

THE COMPANIES ACT 1985

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

**ARTICLES OF ASSOCIATION
OF DCFW LIMITED**

1. PRELIMINARY

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. INTERPRETATION

In these Articles the following expressions have the following meanings unless inconsistent with the context:

"the Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"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 for which it is given or on which it is to take effect
"the directors"	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company
"executed"	includes any mode of execution
"office"	the registered office of the Company
"the National Assembly"	the National Assembly for Wales or any person to whom the functions of the National Assembly for Wales in relation to these Articles has been delegated in accordance with section 62 of the Government of Wales Act 1998

"the seal"	the common seal of the Company (if any)
"secretary"	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
"the United Kingdom"	Great Britain and Northern Ireland.

Any reference to the term "corporation" shall include any body corporate registered, on the Register of Companies for England and Wales, or equivalent body, if the body corporate is registered elsewhere and shall also include the National Assembly.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

3. MEMBERS

1. The subscriber to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted as a member of the Company unless that person is approved by [the directors and the National Assembly]. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require to be executed by that person agreeing to be bound by the Memorandum of Association of the Company and these Articles and being so admitted the name of that person shall be entered in the register of members of the Company.
2. Subject to all moneys presently payable by a member to the Company pursuant to any rules or bye-laws made by the directors pursuant to **Article 22** or otherwise having been paid, that member may at any time withdraw from the Company by giving at least seven clear days' notice in writing to the Company provided that after such retirement the number of members remaining is not less than one. Membership shall not be transferable and shall cease on death.

4. GENERAL MEETINGS

1. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall, after consultation with the National Assembly, appoint and shall take place in public. All general meetings other than annual general meetings shall be called extraordinary general meetings.
2. The directors may call general meetings.
3. If at any time there are not within the United Kingdom sufficient directors capable of

acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

5. NOTICE OF GENERAL MEETINGS

1. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.
2. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
3. Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all directors and to the auditors and, if the National Assembly is a member, to all Members, for the time being, of the National Assembly. In the case of an annual general meeting, notice of the date, time, and place of the meeting, incorporating a statement that the meeting is open to the public, shall be advertised, not less than 21 days before the date of the meeting, in at least one newspaper circulating throughout Wales.
4. Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act.
5. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
6. Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.

6. PROCEEDINGS AT GENERAL MEETINGS

1. No business shall be transacted at any general meeting unless a quorum of members is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
2. The chair, if any, of the directors shall preside as chair at every general meeting of the Company, or if there is no such chair, or if the chair shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chair of the meeting.
3. If at any meeting no director is willing to act as chair or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members

present shall choose one of their number to be chair of the meeting.

4. A director and, if the National Assembly is a member, any Member, for the time being, of the National Assembly shall, notwithstanding that the person in question is not a member, be entitled to attend and speak at any general meeting.
5. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
6. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 1. by the chair; or
 2. by any member having the right to vote at the meeting

and a demand by a person as a proxy for a member shall be the same as a demand by the member.

7. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
8. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
9. A poll shall be taken as the chair directs and the Chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
10. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote which the chair may have.
11. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

12. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
13. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which that member was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

7. VOTES OF MEMBERS

1. On a show of hands every member (being an individual) present in person or by proxy (not being a member entitled to vote in his or her own right) or (being a corporation) is present by a duly authorised representative or proxy (not being a member entitled to vote in his or her own right) shall have one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) shall have one vote.
2. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by a receiver, curator bonis or other person authorised in that behalf. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
3. No member shall be entitled to vote at any general meeting unless all moneys presently payable by that member to the Company pursuant to any rules or bye-laws made by the directors under **Article 22** or otherwise have been paid.
4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
5. A member shall not be entitled to appoint more than one proxy to attend on the same occasion. Any such proxy shall be entitled to cast the votes to which the proxy is entitled in different ways.
6. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"[Design Commission for Wales] Limited.

[The National Assembly for Wales (or as the case may be)]of [Cathays Park, Cardiff CF10 3NQ (or as the case may be)] being a member of the above named Company, hereby appoints

[NAME] of [SPECIFY] or failing that person [NAME] of [SPECIFY] as proxy to vote for the above-named member in that member's name and on behalf of that member at the [annual] [extraordinary] general meeting of the Company to be held on [DATE], and at any adjournment thereof.

Signed on [DATE].

being a person authorised on behalf of the National Assembly for Wales (or as the case may be) "

7. Where it is desired to afford members an opportunity of instructing the proxy how to act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"[NAME] Limited

[The National Assembly for Wales (or as the case may be)]of [Cathays Park, Cardiff CF10 3NQ (or as the case may be)] being a member of the above named Company, hereby appoints

[NAME] of [SPECIFY] or failing that person [NAME] of [SPECIFY] as proxy to vote for the above-named member in that member's name and on behalf of that member at the [annual] [extraordinary] general meeting of the Company to be held on [DATE], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [DATE]."

8. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the directors may:
 1. be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 2. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 3. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of that meeting or to the secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

10. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

8. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall not be less than [six].

9. NO ALTERNATE DIRECTORS

A director shall not be entitled to appoint an alternate director.

10. POWERS OF DIRECTORS

1. Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum of Association or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this **Article 10.1** shall not be limited by any special power given to the directors by

these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

2. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine provided that not less than two directors shall be required to sign all cheques drawn against the Company.

11. DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) not being directors co-opted on to such committee as the directors think fit provided that the number of co-opted persons not being directors shall not exceed one half of the total number of members of such committee. Any such delegation may be made subject to any conditions the directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

12. APPOINTMENT AND RETIREMENT OF DIRECTORS

The National Assembly may appoint a person who is willing to act to be a director of the Company provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 8** as the maximum number of directors for the time being in force. Such directors shall be appointed for a period of [3] years or such shorter period as the National Assembly shall determine from time to time.

13. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if that director:

1. ceases to be a director by virtue of any provision of the Act or these Articles or becomes prohibited by law from being a director; or
2. becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
3. is, or may be, suffering from mental disorder and either:
 1. is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for the detention of the director or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to the property or affairs of the director; or

4. resigns the office of director by notice to the Company; or
5. is given notice in writing by the National Assembly requiring that the director should vacate the office;
6. shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that the office of that director be vacated.

14. PROCEEDINGS OF THE DIRECTORS

1. Subject to the provisions of these Articles, the directors may regulate their meetings, as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote. Notice of every meeting of the directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
2. Any director may participate in a meeting of the directors or a committee constituted pursuant to **Article 11** of which that director is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.
3. The quorum for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be two.
4. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.
5. The National Assembly may appoint any one of the directors to be the chair of the board of directors and may remove that person from that office. Unless unwilling to do so, the director so appointed shall preside at every meeting of the directors at which that director is present. But, if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.
6. All acts done by any meeting of the directors or of a committee constituted pursuant to **Article 11**, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
7. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to **Article 11** shall be as valid and

effectual as if it had been passed at a meeting of the directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more directors or members of the committee (as the case may be).

15. **SECRETARY**

1. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them; provided always that no director may hold office as secretary where such office is remunerated and that any appointment or removal of a secretary shall only take effect with the approval of the National Assembly.
2. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

16. **MINUTES**

The directors shall cause minutes to be made in books kept for the purposes:

1. of recording the names and addresses of all members; and
2. of all appointments of officers made by the directors; and
3. of all proceedings at meetings of the Company and of the directors and of committees constituted pursuant to **Article 11** including the names of directors and members (as appropriate) present at each such meeting.

17. **THE SEAL**

If the Company has a seal it shall only be used with the authority of the directors or of a committee constituted pursuant to **Article 11** which is comprised entirely of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.

18. **ACCOUNTS**

No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

19. **NOTICES**

1. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
2. The Company may give notice to a member either personally or by sending it by first class post in a pre- paid envelope addressed to the member at his registered address or by leaving it at that address, or (if that member has no registered address within the United

Kingdom) to or at the address, if any, within the United Kingdom supplied by that member to the Company for the giving of notices, but otherwise, no such member shall be entitled to receive any notice from the Company.

3. Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.
4. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one daily newspaper circulating throughout Wales and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. INDEMNITY

1. In the lawful execution of duties and the exercise of rights in relation to the affairs of the Company (and without prejudice to any indemnity to which the person in question may otherwise be entitled) every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by that director or other officer and arising by reason of any improper investment made by or for the Company in good faith (so long as that person shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by that person in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by that person or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the director or other officer of the Company who is sought to be made liable.
2. The directors shall have power to purchase and maintain at the expense of the Company for the benefit of any director, officer or auditor of the Company insurance against any such liability as is referred in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to that person for loss or expenditure which that person may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor.

21. RULES OR BYE-LAWS

1. The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:
 1. the admission and classification of members of the Company, and the rights and

- privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
2. the conduct of members of the Company in relation to one another, and to the Company's servants;
 3. the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 4. the procedure at general meetings and meetings of the directors and committees constituted pursuant to **Article 11** in so far as such procedure is not regulated by these Articles;
 5. and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles,

2. The Company shall have power to alter or repeal the rules or bye-laws referred to in **Article 21.1** and to make additions thereto. The directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this **Article 22** which, so long as they shall be in force, shall be binding on all members

Name	Address of Subscriber	Signature of Subscriber
The National Assembly for Wales	Cathays Park Cardiff CF10 3NQ	

Dated:

WITNESS TO THE ABOVE SIGNATURE:

Witness signature:

Name:

Address:

Occupation:

