



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

Company No. 4022664

The Registrar of Companies for England and Wales hereby certifies that  
NIP IT IN THE BUD LTD.

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

Given at Companies House, Cardiff, the 27th June 2000



\*N04022664B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



4022664

NM

12

Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

NIP IT IN THE BUD LIMITED

I, BEVERLEY ANN PRITCHARD

of 23 BRYNHEULOG, PERTHCELYN, MOUNTAIN ASH

† Please delete as appropriate.

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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

RE-SWORN 13/6/00

Declarant's signature

B.A. Pritchard B.A. Pritchard

Declared at

11A VICTORIA SQUARE, ABERDARE, RHONDDA

CYNON TAFF

Day Month Year

On

27 04 2000

13/06/2000

● Please print name.

before me ●

AMANDA CLAIRE HIGMAN

Signed

A. Higman

Date

13/06/2000  
27/4/2000

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Fax  
the person

Ms Beverley Pritchard  
23 Brynheulog, Perthcelyn, Mountain  
Ash  
Tel 07979 371589  
DX number DX exchange



A45  
COMPANIES HOUSE  
COMPANIES HOUSE  
COMPANIES HOUSE  
A41  
COMPANIES HOUSE  
Form revised June 1998

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



# 10

Please complete in typescript,  
or in bold black capitals.  
CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

NIP IT IN THE BUD LTD.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

23 BRYNHEULOG

PERTHCELYN

Post town

MOUNTAIN ASH

County / Region

MID GLAMORGAN

Postcode

CF45 3DX

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should

BEV PRITCHARD

23 BRYNHEULOG, PERTHCELYN

Tel 0197 9371589

DX number

DX exchange



A45  
COMPANIES HOUSE  
COMPANIES HOUSE  
A01  
COMPANIES HOUSE  
A01  
COMPANIES HOUSE

0325  
22/06/00  
02/06/00  
09/03/00  
0376  
29/04/00

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name	NIP IT IN THE BUD LTD.		
NAME *Style / Title	MISS	*Honours etc	
* Voluntary details Forename(s)	BEVERLEY ANN		
Surname	PRITCHARD		
Previous forename(s)			
Previous surname(s)			
Address	23 BRYNHEULOG		
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	PERTHCELYN		
Post town	MOUNTAIN ASH		
County / Region	MID GLAM	Postcode	CF45 3DX
Country			

I consent to act as secretary of the company named on page 1

Consent signature

B. A. Pritchard

Date

21/4/00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title	MISS	*Honours etc	
Forename(s)	BEVERLEY ANN		
Surname	PRITCHARD		
Previous forename(s)			
Previous surname(s)			
Address	23 BRYNHEULOG		
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	PERTHCELYN		
Post town	MOUNTAIN ASH		
County / Region	MID GLAM	Postcode	CF45 3DX
Country			

Day Month Year

Date of birth

18 07 1968

Nationality

BRITISH

Business occupation

Housewife

Other directorships

I consent to act as director of the company named on page 1

Consent signature

B. A. Pritchard

Date

21/4/00

# Company Secretary (see notes 1-5)

NAME \*Style / Title

MISS

\*Honours etc

\* Voluntary details

Forename(s)

Beverley Ann

Surname

PRETCHARD

Previous forename(s)

Previous surname(s)

Address

23 Brynhenlog

PERTHCELYN

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

MT. ASH

County / Region

MID GLOUCE

Postcode

GL53 0X

Country

I consent to act as secretary of the company named on page 1

Consent signature

B.A. Pretchard

Date

10/5/00

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

BEATRICE ANN

Surname

JENKINS

Previous forename(s)

Previous surname(s)

