



**FILE COPY**

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

Company No. 8626825

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

**PLAS LLANELLY HOUSE CYF**

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 **26th July 2013**



**\*N086268250\***



**Companies House**



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

163256/150

In accordance with  
Section 9 of the  
Companies Act 2006

IN01

Application to register a company

DAY

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

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

What this form is NOT  
You cannot use this form  
a limited liability partner  
this, please use form LL 11

FRIDAY



\*A2DFQEJ6\*

A13

26/07/2013

#315

COMPANIES HOUSE

**Part 1 Company details**

<p><b>A1</b></p> <p>Company name</p> <p>To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option</p> <p><a href="http://www.companieshouse.gov.uk/info">www.companieshouse.gov.uk/info</a></p> <p>Please show the proposed company name below</p> <p>Proposed company name in full <input type="checkbox"/></p> <p>For official use</p>	<p>PLAS LLANELLY HOUSE CYF</p> <p>8   6   2   6   8   5   2</p>	<p>→ Filling in this form Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p> <p><input type="checkbox"/> 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 on this is available in our guidance booklet GP1 at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p>
<p><b>A2</b></p> <p>Company name restrictions <input type="checkbox"/></p>	<p>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.</p> <p><input type="checkbox"/> 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</p>	<p><input type="checkbox"/> Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p>
<p><b>A3</b></p> <p>Exemption from name ending with 'Limited' or 'Cyfyngedig' <input type="checkbox"/></p>	<p>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.</p> <p><input type="checkbox"/> 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</p>	<p><input type="checkbox"/> 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 <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p>
<p><b>A4</b></p> <p>Company type <input type="checkbox"/></p>	<p>Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)</p> <p><input type="checkbox"/> Public limited by shares</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input checked="" type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Private unlimited with share capital</p> <p><input type="checkbox"/> Private unlimited without share capital</p>	<p><input type="checkbox"/> Company type If you are unsure of your company's type, please go to our website. <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p>

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**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	Llanelly House
Street	Bridge Street
Post town	LLANELLI
County/Region	
Postcode	S A 1 5 3 U F

**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 <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
Option 3	<input type="checkbox"/> 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](http://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](http://www.companieshouse.gov.uk)

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**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*	Ms
Full forename(s)	Claire
Surname	Deacon
Former name(s) <sup>ⓐ</sup>	

**ⓐ 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

**ⓑ 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	Llanelly House,
Street	Bridge Street
Post town	LLANELLI
County/Region	
Postcode	S A 1 5 3 U F
Country	Wales


**ⓐ 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>
-----------	---

**ⓐ Signature**  
The person named above consents to act as secretary of the proposed company.

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Application to register a company

**Corporate secretary**

<b>C1 Corporate secretary appointments</b>	
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	
Country	
<b>C2 Location of the registry of the corporate body or firm</b>	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
<b>C3 EEA companies</b>	
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	
<b>C4 Non-EEA companies</b>	
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	
<b>C5 Signature</b>	
I consent to act as secretary of the proposed company named in Section A1.	
Signature	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>

**Additional appointments**  
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary 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](http://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 secretary of the proposed company

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Director

D1 Director appointments <sup>Ⓞ</sup>	
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)	Robert
Surname	Pugh
Former name(s) <sup>Ⓞ</sup>	
Country/State of residence <sup>Ⓞ</sup>	Wales
Nationality	British
Date of birth	<sup>d</sup> 1 <sup>d</sup> 2 <sup>m</sup> 0 <sup>m</sup> 1 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 5 <sup>y</sup> 1
Business occupation (if any) <sup>Ⓞ</sup>	

**Ⓞ 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.

**Ⓞ 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.

**Ⓞ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

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

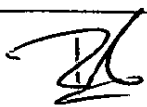
**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address <sup>Ⓞ</sup>	
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	

**Ⓞ 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 <sup>Ⓞ</sup>	
I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <span>X</span>  <span>X</span> </div>

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

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**Director**

<b>D1</b>		<b>Director appointments</b>																
		Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5																
Title*	Mrs	<p><b>Appointments</b> 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><b>Former name(s)</b> 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><b>Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p><b>Additional appointments</b> If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>																
Full forename(s)	Susan																	
Surname	Roberts																	
Former name(s)																		
Country/State of residence	Wales																	
Nationality	Welsh																	
Date of birth	<table border="1"><tr><td>d</td><td>2</td><td>d</td><td>3</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>4</td><td>y</td><td>9</td></tr></table>		d	2	d	3	m	0	m	8	y	1	y	9	y	4	y	9
d	2		d	3	m	0	m	8	y	1	y	9	y	4	y	9		
Business occupation (if any)	Charitable Senior Manager																	

