

Company No. 03109524

Charity No. 1071234

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

**ADDYSG OEDOLION CYMRU | ADULT LEARNING WALES
("the Charity")**

Incorporated on 3 October 1995

New Articles adopted on 26 March 2020



Companies Act 2006

Company Limited by Guarantee
and Not Having a Share Capital

**Articles of Association
of
Addysg Oedolion Cymru | Adult Learning Wales
Company number 03109524**

[To be read in conjunction with the Charity's Standing Orders, Rules and Procedures (the 'Standing Orders')]

Preamble

The Charity in its present form is the result of a merger in 2015 between WEA Cymru (Cymdeithas Addysg Y Gweithwyr Cymru, The Workers' Educational Association Wales), company number 03109524, and YMCA Wales Community College Limited, company number 05105739.

The former organisation was created in 2014 through the coming together of WEA South Wales and Coleg Harlech WEA (North Wales). Coleg Harlech opened in 1927 to provide an opportunity for sustained study for those that did not wish to proceed to higher education but return to their former occupations. It is attributed with having changed the lives of thousands of people whilst giving Britain, and Wales in particular, some of its cadre of committed social workers, teachers, politicians, trade union officials and social entrepreneurs who worked like yeast in society, helping to raise its ideals and aspirations. It closed its doors as an educational institution in 2017, after 90 years of service.

WEA began in Wales twenty years before Coleg Harlech as a community-based organisation. Throughout their shared history, their stories were intertwined and they had a common ethos, based on values of democracy and social justice.

YMCA is one of the oldest and largest movements for youth in the world. Founded in 1844, it now operates in 120 countries and reaches 64 million people. YMCA works to empower young people – from childhood to young adulthood – with the support they need to reach their potential and create a better future for all. YMCA Wales Community College Limited was established in 1993 as a department of the National Council of YMCAs in Wales. Designated status was transferred from the National Council to create a completely autonomous institution in 2004, under the Further and Higher Education Act 1992.

Thus WEA Cymru, its predecessor institutions and YMCA Wales Community College Limited made distinguished contributions to the education of adults in Wales for many years prior to their unification.

PRINCIPLES

The **Charity** shall operate under the following principles:

- (a) it shall operate on democratic principles in its organisation and practice, through the participation of its **members**;
- (b) it shall provide for the educational needs of young people and adults to engage in lifelong learning, in particular those who are socially and economically disadvantaged;
- (c) it shall deliver educational programmes for appropriate organisations concerned with the collective needs of young people and adults in the community and in the workplace;
- (d) it shall work towards ensuring that all young people and adults may have the opportunity to access the education needed for their complete individual and social development;
- (e) it shall offer courses for young people and adults that will widen their understanding of the world and society in which they live and will encourage active citizenship;
- (f) it shall conduct its activities with due regard to the Welsh language and culture, and the diversity of communities in Wales; and
- (g) the methods of work and the operation of the **Charity** including employment policies and practices shall be non-discriminatory in terms of protected characteristics - age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation - and in matters of language, non-party in politics and non-sectarian in religion.

1. MODEL ARTICLES

The Model Articles for Private Companies Limited by Guarantee set out at schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the **Charity**.

2. OBJECTS

The **Objects** of the **Charity** are to promote education, in particular for young people and adults, within the **area of benefit**.

3. POWERS

The **Charity** has the following powers, which may be exercised only in promoting the **Objects**:

- 3.1 to provide classes and other educational facilities, either directly or in conjunction with educational bodies and other organisations.
- 3.2 to publish literature and to produce or assist in the production and promotion of films, videos or radio or tape recordings or other digital or electronic or social media.
- 3.3 to use literature and media and any other appropriate and legal methods to stimulate interest in the education of young people and adults.
- 3.4 to stimulate and co-ordinate the educational activities of bodies concerned with the collective needs of young people and adults in the community and the workplace.
- 3.5 to inform the public and policy makers in Wales and beyond of educational issues by expressing the needs of young people and adults by making representations to the Welsh Government, public authorities, and other bodies concerned in education.
- 3.6 to cultivate close links with regional, district and local organisations, such as local education authorities, universities, community groups, sector bodies, employers and trade unions.
- 3.7 to raise funds by any means and receive grants and donations and to charge for services provided by the **Charity** (but not by means of **taxable trading**).
- 3.8 to obtain, build, alter, maintain, improve and manage land and buildings and to charge and dispose of any such land and buildings provided that any permission required for any disposal or charge under **the Charities Act** is obtained.
- 3.9 to employ **Staff** needed to enable the **Charity** to achieve its **Objects** and to make any reasonable and necessary provision for the payment of pensions and superannuation to **Staff** and their dependents provided that (except in the case of the **Governors Elected by Staff** from amongst their number as referred to in article 10.2) no person who is a **Governor** may be employed by the **Charity** for more than four hours per calendar week.