Address

2 ASH GROVE

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

MOUNTAIN ASH

County / Region

MID GLOUCE

Postcode

GL5 3PJ

Country

WALES

Day Month Year

Date of birth

15/10/1952

Nationality

WELSH

Business occupation

Housewife

Other directorships

I consent to act as director of the company named on page 1

Consent signature

B.A. Jenkins

Date

10-5-00

CHFP000

Company name

**NAME** \*Style / Title

\*Honours

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**

**Date**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**

**Nationality**

**Business occupation**

**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**

**Date**

# Company Secretary (see notes 1-5)

NAME	*Style / Title	MISS	*Honours etc	
* Volun / details	Forename(s)	BEVERLEY ANN		
	Surname	PRETCHARD		
	Previous forename(s)			
	Previous surname(s)			
	Address	23 BRYNHEULOG		
<b>Usual residential address</b>		PERTHCELYN		
For a corporation, give the registered or principal office address.	Post town	MT. ASH		
	County / Region	MID GLAM	Postcode	CF453DX
	Country			
I consent to act as secretary of the company named on page 1				
Consent signature		B. A. Pretchard	Date	10/5/00

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc		
	Forename(s)	WAYNE			
	Surname	DAVID			
	Previous forename(s)				
	Previous surname(s)				
	Address	8 BRYN RHEBYN. TONTYG.			
<b>Usual residential address</b>					
For a corporation, give the registered or principal office address.	Post town	PONTYPRIDD.			
	County / Region	RHONDDA CYNON TAF	Postcode	CF38 1UG.	
	Country	UK.			
	Day	Month	Year		
Date of birth	09	05	1958	Nationality	BRITISH
Business occupation	POLICY ADVISER.				
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature		David		Date	15/5/2000.

CHFP000

Company name

**NAME** \*Style / Title

\*Honours

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**
**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**
**Date**
**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**
**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**
**Nationality**
**Business occupation**
**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**
**Date**



CHFP000

Company name

NIP IT IN THE BUD LTD

NAME \*Style / Title

MISS

\*Honours

\* Voluntary details

Forename(s)

BORDERLEY ANN

Surname

PRITCHARD

Previous forename(s)

Previous surname(s)

Address

23 Brynheulog

Perthcelyn

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

MT. ASH

County / Region

MID GLAM

Postcode

CF453DY

Country

I consent to act as secretary of the company named on page 1

Consent signature

B. A. Pritchard

Date

15/5/00

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MS

\*Honours etc

Forename(s)

Jennifer Margaret

Surname

Turner

Previous forename(s)

Previous surname(s)

Spieris

Address

23, Prince's St., Abergavenny

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Monmouthshire

Postcode

NP7 5BL

Country

U.K.

Day Month Year

Turner

Date of birth

08 04 1950

Nationality

British

Business occupation

Community-based Learning Co-ordinator

Other directorships

CICERO, Sheffield.

I consent to act as director of the company named on page 1

Consent signature

Turner

Date

15th May 2000

# Company Secretary (see notes 1-5)

NAME \*Style / Title

MISS

\*Honours etc

\* Voluntary details

Forename(s)

BEVERLEY ANN

Surname

PRITCHARD

Previous forename(s)

Previous surname(s)

Address

23 Brynheulog

**Usual residential address**

For a corporation, give the registered or principal office address.

Portkellyn

Post town

MT. ASH

County / Region

MID GLAM

Postcode

CF453DX

Country

I consent to act as secretary of the company named on page 1

Consent signature

B.A. Pritchard

Date

10/5/00

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Ms

\*Honours etc

Forename(s)

DORIS ELIZABETH ANN

Surname

JONES

Previous forename(s)

Previous surname(s)

Address

64, CLYDACH STREET

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

BRYNMAWR

County / Region

BLAENAU GWENT

Postcode

NP23 4RN

Country

WALES

Day Month Year

Date of birth

06 02 1956

Nationality

WELSH

Business occupation

COMMUNITY DEVELOPMENT MANAGER

Other directorships

I consent to act as director of the company named on page 1

Consent signature

DEA Jones

Date

15/05/00

**Company Secretary** (see notes 1-5)

NAME \*Style / Title

MISS

\*Honours etc

\* Voluntary details

Forename(s)

Beverley Ann

Surname

PITCHARD

Previous forename(s)

Previous surname(s)

Address

23 Bryn Henllo

PERTHCELYN

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

MT. ASH

County / Region

MID GLAM

Postcode

CF45 3DX

Country

I consent to act as secretary of the company named on page 1

Consent signature

B. A. Pitchard

Date

10/5/00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MRS

\*Honours etc

Forename(s)

CHRISTINE HEATHER

Surname

BARNES

Previous forename(s)

Previous surname(s)