<b>D2</b>		<b>Director's service address</b>	
		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><b>Service address</b> 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			

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

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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*	Mrs												
Full forename(s)	Alison												
Surname	Evans												
Former name(s)													
Country/State of residence	Wales												
Nationality	British												
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>2</td> <td>m</td><td>0</td><td>m</td><td>1</td> <td>y</td><td>1</td><td>9</td><td>5</td><td>5</td> </tr> </table>	d	2	2	m	0	m	1	y	1	9	5	5
d	2	2	m	0	m	1	y	1	9	5	5		
Business occupation (if any)	Company Finance Director												

**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

**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.

**Country/State of residence**  
This is in respect of your usual residential address as stated in section D4

**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	

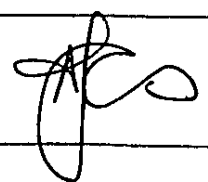
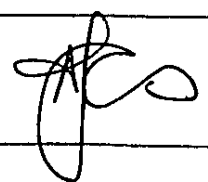
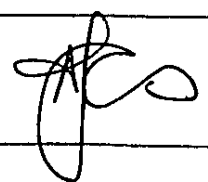
**Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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="1"> <tr> <td>Signature</td> <td></td> </tr> </table>	Signature	
Signature			

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



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**Corporate director**

<b>E1</b>	<b>Corporate director appointments</b> Please use this section to list all the corporate directors taken on formation	<b>Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> 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
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies</b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>EEA</b> A full list of countries of the EEA can be found in our guidance' <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> <b>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</b>
Where the company/firm is registered		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b> 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	<b>Non EEA</b> 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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
If applicable, the registration number		
<b>E5</b>	<b>Signature</b> I consent to act as director of the proposed company named in Section A1.	<b>Signature</b> The person named above consents to act as corporate director of the proposed company
Signature	<small>Signature</small> X	X

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**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
<b>Totals</b>			0	£ 0 00

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>			0	0 00

Currency

Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>			0	0 00

**F3 Totals**

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

Total number of shares

Total aggregate nominal value ❸

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

- ❶ Including both the nominal value and any share premium
- ❷ Total number of issued shares in this class.

❸ 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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**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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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"><li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li><li>b particulars of any rights, as respects dividends, to participate in a distribution,</li><li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li><li>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.</li></ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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**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						

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**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** <sup>o</sup>

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.

**o** 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

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**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

**Name**  
Please use capital letters.

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

**Amount guaranteed**  
Any valid currency is permitted

**Continuation pages**  
Please use a "Subscribers" continuation page if necessary.

**Subscriber's details**

Forename(s) <b>Ⓢ</b>	Ymddinedoath Atgyfnerthu Traftadaeth Sir Gar
Surname <b>Ⓢ</b>	
Address <b>Ⓢ</b>	Suite 5, West End Yard 21-25 West End, Llanelli
Postcode	S A 1 5 3 N D
Amount guaranteed <b>Ⓢ</b>	£1.00

**Subscriber's details**

Forename(s) <b>Ⓢ</b>	
Surname <b>Ⓢ</b>	
Address <b>Ⓢ</b>	
Postcode	
Amount guaranteed <b>Ⓢ</b>	

**Subscriber's details**

Forename(s) <b>Ⓢ</b>	
Surname <b>Ⓢ</b>	
Address <b>Ⓢ</b>	
Postcode	
Amount guaranteed <b>Ⓢ</b>	

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Subscriber's details	
Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ①	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ①	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ①	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ①	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ①	
Postcode	
Amount guaranteed ①	

① Name

Please use capital letters.

① Address

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

① Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary



**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	

<b>H2</b>		<b>Statement of compliance delivered by an agent</b>	
Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.			
Agent's name	Morgan Cole LLP		
Building name/number	Bradley Court,		
Street	Park Place		
Post town	Cardiff		
County/Region			
Postcode	C	F	1 0 3 D R
Country	UK		
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with			
Agent's signature	Signature X	<i>[Signature]</i> RICHARD JONES ON BEHALF OF MORGAN COLE LLP	X

# 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 **Georgina Graham**

Company name **Morgan Cole LLP**

Address **Bradley Court**

**Park Place**

Post town **Cardiff**

Country/Region

Postcode 

C	F	1	0	3	D	R
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Country **UK**

DX **33014 CARDIFF**

Telephone **029 2038 5483**

### **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 Memorandum of Association.
- 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 is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### **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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

**The Companies Act 2006  
Company limited by guarantee  
and not having a Share Capital**

**Memorandum of association  
of**

**PLAS LLANELLY HOUSE CYF**

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

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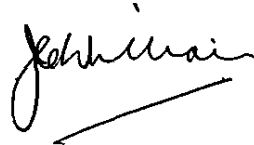
*Name of subscriber*