- 3.10 to buy, hire or otherwise obtain equipment, vehicles and other items required and to deal with or dispose of any such property as required.
- 3.11 to furnish any buildings used by the **Charity** with any fixtures and fittings required.
- 3.12 to open and manage bank accounts and use other banking facilities.
- 3.13 to borrow or raise money on whatever terms or conditions are considered necessary including security provided that any consents required by law have been obtained.
- 3.14 to take out any insurance considered necessary by the **Charity** in respect of any matter in which the **Charity** has an insurable interest in such sum as is considered appropriate.
- 3.15 to provide and pay for **indemnity insurance** for the **Governors**.
- 3.16 to indemnify the **Governors** in respect of their liabilities as directors of the **Charity**.
- 3.17 to establish and support any charitable trusts, associations or institutions formed for all or any of the **Objects** and to act as **charity trustee**.
- 3.18 to affiliate to and receive affiliations from other bodies with objects similar or identical to those of the **Charity** and in particular to affiliate to and receive affiliations from Workers' Educational Associations and YMCAs in the UK and similar organisations from abroad.
- 3.19 to co-operate with and cultivate links with other charities, organisations and statutory authorities operating in furtherance of the **Objects** or similar charitable purposes and operating under similar principles and to exchange information and advice with them including organisations operating outside its own geographical area, Workers' Educational Associations and YMCAs and similar organisations from abroad.
- 3.20 to acquire all or part of the property, assets and liabilities and to take over the activities of any other charitable organisation if these can lawfully be acquired or taken over and run by the **Charity** under its own **Objects**.
- 3.21 to invest the money of the **Charity** not immediately required for its purposes in any way that the **Charity** sees fit subject to any conditions as may be imposed or required by law.
- 3.22 to establish subsidiary companies and businesses where this is considered appropriate.
- 3.23 to promote research and publish the useful results of such research.
- 3.24 to do anything else within the law which promotes or helps to promote the **Objects** or which is ancillary to or complementary to the **Objects**.

4. BENEFITS TO MEMBERS AND GOVERNORS

- 4.1 The income and property of the **Charity** shall be applied solely towards the promotion of its **Objects** and none of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to **members** or to any

Governors but the **Charity** may in good faith make payments to any **member**, officer, **employee** or **Governor** in the following circumstances only:

- (a) reasonable and proper remuneration to any person, other than a person who is a **Governor**, for any services rendered to the **Charity**;
- (b) reasonable and proper rent for premises let to the **Charity** by any person;
- (c) interest on money lent by any **member** or **Governor** at a rate per annum not exceeding two per cent (2%) less than the published base lending rate of the Bank of England;
- (d) fees, remuneration or other benefits in money or money's worth to a company of which a **Governor** may be a member holding not more than 1/100th part of the capital of that company;
- (e) reimbursement of reasonable out-of-pocket expenses to any **Governor**.

Individual **members** including **Governors** may receive charitable benefits in the capacity of beneficiaries.

4.2 A **Governor** must not receive any payment of money or other **material benefit** (whether directly or indirectly) from the **Charity** except:

- (a) as mentioned in article 3.9 (employment of **Staff**), article 3.15 (**indemnity insurance**), article 4.1 (application of income and property of the **Charity**) and article 4.3 (contractual payments);
- (b) an indemnity in respect of any liabilities properly incurred in running the **Charity** (including but not limited to the costs of a successful defence to criminal proceedings) pursuant to article 3.16;
- (c) in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance).

4.3 Except as mentioned in article 3.9, a **Governor** may not be an **employee** but a **Governor** or a **connected person** may enter into a contract with the **Charity** to supply goods or services in return for a payment or other **material benefit** if:

- (a) the goods or services are actually required by the **Charity**;
- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the **Council** in accordance with the conflict requirements set out in articles 4.4 and 4.5; and
- (c) no more than a minority of the **Governors** is subject to a contract covered by this article or article 3.9 in any **financial year**.