WATKINS

Address

2. BRYN HENLLO

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

MOUNTAIN ASH

County / Region

MID GLAM

Postcode

CF45 3DX

Country

Day Month Year

Date of birth

2 10 02 1 9 5 4

Nationality

WELSH

Business occupation

Housewife

Other directorships

I consent to act as director of the company named on page 1

Consent signature

C Barnes

Date

11-5-00

**CHFP000**

Company name

**NAME** \*Style / Title

\*Honours

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**
**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**
**Date**
**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**
**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**
**Nationality**
**Business occupation**
**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**
**Date**

CHWP000

Company name

NAME \*Style / Title

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company name

NIP IT IN THE bud LTD

NAME \*Style / Title

MISS

\*Honours

\* Voluntary details

Forename(s)

BEVERLEY Ann

Surname

PRETCHARD

Previous forename(s)

Previous surname(s)

Address

23 BRYNHENLOG

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

MT. ASH

County / Region

MID GLAM

Postcode

CF45 3DX

Country

I consent to act as secretary of the company named on page 1

Consent signature

B. A. Petchard

Date

10/5/00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

LEE WILLIAM GETHIN

Surname

JOHNSON

Previous forename(s)

Previous surname(s)

Address

11A, HAWTHORN TERRACE,

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

PERTHCELYN

County / Region

MID GLAM

Postcode

CF45 3AX

Country

Day Month Year

Date of birth

08/04/1980

Nationality

WELSH

Business occupation

Unemployed

Other directorships

I consent to act as director of the company named on page 1

Consent signature

J. Johnson

Date

21-4-00

CHWP000

Company name

NIP IT IN THE BUT LTD

NAME \*Style / Title

MISS

\*Honours

\* Voluntary details

Forename(s)

BEVERLEY ANN

Surname

PRETCHARD

Previous forename(s)

Previous surname(s)

BARNES

Address

23, BRYNNHULOG

PERTHCELYN

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

MT. ASH

County / Region

MID GLAM

Postcode

CF45 3DX

Country

I consent to act as secretary of the company named on page 1

Consent signature

B. A. Pretchard

Date

10/5/00

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MRS

\*Honours etc

Forename(s)

CAROL MAUD

Surname

SEFFS

Previous forename(s)

Previous surname(s)

BARNES

Address

5, BRYNNHULOG

PERTHCELYN

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

MOUNTAIN ASH

County / Region

MID GLAM

Postcode

CF45 3DX

Country

Day Month Year

Date of birth

21 04 1946

Nationality

BRITISH

Business occupation

Housewife

Other directorships

I consent to act as director of the company named on page 1

Consent signature

C M Seffs

Date

21/4/00

**Company Secretary** (see notes 1-5)

NAME \*Style / Title

MISS

\*Honours etc

\* Voluntary details

Forename(s)

BERELEY ANN

Surname

PRITCHARD

Previous forename(s)

Previous surname(s)

Address

23 BRYNHENLOG

**Usual residential address**

PERTHCELYN

For a corporation, give the registered or principal office address.

Post town

MT. ASH

County / Region

MIDGLAM

Postcode

CF45 3DX

Country

I consent to act as secretary of the company named on page 1

Consent signature

B.A. Pritchard

Date

10/5/00

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MS.

\*Honours etc

B. Ed.

Forename(s)

MYRA

Surname

EVANS

Previous forename(s)

Previous surname(s)

BERRY

Address

PENBHIW PENNAR HOUSE

**Usual residential address**

CEFN PENNAR

For a corporation, give the registered or principal office address.

Post town

MOUNTAIN ASH

County / Region

MID-GLAM.

Postcode

CF45 4DT

Country

Day Month Year

Date of birth

21/04/1933

Nationality

WELSH

Business occupation

RETIRED HEADTEACHER

Other directorships

VALLEYS CHILD CARE

I consent to act as director of the company named on page 1

Consent signature

M. Evans

Date

16/5/00.



