Company Number _____

THE COMPANIES ACT 2006

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

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

CWMNI CYMUNEDOL CLETWR

Incorporated the _____ day of _____ _____

THE COMPANIES ACT 2006

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

MEMORANDUM OF ASSOCIATION OF

CWMNI CYMUNEDOL CLETWR

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
JANE BURNHAM	Jane Burnham
Tom COSSON	T. Cosson
SHELAGH HOURAHANE	Shelagh M. Hourahane
MIKE INDEKA	
MARIE HOCKENHULL SMITH	M. Hockenhull Smith

Date 12/3/202

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION OF

CWMNI CYMUNEDOL CLETWR

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.
- "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company.
- "executed" includes any mode of execution.
- "the secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

3. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company.

OBJECTS AND ASSETS OF THE COMPANY

4. The objects of the Company shall be to provide a community shop and other facilities for the benefits of the residents of Llangynfelyn as well as visitors to the area, as a social enterprise.

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

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

(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 Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;

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

(iii) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;

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

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

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

(vii) of premiums for indemnity insurance.

MEMBERSHIP

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

6. The Board of Directors may admit to membership:

   a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or

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

   provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 10.

7. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.

8. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.

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

CATEGORIES OF MEMBERSHIP

10. Every member upon admission shall be allocated to one 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 Company;

   b) Corporate Members shall be members admitted under Article 6(b).

REGISTER OF MEMBERS

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

CESSATION OF MEMBERSHIP

12. 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 6 and Article 10; 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 28 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.

13. 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

14. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it.

15. The business of an Annual General Meeting shall include:

15.1 The receipt of the reports of the Chairperson and Board of Directors of the Company;

15.2 the consideration of audited accounts (if any) presented by the Board of Directors;

15.3 the election of the Board of Directors;

15.4 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;

15.5 a decision on the application of any profits;

15.6 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.

16. Ordinary General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more frequently.

17. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or the members may convene an Extraordinary General Meeting as provided by section 303 of the Act.

NOTICES

18. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 28 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.

19. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.

20. 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.

21. 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.

22. 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

23. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.

24. 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.

25. 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.

26. 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.

27. 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.

28. Decisions at General Meetings shall be made by passing resolutions:

a. Decisions involving an alteration to Articles 61, 64, and 69 and this Article 28(a) shall require the unanimous vote of all the members of the Company at an Extraordinary General Meeting testified by their signatures.

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 Company 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.

29. 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.

30. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

31. 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.

32. Votes may be given personally or by proxy appointed by the member.

33. 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.

34. 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

35. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.

36. The initial Directors of the Company 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.

37. One Third of the Board of Directors, being those directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.

38. 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 proposor and seconder all of which shall be members of the Company.

39. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 4 and not more than 12.

40. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed in Articles 39 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

41. 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.

42. In the case of an equality of votes the Chairperson shall have a second or casting vote.

43. 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.

44. The quorum necessary for the transaction of business of the Board of Directors shall be 2 directors or, if greater, 50% of the number of directors for the time being.

45. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 39, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.

46. 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.

47. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.

48. 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

49. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.

50. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.

51. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

52. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.

53. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

54. The office of a director shall be immediately vacated if he/she:

a. ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or

b. becomes bankrupt or make any arrangement or composition with their creditors generally; or

c. is, or may be, suffering from mental disorder and for example:

- 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

d. resigns their office by notice to the Company; or

e. 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

f. is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act.

REMUNERATION OF DIRECTORS

55. 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

56. 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

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

a. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
b. All sales and purchases of goods and/or services by the Company; and
c. The assets and liabilities of the Company.

58. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

59. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.

60. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

APPLICATION OF SURPLUS

61. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:

a. to create a general reserve for the continuation and development of the Company;
b. to make a payment for social and charitable purposes.

RULES OR BYE LAWS

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

INDEMNITY

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

64. In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the members but shall be transferred in the furtherance of the Objects to any organisation having objects similar to or compatible with the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Article 4 above as may be determined by a General Meeting, or in so far as the assets are not transferred, shall be held for charitable purposes.

AMENDMENT TO ARTICLES

65. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 28 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

SOCIAL AUDIT

66. A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company'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 Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Company 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 Company, 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 Company'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 Company is located.

LIMITED LIABILITY

67. The liability of the members is limited.

68. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.

ENTRENCHMENT

69. Articles in the Articles of Association except for 28(a), 61, 64, and this article 69 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 28(a), 61, 64, and this article 69 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 company pursuant to these Articles of Association:

Name JANE BURNHAM Signature Jane Burnham

Name TOM COSSON Signature T. Cosson.

Name SHELAGH HOUGHTHANE Signature Shelagh M. Houghton

Name MIKE INDEKA Signature MIndeka.

Name MARIE HOCKENHULL SMITH Signature M Hockenhull Smith

Name _____ Signature _____

Name _____ Signature _____

Name _____ Signature _____

Dated this TWELFTH day of March 2012