- 4.4 Subject to article 4.5, any **Governor** who becomes a **Conflicted Governor** in relation to any matter must:
- (a) declare the nature and extent of their interest at or before discussions begin on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
- 4.5 When any **Governor** is a **Conflicted Governor**, the **Governors** who are not **Conflicted Governors**, if they form a quorum without counting the **Conflicted Governor** and are satisfied that it is in the best interests of the **Charity** to do so, may by resolution passed in the absence of the **Conflicted Governors** authorise the **Conflicted Governors**, notwithstanding any conflict of interest or duty which has arisen or may arise for the **Conflicted Governors**, to:
- (a) continue to participate in discussions leading to the making of a decision and/or to vote; or
 - (b) disclose to a third party information confidential to the **Charity**; or
 - (c) take any other action not otherwise authorised which does not involve the receipt by the **Conflicted Governors** or a **connected person** of any direct or indirect payment or **material benefit** (whether or not from the **Charity**); or
 - (d) refrain from taking any step required to remove the conflict.

5. LIMITED LIABILITY

The liability of each **member** is limited to £1, being the amount that each **member** undertakes to contribute to the assets of the **Charity** in the event of its being wound up.

6. GUARANTEE

Every **member** promises, if the **Charity** is dissolved while he, she or it remains a **member** or within twelve (12) **months** afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the **Charity** while the contributor was a **member**.

7. DISSOLUTION

- 7.1 If the **Charity** is wound up or dissolved and any property remains after all its debts and liabilities have been paid, this property shall not be paid to or distributed among the **members**. Instead, any remaining property shall be given or transferred to some other charitable institution or institutions having objects similar to the **Objects** and which 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** by these **articles**. The **Governors** shall decide which institutions shall receive the property at or before the time of dissolution. If it is not possible for the property to be distributed in this way then it must be used for some other charitable objects.

7.2 A final report and statement of account must be sent to the **Commission**.

8. MEMBERSHIP

8.1 The **Charity** must maintain a register of **members**.

8.2 There shall be the following categories of **membership**:

- (a) Individuals;
- (b) **Branches**;
- (c) **Affiliated and Partner Organisations**; and
- (d) **Learner Forums**.

8.3 The **Council** may recommend to the **members** that the **Charity** should establish other categories of **membership** (including **informal membership**), prescribe the respective privileges and duties for each category of member and set the amounts of any subscriptions, save that **Learner Forums** shall not have any obligations of subscription.

8.4 The **Council** may recommend to the **members** that the **Charity** deletes existing categories of **membership**.

8.5 **Membership** is terminated if the **member** concerned:

- (a) gives **written** notice of resignation to the **Charity**;
- (b) dies or (in the case of a **member organisation**) ceases to exist;
- (c) is three (3) **months** in arrears in paying the relevant subscription (if any) (but in such a case the **member** may be reinstated on payment of the amount due), save that **Learner Forums** shall not have any obligations of subscription;
- (d) is removed from **membership** by resolution of the **members** deleting the class of **membership** in which such **member** sits and such **member** is not reallocated to another class of **membership** at the **AGM** at which the deletion occurs; or
- (e) is removed from **membership** by resolution of the **Council** on the ground that in their reasonable opinion the **member's** continued **membership** is not in the best interests of the **Charity**. The **Governors** may only pass such a resolution after notifying the **member in writing** to their last known address and considering the matter in accordance with procedures concerning the same made pursuant to article 12.10 giving the **member** concerned the right to attend the meeting at

which such removal will be considered with one friend or advisor (if they wish), having been made aware of any allegations against them and having had the opportunity to make representations and provide evidence to refute the same.

8.6 **Membership** of the **Charity** is not transferable.

8.7 The rights of the people or organisations involved in **Learner Forums** shall be of consultation only and such people or organisations shall not be responsible for the affairs of the **Charity** by virtue of their **membership** of the **Charity**.

9. GENERAL MEETINGS

9.1 **Members** are entitled to attend **general meetings** either personally or (in the case of a **member organisation**) by an **authorised representative** or **authorised representatives** present in person or by **electronic means** or by proxy. Proxy forms must be delivered to the **Secretary** at least forty eight (48) hours before the **general meeting**. **General meetings** are called on at least fourteen (14) **clear days' written** notice specifying the business to be discussed.