**CHFP000**

Company name

**NAME** \*Style / Title

\*Honours

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**
**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**
**Date**
**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**
**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**
**Nationality**
**Business occupation**
**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**
**Date**

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text" value="Mao"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="Jill"/>		
	<b>Surname</b>	<input type="text" value="Cwen"/>		
	<b>Previous forename(s)</b>	<input type="text"/>		
	<b>Previous surname(s)</b>	<input type="text"/>		
<b>Address</b>	<input type="text" value="23, Brynheulog"/>			
<b>Usual residential address</b>	<input type="text" value="Gwertheglyn"/>			
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text" value="Mountain Ash, Mid Glam"/>		
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text" value="CF45-3Dx"/>
	<b>Country</b>	<input type="text"/>		
	<b>Date of birth</b>	<input type="text" value="29"/> <input type="text" value="12"/> <input type="text" value="1951"/>	<b>Nationality</b>	<input type="text" value="Welsh"/>
	<b>Business occupation</b>	<input type="text" value="HOUSEWIFE"/>		
	<b>Other directorships</b>	<input type="text"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>	<input type="text" value="Jill Cwen"/>	<b>Date</b>	<input type="text" value="21-4-2000"/>	

<b>This section must be signed by</b>				
<b>Either</b>				
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Or the subscribers</b>				
<b>( i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b>	<input type="text" value="B A. Pritchard"/>	<b>Date</b>	<input type="text" value="21/4/00"/>
	<b>Signed</b>	<input type="text" value="Jill Cwen"/>	<b>Date</b>	<input type="text" value="21/4/00"/>
	<b>Signed</b>	<input type="text" value="C M Jeffs"/>	<b>Date</b>	<input type="text" value="21/4/00"/>
	<b>Signed</b>	<input type="text" value="C. M. Griffiths"/>	<b>Date</b>	<input type="text" value="21-4-00"/>
	<b>Signed</b>	<input type="text" value="J. Jones"/>	<b>Date</b>	<input type="text" value="21-4-00"/>
	<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

INC 41556/8W1

THE COMPANIES ACT 1985

000152

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF  
NIP IT IN THE BUD LTD.

INC

0049934



A45  
COMPANIES HOUSE  
0327  
22/06/00

COMPANIES HOUSE  
02/06/00  
20/03/00  
09/03/00  
0013  
29/04/00

COMPANIES HOUSE

1. The Company's name is Nip It In The Bud Ltd.  
(and in this document it is called "the charity")
2. The Charity's registered office is to be situated
3. The Charity's objects ("the Objects") are:  
  
To involve the residents of the Perthcelyn area in long term planning to combat social and economic exclusion and to meet their physical, emotional and mental needs.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity;
  - (ii) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (iii) to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property;
  - (iv) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
  - (v) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (vi) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

- (vii) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
  - (viii) to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity;
- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
  - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
  - (3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of the company;
  - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
  - (6) to any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amounts as may be required to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

This clause 8 and clause 5 hereof may only be changed by a unanimous vote of all members at an Extraordinary General Meeting and section 17 of the Act shall not apply.

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

Name LEE JOHNSON Signature [Signature]

Address  
11A, HAWTHORN TERRACE, PERTHCELYN,  
MOUNTAIN ASH. CF45 3LX

Name CAROL JEFFS Signature [Signature]

Address  
5 BRYNHEULOG PERTHCELYN MOUNTAIN ASH  
MID GLAM CF45 3DX

Name CLARE GRIFFITHS Signature [Signature]

Address  
9 WILLOW TCE, PERTHCELYN,  
MOUNTAIN ASH CF45 3RX

Name Beverly Ann Roberts Signature [Signature]

Address  
23 BRYNHEULOG PERTHCELYN  
MT. ASH MID GLAM CF45 3DX

Name Jill Owen Signature [Signature]

Address  
23, Brynheulog Perthcelyn.  
Mt Ash Mid Glam CF45-3DX

Dated this 21<sup>st</sup> day of APRIL 2000

Witness to the above signatures [Signature]

Name and address of witness JOHN ROGERS  
SLWCH, BRONLLYS, BRECON, POWYS

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

NIP IT IN THE BUD LTD.

**PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A and Table C of the Companies (Tables A-F) Regulations 1985 (which regulations are hereinafter called Table A) shall apply to the Company but, in the case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail and apply.

