



FILE COPY

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

Company No. 8850048

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

AMBASSADOR TRAINING WALES

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Wales

Given at Companies House on **17th January 2014**



N08850048K



Companies House



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

7309/40

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



A fee is payable with this form. Please see 'How to pay' on the last page



WEDNESDAY
FT

What this form is for
You may use this form to register a private or public company

What this form is NOT for
You cannot use this form to register a limited liability partnership. If you are registering this, please use form LL IN01

A2ZM7VPF
A11 15/01/2014 #145
COMPANIES HOUSE

A2Z9BWVE
A08 10/01/2014 #38
COMPANIES HOUSE

Part 1 Company details

→ **Filing in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company name in full ①

AMBASSADOR TRAINING WALES

For official use

8850048

① **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at: www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

② **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

- Public limited by shares
- Private limited by shares
- Private limited by guarantee
- Private unlimited with share capital
- Private unlimited without share capital

④ **Company type**
If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- England and Wales
- Wales
- Scotland
- Northern Ireland

Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address

Please give the registered office address of your company

Building name/number

OFFICE No 26

Street

TONDU ENTERPRISE CENTRE,
BRYN RD, TONDU

Post town

BRIDGEND

County/Region

CB BRIDGEND

Postcode

CF32 9BS

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- Private limited by shares
- Private limited by guarantee
- Public company

Option 3

I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

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

A8

Restricted company articles

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

Restricted company articles

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

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary. Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments

Please use this section to list all the secretary appointments taken on formation. For a corporate secretary, complete Sections C1-C5.

Title*	MR
Full forename(s)	JOSEPH ALAN
Surname	NEWBURY
Former name(s) ②	

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address

Building name/number	THE COMPANY'S REGISTERED OFFICE -
Street	
Post town	
County/Region	
Postcode	
Country	


③ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

If you provide your residential address here it will appear on the public record.

B3 Signature

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

Signature	<p>Signature</p> <p>X  X</p>
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④ Signature
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>									
Please use this section to list all the corporate secretary appointments taken on formation											
Name of corporate body/firm											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
Country											

C2	Location of the registry of the corporate body or firm
Is the corporate secretary registered within the European Economic Area (EEA)?	
<p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>	

C3 EEA companies		<p>EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered		
Registration number		

C4 Non-EEA companies		<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
Registration number		

C5 Signature		<p>Signature The person named above consents to act as corporate secretary of the proposed company</p>
I consent to act as secretary of the proposed company named in Section A1		
Signature	<p>Signature</p> <p>X</p>	X

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Application to register a company

Director

D1 Director appointments

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	JOSEPH ALAN
Surname	NEWBURY
Former name(s)	N/A
Country/State of residence	UNITED KINGDOM
Nationality	WELSH
Date of birth	21 01 1984
Business occupation (if any)	

1 Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

4 Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

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


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

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

If you provide your residential address here it will appear on the public record.

D3 Signature

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

Signature	X  X
-----------	---

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

IN01

Application to register a company

Director

D1 Director appointments

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	MR.
Full forename(s)	DAVID ROBERT
Surname	HUGHES
Former name(s)	
Country/State of residence	WALES
Nationality	WELSH, BRITISH
Date of birth	d 1 m 6 y 0 4 1 9 8 0
Business occupation (if any)	

- 1 Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
 - 2 Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
 - 3 Country/State of residence**
This is in respect of your usual residential address as stated in section D4.
 - 4 Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address

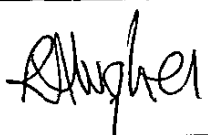
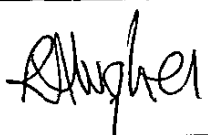
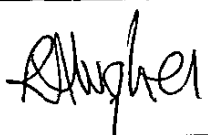
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

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

- 5 Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3 Signature

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

Signature	<table border="0"><tr><td>Signature</td><td>X</td><td></td><td>X</td></tr></table>	Signature	X		X
Signature	X		X		

- 6 Signature**
The person named above consents to act as director of the proposed company.

