

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE WELSH HOCKEY UNION LIMITED

1. The Company's name shall be The Welsh Hockey Union Limited (hereinafter called "the Union").
2. The registered office of the Union shall be situated in Wales.
3. The objects of the Union shall be: -
 - (a) to acquire the property assets and undertaking of the unincorporated body known as The Welsh Hockey Union and with a view thereto to enter into any agreement or agreements for that purpose;
 - (b) to act as the governing body for Hockey in all its forms but always excluding ice/roller/skate hockey - (hereinafter called "Hockey") in Wales;
 - (c) to foster encourage and develop Hockey in Wales;
 - (d) to do all other things necessary or desirable for the promotion of the interests of Hockey;
 - (e) to make and enforce Rules and Regulations and to formulate and issue Codes of Ethics and Conduct for participants in Hockey at all levels and to make appropriate regulations to ensure that the carrying into effect of such codes of conduct, disciplinary procedures, anti-doping programmes, measures for the proper protection of children and young persons, anti-discriminatory procedures and rules of the Union are properly observed; and to promote the observance of the said codes procedures programmes measures and rules by its members and others.
4. The Union shall have without prejudice to the generality of the foregoing power to do all such lawful things as will further the foregoing objects and in particular: -
 - (a) to obtain collect and receive money and funds by way of contributions subscriptions fees donations legacies awards grants covenants or by organising functions or events or by any other lawful methods and to accept and receive gifts of property of any description;

- (b) to decide all doubtful or disputed points arising within Wales in connection with Hockey;
- (c) to make vary alter maintain and enforce rules and regulations for the control and governance of Hockey in Wales;
- (d) to promote the teaching of Hockey and to encourage those recognised as coaches teachers umpires and officials;
- (e) to co-operate with schools education authorities universities colleges and others in the promotion and development of Hockey and of appropriate courses for players coaches teachers umpires and officials;
- (f) to acquire lay out manage equip and maintain facilities or accommodation (whether vested on the Union or not) to be used for the playing teaching coaching or administration of Hockey;
- (g) to purchase lease or by any other means acquire interests in or take options over any property whatever and any rights or privileges of any kind over or in respect of any property;
- (h) to improve manage construct repair develop exchange let on lease or otherwise mortgage charge sell dispose of turn to account grant licenses options rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Union;
- (i) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, protections, concessions and generally intellectual property or rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Union may acquire or propose to acquire;
- (j) to invest and deal with the moneys of the Union not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (k) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Union), to enter into guarantees, contracts of indemnity and surety-ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee on any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without

prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);

- (l) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or part of the Union's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Union of any obligation or liability it may undertake or which may become binding on it;
- (m) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (n) to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Union to carry any of its objects into effect, or for effecting any modification of the Union's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Union's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Union's interests;
- (o) to enter into any arrangements with any government, body, or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Union's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions;
- (p) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business on any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world;
- (q) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Union has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (r) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Union, or of undertaking any business or operations

which may appear likely to assist or benefit the Union or to enhance the value or any property or business of the Union, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;

- (s) to sell or otherwise dispose of the whole or any part of the business or property of the Union, either together or in portions, for such consideration as the Union may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
- (t) to act as agents or brokers and as trustees for any person, firm or company or in any appropriate manner, and to undertake and perform sub-contracts;
- (u) to remunerate any person, firm or company rendering services to the Union either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Union, or any company which is a subsidiary of the Union or the holding company of the Union or a fellow subsidiary of the Union or the predecessors in business of the Union or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants;
- (v) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Union, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscriptions of any shares or other securities of the Union;
- (w) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Union or its Directors or employees, or may be connected with any town or place where the Union carries on business;
- (x) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (y) to do all such other things as may be deemed incidental or conducive to the attainment of the Union's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Union.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Union shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Union shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

5. The income and the property of the Union shall be applied solely towards the promotion of the objects set forth in this Memorandum. No portion of the income or property of the Union shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any member of the Union.

Provided that nothing herein shall prevent any payment in good faith by the Union;

- (i) of reasonable and proper remuneration to any member, officer or servant of the Union for any services rendered to the Union and of travelling and out-of-pocket expenses necessarily incurred in carrying out the duties of any member of the board, officer or servant of the Union;
- (ii) of interest and money lent by a member of the Union or of its Board at a rate per annum not exceeding 2% less than the Lloyds TSB Bank base rate or 6% whichever is the greater;

- (iii) of reasonable and proper payment to a company of which a member of the Union or of its Board may be a member holding not more than 100th part of the capital of such Company in respect of goods supplied or services provided by such company to the Union;
- (iv) of a reasonable and proper rent for premises let by any member of the Union to the Union.

6. The liability of the Members is limited.

7. Every member of the Union undertakes to contribute such amount as may be required (not exceeding £1) to the Union's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member for payment of the Union's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

8. If upon the winding up or dissolution of the Union there remains after satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the members of the Union but given or transferred to some other body having objects similar to the objects of the Union and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Union under or by virtue of Clause 5 hereof such body or bodies to be determined by the Members of the Union at or before the time of dissolution; and in the absence of such determination the said property shall be transferred and conveyed to The Welsh Sports Association to be used to further the development of sport in Wales.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Name and Address of Subscribers

Dated this.....day of.....Two
Thousand and Three

Witness to the above signatures:-