**INTERPRETATION**

2. In these regulations:

“the Act” means the Companies Act 1985 including any statutory amendments or re-enactment thereof for the time in force;

“the articles” means the Articles of the Company;

“clear days” in relation to the period of a notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“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;

“the United Kingdom” means Great Britain and Northern Ireland.

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 regulations become binding on the Company.

## MEMBERSHIP

3. For the purposes of registration the number of members of the Company is declared not to exceed 1,000, but the Management Committee may from time to time register an increase in members.
4. The first members of the Company shall be the Subscribers to the Memorandum of Association.
5. The Management Committee 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 9.

6. A member which is a corporate body or association shall appoint one deputy to vote on its behalf, 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.
7. Every application for membership shall be considered by the Management Committee 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 Management Committee shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.
8. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of their first annual membership subscription of £1. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Management Committee decides to waive the subscription in any particular case.



## **CATEGORIES OF MEMBERSHIP**

9. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Management Committee;
  - (a) "Supporter Members" shall be members who have an interest in the Company.
  - (b) "Corporate Members" shall be members admitted under Article 5(b).
  - (c) "Employee Members" shall be members who are employees of the Company. Employee members shall be subject to a 6 month probationary period.
10. The Management Committee may at any time amend a member's category of membership (if any) in the event of a change in circumstances, and shall notify the member in question of their decision within fourteen days of so doing.

## **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 become 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 on becoming a member.

## **CESSATION OF MEMBERSHIP**

12. 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.
13. A member shall cease to be a member immediately that he/she or it:
  - (i) ceases to fulfil any of the qualifications for membership as specified by Article 5 and Article 9; or
  - (ii) resigns in writing to the Secretary; or
  - (iii) is expelled by a special Resolution carried out in accordance with Article 28 at an Extraordinary General Meeting called to consider the matter; or
  - (iv) dies or becomes bankrupt, if an individual person; or
  - (v) fails to pay the annual subscription (if any) or any other monies due to the Company;

- (vi) is wound up or goes into liquidation, if a corporate body or association.

## GENERAL MEETINGS

14. The Company shall in each calendar year hold a General Meeting in February or March as its Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Company shall be held within eighteen months of incorporation.
15. The business of an Annual General Meeting shall include:
- (i) the receipt of the reports of the Chairperson and Management Committee of the Company;
  - (ii) the consideration of audited accounts (if any) presented by the Management Committee;
  - (iii) the election of the Management Committee;
  - (iv) the election of a Chairperson, being a member of the Management Committee, who shall preside at all General Meetings and meetings of the Management Committee;
  - (v) the election of other officers and representatives, being members of the management committee as set out in Article 38;
  - (vi) a decision on the application for any surplus/profits;
  - (vii) the appointment and the fixing of the remuneration of the Auditors (if any).
  - (viii) resolutions will only be accepted which have been received 21 days before the date of the AGM and have been signed by ten people.
16. Ordinary General Meetings of the Company shall be held at annually intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
17. The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or any two members or ten per cent of the membership, whichever is greater, may convene an Extraordinary General Meeting as provided by section 368 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-eight clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice.
19. Notice of every Annual or Extraordinary 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. Notice shall be exclusive of the day on which it is served or given and 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 to 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.
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 25% of the membership is present, proxy voting is allowed.
25. If within half an hour from the time appointed for the meeting a quorum is not present it 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 Clause 5 and 8 of the Memorandum of Association and to Articles 61 and 62 and this Article 28(a) shall require the unanimous vote of all the members of the Company at an Extraordinary General Meeting testify by their signatures.
  - (b) The decisions involving an alteration to clauses of the Memorandum or Articles of Association, other than those specified above, 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 resolutions requiring a simple majority.
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, 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 members having the right to vote at the meeting.

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.

30. 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.

31. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had passed at a General meeting duly convened and held and may consist of several documents in the like form, each signed by one or more members.
32. Votes may only be given personally by the member and no proxy vote will be allowed. No member shall have more than one vote, irrespective of the amount of monies, assets or guarantees they have contributed in any way to the Company.
33. In the case of an equality of votes the Chair shall not have a second or casting vote.