9.2 In addition to the possibility of the **members** attending the **general meeting** physically, the **Council** may decide to open the possibility for the **members** to attend a **general meeting** through **electronic means** at a remote location and to vote through **electronic means** from a remote location for resolutions as specified by the **Council**. Also, the **Council** may decide to allow the **members** in physical attendance at the **general meeting** to cast their votes through **electronic means**. Furthermore, the **Council** may decide to open the possibility for the **members** to participate by **electronic means** in deliberation at the **general meeting**. The **Council** shall regulate the (technical) procedure and the requirements for electronic attendance, voting and/or deliberation.

9.3 There is a quorum at a **general meeting** if the number of **members** present in person or by **electronic means** or by proxy or by at least one **authorised representative** present in person or by **electronic means** or by proxy is at least forty (40) or five per cent (5%) of the total number of **members**, if fewer.

9.4 An **AGM** or an **EGM** at which a quorum is not present after one hour shall automatically be adjourned. If the meeting was called by the **Council**, then the meeting shall be adjourned for a period of twenty one (21) **days**. The **Secretary** must inform all **members** within ten (10) **days** following the meeting of the date, time and place where the resumed meeting is to take place.

9.5 At the resumed meeting, if a quorum is not present twenty (20) minutes after the time set for the meeting to start, those persons present in person or by **electronic means** at the meeting can act and make decisions as if a quorum of **members** were present.

9.6 The **Chair** or, if the Chair is not present or is unable or unwilling to do so, the **Vice-Chair** or, if neither is present or willing, some other **member** elected by those present presides at a **general meeting**.

- 9.7 Except where otherwise required by these **articles** or **the Companies Acts**, every issue is decided by a majority of the votes cast.
- 9.8 Individual **members** present in person or by proxy shall have one vote on each issue and may exercise such vote by being present in person or by **electronic means** (as the case may be) or by proxy. Other **members** shall be entitled to exercise the number of votes on each issue set out in the Schedule to the **Standing Orders** and may exercise such vote or votes by an **authorised representative** or **authorised representatives** present in person or by **electronic means** (as the case may be) or by proxy. No member who is in arrears in relation to the payment of any subscription to the **Charity** or is in debt to the **Charity** for any other reason and no **informal member** shall be entitled to a vote or votes.
- 9.9 A written resolution passed in accordance with the **Companies Act 2006** is as valid as a resolution actually passed at a **general meeting**.
- 9.10 The **Charity** must hold an **AGM** in every **financial year**.
- 9.11 At an **AGM**, the **members**:
- (a) receive the accounts of the **Charity** for the previous **financial year**;
 - (b) receive the **Council's** report on the **Charity's** activities in the previous **financial year**;
 - (c) note the retirement of those **Governors** who have retired since the date of the last **AGM** or who are so retiring at or immediately after the **AGM**;
 - (d) either note the election and/or appointment of **Governors** who have been elected or appointed since the last **AGM** or if the same is to take place at the **AGM**, elect **Governors** to fill vacancies arising in accordance with rules concerning election of **Elected Governors** made pursuant to article 12.9;
 - (e) appoint auditors for the **Charity**;
 - (f) may discuss and determine any issues of policy;
 - (g) may extend or create new categories of **membership**, prescribe the respective privileges and duties for each category of **member** and set the amounts of any subscriptions, if recommended by the **Council**;
 - (h) may delete existing categories of **membership**, if recommended by the **Council**;
and
 - (i) deal with any other business put before them by the **Council**.
- 9.12 A **general meeting** (other than an **AGM**) may be called at any time by the **Council** and must be called within twenty one (21) **days** if required to do so by twenty (20) **members** who have paid to the **Charity** all sums due from them or their **member organisation** (in

the case of **authorised representatives**) to the **Charity** or pursuant to section 303 of the Companies Act 2006.

