

**Company Number: 00263310**

**The Companies Acts 1985 and 1989**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**MEMORANDUM OF ASSOCIATION**

**of**

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**CWMNI URDD GOBAITH CYMRU**  
**Charity Number: 524481**

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- 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 Charity's objects ("the Objects") are:-
  - (a)
    - (1) to promote all or any 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 to empower them to play a constructive role in the community, by encouraging personal and social skills.
  - (b) In addition, and more specifically, its Objects shall also extend to:-
    - (1) Providing a wide range of activities to members of the league of youth, "Urdd Gobaith Cymru" ("the Urdd") throughout Wales, to include weekly events, courses and occasional excursions in the form of specific interest training courses, or general events, and exchange excursions within and outside of Wales. All this is fulfilled by the ideal of service to Wales, to fellow-man and to Christ.
    - (2) Organising sporting events and promoting sport, which may include organising weekly local clubs and national courses and competitions;
    - (3) Organising and holding annual Local, District and National Eisteddfodau for children and young people;
    - (4) Promoting dancing, speaking, singing, acting, performing and the arts generally;
    - (5) Establishing and developing residential centres offering extended experiences for children and young people, which includes open air adventure experiences, sporting experiences and cultural experiences;
    - (6) Publishing regular magazines and CD's for children and young people;

- (7) Providing information services and resources to branch leaders and members of the Urdd, including maintaining a website;
- (8) Increasing the use of the Welsh language through the medium of the Urdd's activities and the experiences offered;
- (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 creed, race, language, ability or gender.

**4** (a) In addition to any powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (1) To raise funds. In particular to accept and receive any gift of property whether subject to any special trust or not for any one or more of the Objects, and to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Charity in the shape of bequests, donations, annual subscriptions or otherwise. In doing so, the Charity must not undertake any substantial permanent trading 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, alter and demolish any buildings for the purposes of the Charity.
- (5) To print and publish any newspapers, periodicals, books or leaflets that the Charity may think desirable for the promotion of the Objects.
- (6) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money 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 or assist in establishing or promoting and to subscribe to or become a member of any other Association whose objects are similar or in part similar, to the objects of the Charity or the establishment or promotion of which may be beneficial to the Charity and which prohibits by its constitution the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Charity by Clause 5 of this Memorandum.

- (8) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
  - (9) To hire, employ and remunerate such staff, freelance workers, consultants, sub-contractors and other workers as are 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 the 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 directly or indirectly conducive to any objects of the Charity.
  - (11) To provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned 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 that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or 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 (wrongful trading).
- (c) (1) The following liabilities are excluded from clause (b)(1):
- (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the 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 interests of the Charity or not.
- (2) There is excluded from clause (b)(2) 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 reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

- 5** (a) The income and property of the Charity 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 members of the Charity and no member of the Council of the Charity shall be appointed to any of its offices by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent the payment in good faith by the Charity:-
- (1) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Council) for any services rendered to the Charity;
  - (2) of interest on money lent by any member of the Charity at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by Barclays Bank, or 3 per cent whichever is the greater;
  - (3) of reasonable and proper rent for premises demised or let to the Charity by any member of the Charity;
  - (4) of fees, remuneration or other benefit in money or moneys worth to a company of which a member of the Charity may be also a member holding not more than 1% of the capital of that company; and
  - (5) to any member of the Charity of out-of-pocket expenses.
- 6** The liability of the members is limited.
- 7** Every 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 such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of 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 any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof, 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 the matters in respect of which such receipts and expenditure take place, and of the property credits and liabilities of the Charity and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Charity for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Charity shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.