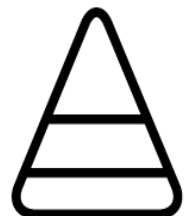
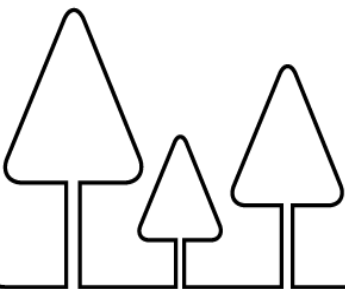


Urdd Gobaith Cymru

MEMORANDUM OF ASSOCIATION



urdd.org

Company Number: 00263310

Companies Act 1985 and 1989 and 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

CWMNI URDD GOBAITH CYMRU
Charity No.: 524481

- 1** The Company's name is Cwmni Urdd Gobaith Cymru (and in this document it is called "the Charity").
- 2** The Company's registered office will be situated in Wales.
- 3** The objects of the Charity ("the Objects") are:-
 - (a)
 - (1) to promote all or any charitable purposes for the benefit of the community which now are or hereafter may be deemed by law to be charitable, and in particular the advancement of education and religion and the furtherance of health and good citizenship; and
 - (2) to ensure that all the young people of Wales are given the opportunity through the medium of the Welsh language to develop into mature individuals; and empower them to play a constructive role in society, through developing personal and social skills.
 - (b) In addition, and more specifically, its Objects shall also extend to:-
 - (1) Providing a wide range of activities for members of Urdd Gobaith Cymru ("the Urdd") throughout Wales to include weekly events, occasional courses and excursions in the form of specific interest training courses or general events and exchange excursions both within and outside Wales. All this is fulfilled by the ideal of service to Wales, to Fellow-man, and to Christ.
 - (2) Organising sporting events, and promoting sports which may include organising local weekly clubs, national courses and competitions;
 - (3) Organising and holding annual Local, District and National Eisteddfodau for children and young people;

- (4) Promoting dance, speaking, singing, acting, performing and the arts generally;
- (5) Establishing and developing residential 'gwersylloedd' (camps) offering extended experiences for children and young people including outdoor adventure experiences, sports experiences and arts experiences;
- (6) Publishing regular magazines and CDs for children and young people;
- (7) Providing information services and resources to branch leaders and Urdd members, including maintaining a website;
- (8) Increasing the use of the Welsh language through the activities and experiences offered by the Urdd;
- (9) Developing any project that enriches the experiences of children and young people, including humanitarian projects; and
- (10) Promoting youth work through the medium of the Welsh language.
- (11) Welcoming members whatever their belief, race, language, ability or gender.

4 (a) The Charity has the following powers which may be exercised only in promoting the Objects (but not for any other purpose):

- (1) To raise funds. In particular to accept and receive the gift of any property, whether subject to any special trust or not for one or more of the Objects, and to take such steps by personal or written or appeals, public meetings or otherwise as may from time to time be deemed appropriate for the purpose of obtaining contributions to the Charity's coffers, through bequests, donations, annual subscriptions or otherwise. In doing so, the Charity must not undertake any substantial permanent commercial activity and must comply with any relevant statutory regulations.
- (2) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- (3) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with Sections 36 and 37 of the Charities Act 1993.
- (4) To erect, maintain, improve, retain and alter and demolish any buildings for the purposes of the Charity.

- (5) To print and publish any newspapers, books or leaflets which the Charity considers will promote the Objects.
 - (6) To borrow money and to charge the whole or any part of the property belonging to the Charity a security for repayment of funds borrowed. The Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land.
 - (7) To subscribe to any local or other charities and to grant donations for any public charitable purpose and to establish, promote and assist in the establishing or promoting and to subscribe to, or become a member of, any other Association whose objects are similar or in part similar objects, or objects partly similar to the objects of the Charity or the establishment or promotion of such Association which may be of benefit to the Charity and which, by its constitution, prohibits the distribution of its income or property among its members, at least to the same extent as is enforced on the Charity by Clause 5 of this Memorandum.
 - (8) To acquire, merge with or enter into a partnership or joint venture arrangement with any charity formed for any of the Objects.
 - (9) To hire, employ and remunerate such staff, freelance workers, consultants, sub-contractors and other workers as may be necessary from time to time for carrying out the work of the Charity and to pay them salaries, wages, gratuities and pensions.
 - (10) To:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund manager; and
 - (iii) arrange for investments or other property of the Charity to be held in the name of a nominee and to undertake, and execute any trust which may seem to be directly or indirectly relevant to any of the Charity's objects.
 - (11) To provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability referred to in clause (b) below, but subject to the restrictions specified in clause (c) below.
 - (12) To pay out of the funds of the charity the costs of forming and registering the Charity both as a company and as a Charity.
 - (13) To do all such other lawful things as are necessary for the achievement of the Objects.
- (b) The liabilities referred to in clause 4(a)(11) above are:

- (1) any liability which by virtue of any rule of law would otherwise attach to the director of a company in respect of any negligence, breach of duty, breach of trust of which he or she may be guilty in relation to the Charity; and
 - (2) the liability to make a contribution to the Charity's assets, as specified in Section 214 of the Insolvency Act 1986 (unlawful trading).
- (c) (1) The following are excluded from clause (b)(1):
- (i) fines;
 - (ii) the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of a Director or other officer; and
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew, or must be assumed to have known was not in the best interests of the Charity, or about which the person concerned did not care whether it was in the best interest of the Charity or not.
- (2) Exempt from clause (b)(2) is any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or a reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 5** (a) The Charity's income and property shall be applied solely towards the promotion of the Objects, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Charity and no member of the Charity Board shall be appointed to any office by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing herein prevents the payment in good faith by the Charity:-
- (1) of reasonable and proper remuneration to any member, officer or servant of the Charity (who is not a member of the Board) for any services rendered to the Charity;
 - (2) of interest on money borrowed by any member of the Charity at an annual rate not exceeding 2 per cent less than the prevailing minimum rate set by the Bank of England at the time, or 3 per cent, whichever is greater;
 - (3) a reasonable and fair rent for the dwellings hired or let to the

Charity by any member of the Charity;

(4) of fees, remuneration or any benefit in money or money's worth to a company of which a member of the Charity may also be a member holding no more than 1% of that company's capital; and

(5) of expenses to any member of the Charity.

6 The liability of members is limited.

7 Each member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute a sum (not exceeding £10) as may be demanded of him or her towards the payment of the Charity's debts and liabilities incurred before he or she ceases to be a member, and for the costs, charges and expenses of winding up and the adjustment of the rights of the contributories among themselves.

8 If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities there remains any property whatsoever, that property shall not be paid or distributed to members of the Charity but shall be given or transferred to some other institution or institutions having charitable objects similar to those of the Charity and which shall prohibit the distribution of its income and property or their income and property among its members or their members at least to such degree as may be determined by the Charity under or by virtue of Clause 5 of this document, such institution or institutions to be determined by members of the Charity at or before the time of dissolution.

9 True accounts shall be kept of the sums of money received and expended by the Charity, and of those matters in respect of which such receipts and expenditure take place and of the Charity's property, credits and liabilities, and subject to any reasonable restrictions as to the time and manner of inspecting of those accounts which may be imposed in accordance with the Company's regulations, the accounts shall be open for inspection by the members. At least once a year, the Charity's accounts shall be audited and the accuracy of the balance sheet checked by one or more competent Auditors.