- 9.13 The **AGM** shall be held no later than nine (9) **months** after the end of the previous **financial year**. It shall be held alternately in south Wales and north Wales.
- 9.14 The agenda for the **AGM** must consider written resolutions and subsequent written amendments put forward by **members** or by **authorised representatives of member organisations** for consideration at the **AGM** which relate to the policy of the **Charity**, but do not seek to instruct or restrict the **Council** in the conduct of its lawful business, provided that notice of the intention to propose such a resolution and a copy of the proposed resolution have been delivered to the **Charity** in accordance with the agreed time schedule set out in article 9.15 or within such shorter period as the **Council** may agree.
- 9.15 The **Secretary** shall invite the submission of resolutions to be considered at an **AGM** not less than ninety (90) **clear days** before the date of the **AGM**. These must be received not less than fifty-six (56) **clear days** before the date of the **AGM**. Amendments to such resolutions must in turn be received not less than twenty-one (21) **clear days** before the date of the **AGM**. Resolutions and amendments to resolutions must be:
- (a) submitted **in writing** or by **electronic means** if the **Charity** has given an electronic mail address on its website to receive communications from **members** and by the appropriate date as specified above;
 - (b) proposed by a **member** eligible to attend and vote at the **general meeting** and seconded by a different **member** eligible to attend and vote at the **general meeting**.
- 9.16 Notices of an **AGM** or an **EGM** shall specify the date, time and place of the meeting and the nature of the business to be transacted. The accidental omission to give notice of a meeting to any **member** or the fact that any **member** has not received the notice sent to him or her or it (in the case of a **member organisation**) about a meeting shall not invalidate the proceedings at that meeting.
- 9.17 All resolutions and amendments shall be presented to the **Council** prior to being put before an **AGM** or **EGM**, so as to determine that they have been properly submitted and do not offend the Principles or the **Objects** of the **Charity**, as set out above. However, should there be circumstances where an issue arises which requires an emergency resolution to be submitted later than the time-scale set out in article 9.15 above then the **chair of the meeting** has the authority to obtain the **Council's** approval to put such an emergency resolution to an **AGM** or an **EGM**. The person presiding at that **AGM** or an **EGM** in accordance with article 9.6 has the authority to accept such an emergency resolution as part of the agenda.
- 9.18 Notices of an **AGM** or **EGM** shall be **in writing** and shall be given personally or sent by 1st or 2nd class post or delivered to the last known address of or sent in **electronic form** or, where **members** have consented to receive communications by **electronic means**, after posting on the **Charity's** website to:

- (a) each **member** or **authorised representative** of a **member organisation**;
- (b) any of the persons entitled to attend and vote at that **general meeting**; and
- (c) the external auditor for the time being of the **Charity**.

10. THE GOVERNORS/COUNCIL

10.1 The **Governors** as **charity trustees** have control of the **Charity** and its property and funds.

10.2 The **Council** shall consist of:

- (a) up to six (6) **Elected Governors** from among the **members**, who shall be elected through the Regional Forums, thus ensuring a geographical spread on the Council;
- (b) up to three (3) shall be **Learner Governors, Elected** by and from **Learners, Branches** and **Learner Forums** by postal or electronic ballot;
- (c) up to two (2) shall be **Staff Governors, Elected** by and from the **Staff** by postal or electronic ballot;
- (d) up to one (1) shall be an individual **Member, Elected** by and from individual **Members** by postal or electronic ballot;
- (e) up to six (6) **Appointed Governors** who shall be appointed as the **Council** shall determine in accordance with the **Standing Orders** from time to time;
- (f) up to two (2) **Appointed Governors** who shall be appointed by the **Council** to represent **Affiliated and Partner Organisations**.

10.3 All elections and appointments referred to in article 10.2 shall be held in accordance with rules made for the purpose by the **Council** pursuant to article 12.9 taking account of the principles of democracy and the need for representation of communities of interest including geographic or regional areas of Wales.

10.4 The **Governors** shall serve terms of three (3) years from the date of their appointment according to the **Standing Orders** established for this purpose by the **Council** from time to time.

10.5 Every **Governor** after election/appointment or re-election/re-appointment must sign a declaration of willingness to act as a **charity trustee** of the **Charity** before he or she may vote at any meeting of the **Council**. Every **Governor** must become an individual **Member** of the **Charity** before he or she may vote at any meeting of the **Council**, if not previously so.

10.6 Every **Governor** shall act in the best interests of the **Charity** at all times in the performance of his or her role as **Governor** and accordingly shall not be bound in speaking and voting

by mandates given to him or her by any other body or person, whether such body is a **Branch, Affiliated and Partner Organisation, Learner Forum, Regional Forum, member organisation** or any other body corporate.