Director

D1	Director appointments ①																	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5																	
Title*	MISS	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>																
Full forename(s)	ELEN GWENLLIAN																	
Surname	DAVIES																	
Former name(s) ②																		
Country/State of residence ③	WALES																	
Nationality	WELSH																	
Date of birth	<table border="1"> <tr> <td>d</td><td>1</td><td>d</td><td>2</td> <td>m</td><td>1</td><td>m</td><td>0</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>8</td><td>y</td><td>3</td> </tr> </table>		d	1	d	2	m	1	m	0	y	1	y	9	y	8	y	3
d	1		d	2	m	1	m	0	y	1	y	9	y	8	y	3		
Business occupation (if any) ④																		

D2	Director's service address ⑤									
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.									
Building name/number	THE COMPANY'S REGISTERED OFFICE	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>								
Street										
Post town										
County/Region										
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>									
Country										

D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<p>Signature</p> <p>X <i>Elen Davis</i> X</p>	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>

Director

D1

Director appointments ①

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

Title*	MR
Full forename(s)	JOHN
Surname	HUMPHREYS
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Date of birth	^d 1 ^m 4 ^y 1 9 5 0
Business occupation (if any) ④	PROJECT MANAGER

- ① **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- ④ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	□ □ □ □ □ □ □ □
Country	

- ⑤ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

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

Signature	Signature X <i>John Humphreys</i> X
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- ⑥ **Signature**
The person named above consents to act as director of the proposed company.


IN01 – continuation page

Application to register a company

Director

D1 Director appointments ^①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title*	MR	
Full forename(s)	PETER RICHARD JAMES	
Surname	COLE	
Former name(s) ^②		
Country/State of residence ^③	UK	
Nationality	BRITISH	
Date of birth	2 ^d 0 ³ 1955	
Business occupation (if any) ^④	TOURISM MANAGER	

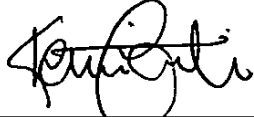
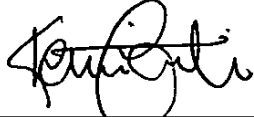
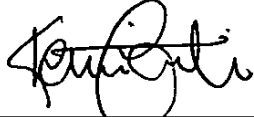
D2 Director's service address ^⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

D3 Signature ^⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1		
Signature	<p>Signature</p> <p>X  X</p>	

Director

D1	Director appointments ①																	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5																	
Title*	MR	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>																
Full forename(s)	WILLIAM KEVIN																	
Surname	CHRISTIE																	
Former name(s) ②																		
Country/State of residence ③	UNITED KINGDOM																	
Nationality	BRITISH																	
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>8</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>1</td> </tr> </table>		d	2	d	4	m	0	m	8	y	1	y	9	y	6	y	1
d	2		d	4	m	0	m	8	y	1	y	9	y	6	y	1		
Business occupation (if any) ④	COMPANY DIRECTOR																	

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Signature ⑥					
	I consent to act as director of the proposed company named in Section A1					
Signature	<table border="1"> <tr> <td>Signature</td> <td>X</td> <td></td> <td>X</td> </tr> </table>	Signature	X		X	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
Signature	X		X			

IN01

Application to register a company

Corporate director

E1 Corporate director appointments	
Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
E2 Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3 EEA companies	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered	
Registration number	
E4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered	
If applicable, the registration number	
E5 Signature	
I consent to act as director of the proposed company named in Section A1	
Signature	<input checked="" type="checkbox"/>
E6 Signature The person named above consents to act as corporate director of the proposed company	

Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

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

This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

③ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc.

