Association. This office may be honorary, or at the discretion of the Board remunerated at such rate as the Board may from time to time determine.

PROCEEDINGS OF THE BOARD

39. Meetings of the Board shall be held at such times and such places as the Board may from time to time direct. The Chairman or any three members of the Board may at any time, and the Secretary upon the request of the Chairman or such members shall, convene a meeting of the Board. Minutes of meetings of the Board shall be available for inspection only to such persons or classes of persons as the Association in general meeting may provide. Unless and until the Board decides otherwise 9 members of the Board shall constitute a quorum.

Meetings of the Board shall be presided over by the Chairman or in his absence, the Vice-Chairman, or in the absence of both by one of the members of the Board to be chosen by those present.

A member of the Board who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Board.

The Board shall have full power to appoint Committees and approve the appointment of Sub-Committee by such Committees and may delegate to such Committees and Sub-Committees all such duties, powers and privileges as it may think fit, save as is otherwise provided in the Articles.

Subject to the decisions of the Board or a resolution of the Association in general meeting there shall be excluded from the delegation to any Committee or Sub-Committee the following:-

- a) the introduction of new policies or changes in policies which may have a significant impact on the Association or which fall within the responsibility of or conflict with the declared policy of another Committee or Sub-Committee unless that Committee has agreed.

- b) any matter involving expenditure not in accordance with the financial regulations of the Association.
- c) any capital building project.
- d) the appointment or dismissal of any employee of the Association.

The delegation to a Committee or Sub-Committee shall be subject to the restrictions or conditions following, that is to say :-

- a) The Committee or Sub-Committee shall give effect to any instructions or decisions of the Board upon matters of principle.
- b) Any delegation of functions by a Committee to a Sub-Committee shall be subject to the approval of the Board except that in cases of emergency the conclusion of a matter of which the principle has been approved by the Board may be delegated to a Sub-Committee.
- c) All obligations or contracts in connection with the discharge of the functions of a Committee shall be granted or entered into by or on behalf of the Board.
- d) Resolutions of a Committee in regard to matters which are not included in any delegation to such Committee shall not be carried into effect until such resolutions have been reported to and approved by the Board.

The members of the Committees or Sub-Committees need not necessarily be members of the Board or of the Committee appointing such Sub-Committees, provided always that no resolution of a meeting of a Committee or Sub-Committee shall be of effect unless a majority of the members present at such meeting are members of the Association or otherwise qualified for appointment to the Board. The number of members of any Committee or Sub-Committee which shall constitute a quorum shall be decided by the Board. The Chairman of such Committees or Sub-Committees may be appointed by the Board or, failing such appointment, elected by the relative Committee or Sub-Committee.

All acts done by the Board or by any Committee or Sub-Committee or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards

be discovered that there was any defect in the appointment of the Board or Committee or Sub-Committee or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the Board), shall be as valid as if every such person had been duly appointed and was at the time qualified to be a member of the Board or Committee or Sub-Committee.

The members for the time being of the Board may act notwithstanding any vacancy in their body.

A resolution in writing, signed by all the members of the Board for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the like form, each signed by one or more of the members of the Board.

SECRETARY

40 a) The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit and any Secretary so appointed may be removed by it.

b) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to an assistant or deputy Secretary, or if there is none such, by or to any officer of the Association authorised generally or specifically in that behalf by the Board.

41. A provision of the Act or these Articles of Association requiring or authorising anything to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as or in place of the Secretary.

SEAL

42. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

43. The Board shall cause proper books of account to be kept with respect to:

- a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
- b) all sales and purchases of goods by the Association, and
- c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

44. The books of account shall be kept at the registered office of the Association or, subject to section 222 of the Act, at such other place or places as the Board think fit and shall always be open to the inspection of members of the Board.

45. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of the members not being members of the Board and no member of the Association (not being a member of the Board) shall have any right of inspection of any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.

46. The Board shall from time to time in accordance with Sections 227, 229 and 235 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets and reports as are referred to in those sections.

47. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to the Auditor and to every member of the Association. Provided that this article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn and accepted, endorsed or otherwise executed as the case may be, in such manner as the Board shall from time to time determine.

AUDITORS

49. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 393 of the Act or any statutory modifications thereof for the time being in force.

NOTICES

50. A notice may be served by the Association upon any member of the Board or of the Association either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.

51. Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid.

52. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

a) Every member except those members who (having no registered address within the UK) have not supplied to the Association an address within the UK for the giving of notices to them.

b) The Auditor for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

MINUTES

53. Correct minutes of the proceedings of the Association and of the Board and of Committees or Sub-Committees of the Board shall be taken and shall be kept at the office of the Secretary. Such minutes shall be taken by the Secretary or by such other person as the Board may from time to time appoint and shall be in such form as the Board may direct. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the minutes of the Board or any of its Committees or Sub-Committee shall be open to the inspection of members

not being members of the Board and no member not being a member of the Board shall have any right of inspection of any such minutes except as conferred by statute or authorised by the Board or by the Association in General Meeting.

WINDING UP.

54. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up. Clause 8 of the Memorandum of Association of the Association shall have effect as if the provisions thereof were repeated herein.

INDEMNITY

55. Subject to the provisions of the Act, every officer or employee of the Association shall be entitled to be indemnified by the Association against all costs, losses and expenses which he or she may incur or become liable for in the execution or discharge of any office held by him in the Association.

10.

We, the several persons whose names and addresses are subscribed are desirous of being formed into an association in pursuance of this memorandum of Association.

NAME	ADDRESS	DESCRIPTION OF SUBSCRIBER
ROBERT MICHAEL BENTLEY <i>R. M. Bentley</i>	PEN CAE MOELFRE LL72 8HY	WORKS DIRECTOR
MARIAN BENTLEY <i>M. Bentley</i>	PEN CAE MOELFRE LL72 8HY	HOUSEWIFE
NANETTE DUKIN <i>N. M. Dukin</i>	CRAWFORD MOELFRE	RETIRED
EILEEN M. CLARKE <i>E. M. Clarke</i>	THE CLOISTER, MOELFRE.	HORSE BREEDER
PAT JONES <i>P. Jones</i>	MOONFLEET RHIANFA BENLECH ANGLESEY	COMPANY SECRETARY
ANNE JONES <i>Ana Jones</i>	BODHYFAYD, PEN TRAEITH,	HOUSEWIFE.
MICHAEL WALKER HUGHES <i>M. W. Hughes</i>	BRON AULT TALWRN ANGLESEY	FITTER
CAROLINE HUGHES <i>C. Hughes</i>	BRON AULT TALWRN ANGLESEY	HOUSEWIFE
DORIS HUGHES JONES <i>D. Jones</i>	7 CAPEL UCHAF LHANGEFNI	SCHOOL ANCILLARY

DATED the 28th day of November 1987.

WITNESSED BY:—

D. Williams *FOUR WINDS* PERSONNEL
 LON GARRET FAWR MANAGER
 TKEARDDUR BAY

We, the several persons whose names and addresses are subscribed are desirous of being formed into an association in pursuance of this memorandum of Association.

NAME	ADDRESS	DESCRIPTION OF SUBSCRIBER
PEGGY F. JONES <i>P Jones</i>	COTEHELE, HAYHEAD ROAD, MENAI BRIDGE	HOUSEWIFE
GWILLYM JONES <i>G Jones</i>	COTEHELE, HAYHEAD ROAD MENAI BRIDGE	RETIRED BUILDER
CHRISTINE MACKAY <i>Christine M Mackay</i>	12 Y GARNEDD LLANFAIR P.C.	SECRETARY
MARGARET OWEN M. Owen	DILWYN, CHURCH BAY ANGLESEY	HOUSEWIFE
ROBERT JOHNSON <i>Robert Johnson</i>	FOEL FANA, CHURCH BAY LL65 4ER.	RETIRED
HILDA ALMA JOHNSON <i>H.A. Johnson</i>	FOEL FANA, CHURCH BAY LL65 4ER	RETIRED
EIFION JONES <i>E Jones</i>	3 Ffordd Gwenllian LLANFAIR P.C.	SOLDIER
DATED the 28th	day of November 1987	
WITNESSED BY:	POUR WINDS LON GARNET FAWR TWARDDUR BAY	PERSONNEL MANAGER
<i>William</i>		

FILE COPY



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

No. 2228346

I hereby certify that

TYDDYN MON

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

Given under my hand at the Companies Registration Office,
Cardiff the 9 MARCH 1988

A handwritten signature in dark ink, appearing to read 'J. A. Cawley'.

MR. J. A. CAWLEY

an authorised officer