- 10.7 A review of the governance arrangements of the **Charity** will be undertaken on or before 1 April 2023, and once within every three (3) year period thereafter.
- 10.8 A retiring **Governor** is eligible for re-election or re-appointment but a **Governor** who has served for two (2) consecutive terms of whatever length may not be re-elected or re-appointed for a third consecutive term, but may be re-elected or re-appointed after an interval of at least two (2) years.
- 10.9 A **Governor's** term of office automatically terminates if he or she:
- (a) is disqualified under the **Charities Act** from acting as a **charity trustee**;
 - (b) ceases to be a director by virtue of any provision of the **Companies Acts** or is prohibited from being a director by law;
 - (c) is incapable, whether mentally or physically, of managing his or her own affairs;
 - (d) is absent from three (3) consecutive meetings of the **Council** without permission and is asked by a majority of the other **Governors** to resign;
 - (e) resigns by **written** notice to the **Council** (but only if at least seven (7) **Governors** will remain in office);
 - (f) is removed by resolution of the **Council** on the grounds that the **Council**, in its absolute discretion, believes the **Governor** in question to have brought the **Charity** into disrepute, but such resolution may only be passed after the **Council** has invited the views of the **Governor** in question and considered the matter in the light of any such views put forward to it;
 - (g) is removed by resolution of the **members** present and voting at a **general meeting** after the **general meeting** has invited the views of the **Governor** concerned and considered the matter in the light of any such views.
- 10.10 A technical defect in the appointment of a **Governor** of which the **Council** is unaware at the time does not invalidate decisions taken at a meeting or by written resolution of the **Council**.

11. PROCEEDINGS OF THE COUNCIL

- 11.1 The **Governors** must hold at least three (3) meetings each **year**.
- 11.2 A quorum at a meeting of the **Council** is seven (7) **Governors** present in person or by **electronic means**.

- 11.3 A meeting of the **Council** will normally be held in person unless suitable **electronic means** are agreed by the **Council** through which all participants may communicate with all the other participants.
- 11.4 The **Chair** or, if the **Chair** is not present or is unable or unwilling to do so, the **Vice-Chair** or, if neither is present or willing or appointed to such office by the **Council**, some other **Governor** chosen by the **Governors** participating presides at each meeting ('the **chair of the meeting**').
- 11.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the **Governors** is as valid as a resolution passed at a meeting, except where at least five (5) **Governors** request a special meeting of the **Council** be called to discuss the issue or issues dealt with by such written resolution. For this purpose the resolution may be contained in more than one **document** and will be treated as passed on the date of the last signature.
- 11.6 Except for the **chair of the meeting**, who in the case of an equality of votes has a second or casting vote, every **Governor** has one vote on each issue.
- 11.7 A procedural defect of which the **Council** is unaware at the time does not invalidate decisions taken at a meeting or by **written** resolution of the **Council**.
- 11.8 If the number of **Governors** falls below seven (7), the **Council** shall be entitled:
- (a) to appoint additional **Appointed Governors**; and/or
 - (b) to call a **general meeting** of members; and
 - (c) to act to preserve and protect the assets of the **Charity**.

12. POWERS OF THE COUNCIL

In addition to any other powers specified in these **articles**, the **Council** has the following powers in the administration of the **Charity**:

- 12.1 to appoint (and remove) any individual (who will not be a **Governor**) to act as **Secretary**;
- 12.2 to appoint (and remove) a **Chair**, **Vice-Chair** and other honorary officers from among their number and to determine their respective roles and delegated responsibilities;
- 12.3 to recommend to the **members** changes that the **Charity** should establish other categories of **membership** (including **informal membership**), prescribe the respective privileges and duties for each category of **member** and set the amounts of any subscriptions;
- 12.4 to recommend to the **members** that the **Charity** deletes existing categories of **membership**;

- 12.5 to delegate any of its functions to committees consisting of two (2) or more individuals appointed by it and to set the terms of reference, duties and powers of any such committee. At least one (1) individual on every committee must be a **Governor** and all proceedings of committees must be reported promptly to the **Council**;
- 12.6 to make and from time to time, amend, **Standing Orders** consistent with these **articles** and the **Companies Acts** to govern proceedings at **general meetings** and to make, amend and prescribe a form of proxy;
- 12.7 to make and from time to time, amend, rules consistent with these **articles** and the **Companies Acts** to govern their proceedings and proceedings of committees;
- 12.8 to make and from time to time, amend, regulations consistent with these **articles** and the **Companies Acts** to govern the administration of the **Charity** and the use of its seal (if any);
- 12.9 to make or establish and from time to time, amend, rules and procedures for the retirement of **Governors** and the nomination and election or appointment of **Governors**;
- 12.10 to establish and from time to time, amend, procedures to assist the resolution of disputes or differences within the **Charity**; and
- 12.11 to exercise any powers of the **Charity** which are not reserved to the **members**.

