

COMPANIES ACT 1985

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

**MEMORANDUM
AND ARTICLES OF
ASSOCIATION**

BRECON AND DISTRICT DISABLED CLUB

NO. 2275676

Incorporated on the 8th day of July 1988

As amended 29th September 1989

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

MEMORANDUM OF ASSOCIATION

OF

BRECON AND DISTRICT DISABLED CLUB

1. The name of the Company (hereinafter called 'the Association') is '**BRECON AND DISTRICT DISABLED CLUB**'

2. The registered office of the Association will be situated in Wales.

3. The objects for which the Association is established are:

to promote the relief of the disabled, housebound and the aged in Brecon and District who are in need thereof, and in particular the relief of poverty, sickness and distress.

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

a. To take over the assets of the unincorporated body known as 'Brecon and District Disabled Club'

b. The provision of transport for the disabled, housebound and aged.

c. Subject to such consent (if any) as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

d. To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

e. Subject to such consents (if any) as may be required by law, to borrow or raise money on such terms and on such security as may be thought fit.

f. To 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.

g. To receive money on deposit or loan upon such terms as the Association may approve, and to undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objections

h. To do all such other things as are necessary for the attainment or furtherance of the said objects or any of them.

i. Subject to such consents (if any) as may be required by law, to purchase take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.

Provided that:

i. In the 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's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

iii. The Association shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others, any regulations, restrictions or conditions which if an object of the Association would make it a trade union.

iv. In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Association shall be chargeable for any such that may come into their hands and shall be answerable and accountable for their own acts, receipt, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this 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 members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

a. of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association.

b. of interest on money lent by any member of the Association (or of its Council of Management) at a rate per annum not exceeding 2% less that the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body.

c. to any member of its Council of Management or Governing Body of reasonable out of pocket expenses.

d. to any company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

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 the debts and liabilities of the Association contracted before he ceases 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 (£1). 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 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 4 of its Memorandum of

Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then subject to the prior approval of the Charity Commissioners to some other charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mr T.R. Williams
Plasnewydd
Llanddew
Brecon

Mrs L.M. Price
2 Cwm Cottage
Ffrwdgrech
Brecon

Dated this 3rd day of March 1988

Witness to the above signatures:

Katrina Menio
1 Cwm Cottage
Ffrwdgrech
Brecon

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE
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MEMORANDUM OF ASSOCIATION

OF

BRECON AND DISTRICT DISABLED CLUB

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANINGS
The Act	The Companies Act 1985
The Status	.The Companies Act 1985 and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These presents	.These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above named Company.
The Council	.The Council of Management for the time being of the Association
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not, inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is twenty, but the Council may from time to time register an increase of members.
3. The provisions of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provision hereinafter contained shall be members of the Association.

RETIREMENT OF MEMBERS

6. Any member of the Association who shall desire to withdraw from the Association 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 withdrawn from membership.
7. No right or privilege of any member shall be in any way transferable or transmissible and all such rights and privileges shall cease upon the member ceasing to be such.

ADMISSION TO MEMBERSHIP

8. Membership shall be open to any person or organisation which supports the objects of Brecon and District Disabled Club.

GENERAL MEETINGS

9. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided 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, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting, and the Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

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

13. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meeting, a meeting may be convened by such notice as those members think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided thirty members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council determine.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

19. The Chairman may, with the consent of any 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 to any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the results of the show of hands, demanded by the Chairman or by at least three members present in person, or by a member or members present in person and representing one-tenth of the total voting rights of all members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the meeting that the resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. No poll shall be demanded on the election of a Chairman of a meeting; or on any question of adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second casting vote.

24. The demand of a poll shall not prevent the continuance of a meeting for the transacting of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. Save as hereinafter expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting.

COUNCIL OF MANAGEMENT

27. Unless otherwise determined by a General Meeting, the number of the members of the Council shall not be less than eight nor more than fourteen.

28. The first members of the Council shall be the subscribers of the Memorandum of Association.

29. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, providing that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall be eligible for re-election.

30. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

31. If any Extraordinary General Meeting summoned on requisition a resolution disapproving of any act on the part of the Council shall be passed by a majority of the members present and voting on the question the members of the Council shall immediately cease to hold office and new members shall be elected in their place at the same meeting but the old members or any of them shall be eligible for re-election.

POWERS OF THE COUNCIL

32. The business of the Association shall be managed by the Council who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and are not by the Statutes or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these regulations, being not inconsistent with the aforesaid regulations or provisions, and may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

34. Subject to Section 283 of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

35. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of a member of the Council shall be vacated:
- a. if a receiving order is made against him or he makes any arrangement or composition with his creditors
 - b. if he becomes of unsound mind.
 - c. if he ceases to be a member of the Association.

- d. if by notice in writing to the Association he resigns his office.
- e. if he ceases to hold office by reason of any order made under Section 295 of the Act.
- f. if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

37. At the first Annual General Meeting and at the Annual General Meeting to be held in any subsequent year, all members of the Council for the time being shall retire from office.

38. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

39. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty eight intervening days.

40. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase.

41. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, for a good and proper reason, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

42. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary, for the transaction of business. Unless otherwise determined, six, including one officer shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

43. A member of the Council may, and on request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

44. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time vested in the Council generally.

46. The Council may delegate any of their powers to committees consisting of such members of the Council as they think fit, provided that all acts and proceedings of any such committees shall be promptly and fully reported back to the Council, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed upon it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulations and meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

47. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meeting of the Association and of the Council and of committees of the Council and all business transacted at such meeting, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

ACCOUNTS

50. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.

51. The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall be open to the inspection of the officers of the Association.

52. The Council shall from time to time determine whether and to what extent and at what times 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 members not being officers of the Association, and no member (not being an officer) shall have any rights of inspecting any

account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

53. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to the end of the year before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requires for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by the Act.

AUDIT

54. In accordance with the provisions of the Statutes 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.

55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Council being treated as the Directors mentioned in those provision.

NOTICES

56. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mr T.R. Williams
Plasnewydd
Llanddew
Brecon

Mrs L.M. Price
2 Cwm Cottage
Ffrwdgrech
Brecon

Dated this 3rd day of March 1988

Witness to the above signatures:

Mrs Katrina Menio
1 Cwm Cottage
Ffrwdgrech
Brecon