#### **MANAGEMENT COMMITTEE**

34. The business of the Company shall be managed by a Management Committee which shall be accountable to the members. Only Supporter Members as defined in Article 9(a) shall be eligible for election to the Management Committee.
35. The initial Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for at least 2 years. At the first Annual General Meeting following this period 2 of the Management Committee shall retire and may offer themselves for re-election. Nobody may serve on the Management Committee for longer than 6 years consecutively.
36. The Management Committee will be elected annually by the members at the Annual General Meeting of the company and retiring members shall be eligible for re-election without further nomination. Those members elected to the Committee will the Directors of the Company.
37. Invitations for nominations for the position of Management Committee Member will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
38. Unless otherwise determined by the Company in General Meeting the number of members of the Management Committee shall be not less than 5 and not more than 25. The Management Committee shall include the following positions, to be elected at the Annual General Meeting:
  - (i) Chairman.
  - (ii) Treasurer.
  - (iii) Secretary.

- (iv) One representative from each recognised sub-group established by the Company and active at the time of the Annual General Meeting in pursuing the objects of the Company.
- 39. The Management Committee may at any time co-opt any person to the Management Committee whether or not they are a member of the Company, provided that the maximum number prescribed in Articles 38 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 MANAGEMENT COMMITTEE**

- 40. Members of the Management Committee may meet together for the despatch of 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. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 41. A Management Committee member may, and the Secretary shall on the instruction of the Management Committee, summon a meeting of the Management Committee at any reasonable time.
- 42. The quorum necessary for the transaction of business of the Management Committee shall be 5 or 51%.
- 43. If the Management Committee shall at any time be reduced in number to less than the minimum prescribed in Article 38, it may act as the Management Committee for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
- 44. The Chairperson or in their absence some other director nominated by the Management Committee 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 Management Committee shall elect one of their number to be Chairperson.
- 45. The Management Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Management Committee 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.

46. A resolution in writing signed by all Management Committee members 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 Management Committee and may consist of several documents in like form signed by one or more Management Committee members.

#### **POWERS OF THE MANAGEMENT COMMITTEE**

47. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
48. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine.
50. Without prior prejudice to its general powers, the Management Committee 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.
51. The Management Committee 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 Management Committee.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

52. 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; 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 Management Committee from meetings of the Management Committee held during that period and the directors resolve that his/her office be vacated.

- (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

### **REMUNERATION OF DIRECTORS**

53. Any remuneration of Management Committee members shall only be in respect of services actually rendered to the Company, subject to the provisions of Clause 5 of the Memorandum of Association. Management Committee members may also be paid all reasonable expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company.

### **SECRETARY**

54. Subject to the provisions of the Act, the secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

### **ACCOUNTS**

55. The Management Committee 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.

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.

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

58. 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 Management Committee and approved at the Annual General Meeting:



- (a) to creating 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**

59. The Management Committee 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 Management Committee 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 Memorandum or Articles of the Company.

## **INDEMNITY**

60. Every member, director, company secretary, auditor (if any) and other officer for the time being of the Company shall 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 section 310 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**

61. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **AMENDMENT TO ARTICLES**

62. 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. No amendment of Articles is valid until registered with the Registrar of Companies.

We the several persons whose names, addresses, descriptions and signatures are subscribed are desirous of being formed into a company in pursuance of these Articles of Association:

Name LEE, JONASSEN Signature [Signature]

Address 11A, HAWTHORN TERRACE, PERTHCELYN,  
MOUNTAIN ASH, CF45 3XX

Name CHARL SEFFS Signature C Seffs

Address 5, BRYNHEULOG PERTHCELYN  
MOUNTAIN ASH MID GLAM CF45 3PX

Name CLARE GRIFFITHS Signature C Griffiths

Address 9 WILLOW TCE, PERTHCELYN,  
MOUNTAIN ASH CF45 3RX

Name BEVERLEY ANN RITCHARD Signature B.A. Ritchard

Address 23 Brynheulog Perthcelyn  
MT. ASH MID GLAM CF45 3DX

Name Jill Owen Signature Jill Owen

Address 23, Brynheulog Perthcelyn  
MT Ash mid Glam CF45-3DX

Dated this 21<sup>st</sup> day of APRIL 2000

Witness to the above signatures [Signature] A. Rogers

Name and address of witness JOHN ROGERS,

SLWCH, BRONLLYS, BKECON, POWYS