13. BRANCHES AND OTHER GROUPS

- 13.1 There may be **Branches** and it shall be a matter for the **Council** to make and from time to time amend guidance governing the formation, operation, conduct and dissolution of **Branches**, consulting with **members** as they think appropriate.
- 13.2 Creation of new or amendments to existing guidance relating to **Branches** shall be brought to the attention of **members**.
- 13.3 Any **Branch** wound up by the **Council** shall have a right of appeal to the next **AGM** and representatives of the **Branch** shall have the right to attend and speak at the next **AGM** and to hear the reasons why the **Council** believes that the **Branch** should be wound up. Pending the decision of the **AGM** on any appeal, the **Council** may require that all the books and funds of the **Branch** be placed in the custody of a designated officer of the **Charity**.
- 13.4 The **Council** may from time to time establish special study groups of the **Charity** operating under such name and on such terms as the **Council** sees fit and may wind up such groups when they consider this necessary or appropriate.

14. REGIONAL FORUMS

There shall be **Regional Forums** constituted as agreed from time to time by the **Council**, confirmed in **writing**. The **Council** shall have power to vary their number from time to time in accordance with the needs of the **Charity**. The rights of persons or organisations involved in a **Regional Forum** shall be ones of reporting and of recommendation only and

such persons or organisations shall not be responsible for the affairs of the **Charity**, except that each **Regional Forum** in existence from time to time shall be entitled to participate in the nomination/election of **Elected Governors** if, at the absolute discretion of the **Council**, any such right is set out in rules made pursuant to article 12.9.

15. RECORDS AND ACCOUNTS

15.1 The **Council** must comply with the requirements of the **Companies Acts**, the **Charities Act** and of the Welsh Government's Financial Memorandum as to keeping financial and other records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies, the **Commission** and Welsh Government of:

- (a) annual returns;
- (b) annual reports; and
- (c) annual statements of account.

15.2 The **Council** must keep proper records of:

- (a) all proceedings at **general meetings**;
- (b) all proceedings at meetings of the **Council**;
- (c) all reports of committees; and
- (d) all professional advice obtained.

15.3 Accounting records relating to the **Charity** must be made available for inspection by any **Governor** at any time during normal office hours and may be made available for inspection by **members** who are not **Governors** if the **Council** so decide.

15.4 A copy of the **Charity's** latest available statement of account must be supplied on request to any **Governor** or **member**. A copy must also be supplied within twenty-one (21) **clear days** to any other person who makes a **written** request and pays the **Charity's** reasonable costs.

16. MEANS OF COMMUNICATION TO BE USED

16.1 Subject to these **articles**, anything sent or supplied by or to the **Charity** under these **articles** may be sent or supplied in any way in which the **Companies Acts** provide for **documents** or information which are authorised or required by any provision of the **Companies Acts** to be sent or supplied by or to the **Charity** and the company communications provisions in the **Companies Acts** shall apply to anything sent or supplied under these **articles**.

16.2 A communication sent or supplied by the **Charity** shall be deemed to have been received by the intended recipient:

- (a) if it is sent by post, forty-eight (48) hours after it was posted;
- (b) if it is hand delivered, at the time of such delivery;
- (c) if it is sent in **electronic form**, immediately upon its being sent; and
- (d) if it is made available on a website, when the notification of the presence of the communication on the website was received by the intended recipient or, if later, on the date on which the communication appeared on the website.

16.3 In the case of a communication sent or supplied by the **Charity**, the **Charity** may make the **documents** or information available on a website in accordance with the **Companies Acts**.

16.4 Subject to these **articles**, any notice or **document** to be sent or supplied to a **Governor** in connection with the taking of decisions by the **Council** may also be sent or supplied by the means by which that **Governor** has asked to be sent or supplied with such notices or **documents** for the time being.

16.5 A **Governor** may agree with the **Charity** that notices or **documents** sent to that **Governor** in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight (48) hours.

17. AMENDMENTS

These **articles** may be amended by resolution of the **members** passed in accordance with these **articles** and the **Companies Acts** provided that no amendment may be made to article 2 (**Objects**), article 4 (Benefits to **members** and **Governors**) and article 7 (Dissolution) without the consent given in advance of the **Commission** and that no amendment shall be made to this article.

18. INDEMNITY

The **Charity** shall indemnify every **Governor** (as a director) against any liability incurred by him or her in that capacity to the extent permitted by the **Companies Acts**.