*Authentication by each subscriber*

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JOHN CONDRAD WILLIAMS

Signed by CHAIR  
On behalf of Ymddiriedoeth  
Atgyfnerthu Traftadaeth Sir Gar



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Dated 24/07/2013

**THE COMPANIES ACT 2006**

**A PRIVATE**

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

**ARTICLES OF ASSOCIATION OF**

**Plas Llanelly House Cyf**

**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
  - "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

## **NAME**

- 4 The name of the Company is Plas Llanelly House Cyf ("the Company")

## **REGISTERED OFFICE**

- 5 The registered office of the Company will be situated in Wales

## **OBJECTS AND ASSETS OF THE COMPANY**

- 6 The Company's objects shall include carrying on the business of
- o The operation of Llanelly House as an economically sustainable heritage centre for the people of Llanelli and Carmarthenshire which contributes towards the regeneration of the town centre,
  - o Encouraging people to participate in local heritage, increase awareness and understanding of our heritage
  - o Providing food, drink, entertainment, conferencing, tours, public engagement merchandising and any other activity to assist the sole member to deliver its charitable objects, or raise funds for the sole member, in such manner as may from time to time be determined by the board of directors
- 7 The income and property of the Company shall be applied in accordance with the objects and powers of the Company and any surplus shall be distributed as decided by the sole member

## **POWERS**

- 8 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and give security for the payment of money for any purpose including for the purposes of investment or of raising funds

## **LIABILITY OF MEMBERS**

- 9 The liability of the member is limited
- 10 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

## **MEMBERSHIP**

- 11 The Company is a Single Member Private Company within the meaning of the Companies (Single Member Private Limited Companies) Regulations 1992

The sole member of the Company shall be Ymddiriedolaeth Atgyfnerthu Treftadaeth Sir Gâr ("the sole member")

## **REGISTER OF MEMBERS**

- 12 The Company shall keep a Register of Members containing the name and address of the sole member, the date on which they became a member and the date on which they ceased to be a member. The sole member shall inform the Secretary of any change of details.

## **GENERAL MEETINGS**

- 13 The Board of Directors or the sole member may, whenever they think fit, convene a General Meeting of the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 14 General meetings shall be convened and held in accordance with the Act.

## **BOARD OF DIRECTORS**

- 15 The business of the Company shall be managed by a Board of Directors comprising of not less than 3 persons and no more than 7 persons appointed by the sole member by notice in writing to the Company.
- 16 The Directors may at any time co-opt any person to the Board of Directors provided that the maximum number prescribed in Article 5 is not exceeded and that no more than three such co-options shall be made at any time. All persons so co-opted shall remain in office only until their appointment is confirmed by the sole member.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 17 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.
- 18 In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 19 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.
- 20 The quorum necessary for the transaction of business of the Board of Directors shall be 3 directors.
- 21 If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 16, 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.

- 22 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.
- 23 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 the member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
24. 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.
- 25 The Board of Directors may, at its discretion, invite other persons to attend its meetings, with or without speaking rights and without voting rights.

#### **POWERS OF THE BOARD OF DIRECTORS**

26. 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.
27. 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.
- 28 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.
- 29 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.
30. 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**

- 31 The office of a director shall be immediately vacated if he/she.
- a Is removed by the sole member by notice in writing to the Company or by resolution of the Company in General Meeting in accordance with Section 168 of the Act
  - b ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director, or
  - c becomes bankrupt or makes any arrangement or composition with their creditors generally, or
  - d. 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
  - e. resigns their office by notice to the Company; or
  - f. 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



## **REMUNERATION OF DIRECTORS**

32. Any remuneration of Directors shall only be in respect of services actually rendered to 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**

- 33 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**

34. 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
- 35 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.
- 36 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.
- 37 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**

38. 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 by the sole member:
- a. to create a general reserve for the continuation and development of the Company;

- b to make a payment to the sole member to support their aims and objectives
- c to make a payment for social and charitable purposes,

## **RULES OR BYE LAWS**

- 39 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 Memorandum or Articles of the Company

## **INDEMNITY**

- 40 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 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**

- 41 In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining may be distributed to the sole member. If for any reason this should prove impossible then to such other charitable organisation having objects similar to or compatible with the Objects or the objects of the sole member 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 sole member. In so far as the assets are not transferred, they shall be held for charitable purposes.

## **AMENDMENT TO ARTICLES**

- 42 Clauses in the Articles of Association may be altered by Special Resolution

## **SOCIAL AUDIT**

- 43 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.