Total number of shares

Total aggregate nominal value ③

① Including both the nominal value and any share premium

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

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">a particulars of any voting rights, including rights that arise only in certain circumstances,b particulars of any rights, as respects dividends, to participate in a distribution,c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01
Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?
 → Yes Complete the sections below
 → No Go to Part 5 (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

- ① Name
Please use capital letters
 - ② Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address
 - ③ Amount guaranteed
Any valid currency is permitted
- Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	PETER
Surname ①	COLE
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	JOHN
Surname ①	HUMPHREYS
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	RHYS
Surname ①	HUGHES
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

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Application to register a company

Subscriber's details

Forename(s) ①	JOSEPH
Surname ①	NEWBURY
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	ELEN
Surname ①	DAVIES
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	KEVIN
Surname ①	CHRISTIE
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ No Go to **Section H1** (Statement of compliance delivered by the subscribers)

→ Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

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

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

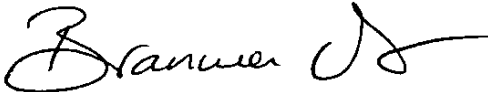
H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	WALES CO-OPERATIVE CENTRE
Building name/number	LLANDAFF COURT
Street	FAIRWATER RD
Post town	CARDIFF
County/Region	CARDIFF
Postcode	C F 5 2 X P
Country	

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Agent's signature	Signature X  X
-------------------	--

for and on behalf of Wales Co-operative Centre.

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- At the registered office address (Given in Section A6)
 At the agent's address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- You have used the correct appointment sections.
- Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- The document has been signed, where indicated.
- All relevant attachments have been included.
- You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Company Number _____

THE COMPANIES ACT 2006

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

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Ambassador Training Wales

Incorporated the _____ day of _____

THE COMPANIES ACT 2006

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

MEMORANDUM OF ASSOCIATION OF

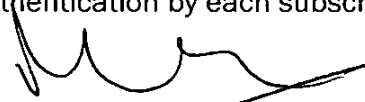
Ambassador Training Wales

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

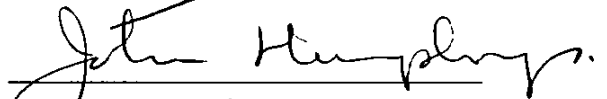
Name of each subscriber

Authentication by each subscriber

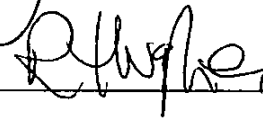
PETER COLE



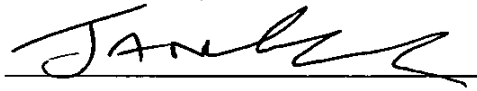
JOHN HUMPHREYS



RUYS WIGGIES



JOSEPH NEWBURY



ELEN DAVIES



KEVIN CHRISTIE



Date 16.12.13

THE COMPANIES ACT 2006
A PRIVATE
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
Ambassador Training Wales

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:

Training: Deliver high quality accredited training to tourism related businesses and communities across Wales.

Networking: Establish a support network for trained Ambassadors to collaborate and share best practice.

Community Development: Create greater community cohesion through enhancement of local pride, up skilling and strengthening partnerships, making communities a highly desirable place to live, work and visit.

Visitor Experience: Ensure that communities and businesses in Wales can offer a unique, local, high quality visitor experience, through setting minimum standards of customer service and local awareness

The income and property of the Company shall be applied in accordance with the objects and powers of the Company and no portion shall be paid or transferred directly or indirectly to the members of the Company except by way of payment in good faith of reasonable and proper wages, and repayments (including loans) or expenses to any member or employee of the Company in return for any services actually rendered to the Company

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 one of the following categories of membership at the absolute discretion of the Board of Directors;
 - a) Community Members shall be members who live, work or have interest within the community of Wales and the surrounding area and 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 or less 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 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. Five members or if greater, one quarter 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 three years. At the first Annual General Meeting following this period a 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 proposer 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 five and not more than twelve
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 five directors

- 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 either,
 - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
 - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs, or
 - 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. Any remuneration of Directors shall only be in respect of services actually rendered to the Company including the payment of fair and proper wages in the case of Directors employed by the Company Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company

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