19. INTERPRETATION

19.1 In these **articles**, unless the context indicates another meaning:

'Affiliated and Partner Organisations'	means as defined in the Charity's Standing Orders ;
'AGM'	means an annual general meeting of the Charity ;
'Appointed'	means the Governors who are appointed to the Council under articles 10.2(e) and 10.2(f);

'area of benefit'	means the country of Wales;
'articles'	means the Charity's articles of association;
'authorised representative' and 'authorised representatives'	means an individual or individuals who are authorised by a member organisation to act on its behalf at meetings of the Charity and exercise the vote or votes held by such member and whose name(s) has (have) been given to the Secretary ;
'Branch' and 'Branches'	refers to a formal group of people who support the aims of ADDYSG OEDOLION CYMRU ADULT LEARNING WALES and come together on a geographical, workplace or virtual basis to plan a programme of learning and social activities, established in accordance with article 13;
'Chair' and 'Vice-Chair' and 'chair of the meeting'	means the chair of the Council and of the Charity from time to time and his or her deputy, and 'chair of the meeting' means as defined in article 11.4;
'Charities Act'	means the Charities Act 2011;
'Charity'	means the company governed by these articles ;
'charity trustee'	has the meaning prescribed by section 177 of the Charities Act;
'Commission'	means the Charity Commission for England and Wales;
'Companies Act 2006'	means the Companies Act 2006, as in force at the date of adoption of these articles and as subsequently amended or re-enacted from time to time thereafter;
'Companies Acts'	means the Companies Acts (as defined in the Companies Act 2006) insofar as they apply to the Charity ;
'Conflicted Governor'	means a Governor in respect of whom a conflict of interest arises or may reasonably arise because such person or a connected person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity , or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity ;
'connected person'	means in relation to a Governor , any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of that Governor , any firm of which that

	Governor is a member or employee, and any company of which that Governor is a director, employee or shareholder having a beneficial interest in more than one per cent (1%) of the share capital;
'Council'	means the governing body of the Charity being the Governors from time to time;
'day' and 'clear day'	means, respectively, a period of twenty four (24) hours; and days reckoned from one day to another (excluding both the first and last day);
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form ;
'EGM'	means an extraordinary general meeting of the Charity from time to time;
'Elected'	means the Governors who are elected to the Council under articles 10.2(a) to 10.2(d) inclusive;
'electronic form' and 'electronic means'	electronic form has the meaning given in section 1168 of the Companies Act 2006 and electronic means shall be interpreted accordingly;
'financial year'	means the Charity's financial year;
'general meetings'	means AGMs and EGMs , as convened from time to time;
'Governor'	means a director of the Charity and 'Governors' means the directors collectively or such number of directors who together constitute a quorum at a duly convened and held meeting of the Governors ;
'indemnity insurance'	means insurance against personal liability incurred by any Governor for an act or omission which is or alleged to be a breach of trust or breach of duty, unless the Governor concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
'informal member' and 'informal membership'	refers to a supporter who may be called a "member" and may receive communications from the Charity but is not a member of the Charity pursuant to article 8.2;
'Learner(s)'	means a person registered as a learner on the Charity's database of learners for the academic year in question;

'Learner Forum(s)'	means formal or informal groups of Learners and advocates for learning which meet at community, trade union or workplace level to take part in determining their learning programme. Learner Forums need to be registered in order to take part in Regional Forums and at general meetings . Learner Forums may carry the name of 'Clubs' or 'Hubs', which shall possess the same category of membership ;
'material benefit'	means a benefit which may not be financial but has a monetary value;
'member' and 'membership' and 'member organisation'	refer to membership of the Charity including but not limited to individual members, Branches, Affiliated and Partner Organisations and Learner Forums and member organisation means any corporate body which is a member from time to time;
'month'	means a calendar month;
'Objects'	means the Objects of the Charity as defined in article 2;
'Regional Forum(s)'	means as defined in article 14;
'Regions'	means a geographical division within the area of benefit as defined by the Council from time to time and ' Region ' shall be construed accordingly;
'Secretary'	means the person (if any) appointed by the Governors as secretary of the Charity or such other person as performs the functions of secretary;
'Staff' and 'employee'	means persons employed by the Charity at the time in question, whether academic (primarily employed as a tutor) or business support (primarily office-based);
'Standing Orders'	means the standing orders, rules and procedures in force for the Charity from time to time;
'taxable trading'	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects , the profits of which are subject to corporation tax;
'written' and 'in writing'	refers to a legible document on paper or in electronic form ;

'year'	means a calendar year.
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- 19.2 Expressions defined in **the Companies Acts** have the same meaning, unless these **articles** specify otherwise.
- 19.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.