

The Companies Act 1985

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

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

**of THE WELSH NETBALL ASSOCIATION
CYMDEITHAS PÊL-RWYD CYMRU**

COMPANY NUMBER : 2679598

INCORPORATED ON : 21ST DAY OF JANUARY 1992

The Companies Act 1985

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AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of **THE WELSH NETBALL ASSOCIATION : CYMDEITHAS PÊL-RWYD CYMRU**

1. The name of the Company (hereinafter called "the Association") is the Welsh Netball Association : Cymdeithas Pêl-rwyd Cymru.
2. The Registered Office of the Association is currently situated at 33-35 Cathedral Road, Cardiff, CF11 9HB
3. The objects for which the Association is established are:-
 - 3.1. To promote and encourage the game of Netball and to further the growth and development of the game of Netball.
 - 3.2. To act as the controller and governing body of the game of Netball in Wales.
 - 3.3. To contribute to national and international goodwill, friendship and understanding in co-operation with the International Federation of Netball Associations, its member bodies and other bodies having similar or sympathetic aims.
 - 3.4. To be affiliated to the International Federation of Netball Associations whose current Rules shall be the Rules of the game of Netball.
 - 3.5. To make and enforce regulations, and to formulate and issue guidelines concerning all forms and aspects of the game of Netball within the aforesaid Rules.
 - 3.6. To protect the interests of the game of Netball and to work for improved facilities for the game of Netball in Wales.
 - 3.7. To create and promote by publicity and education an informed and interested public opinion on the value and importance of the game of Netball.
 - 3.8. To arrange with any person, company, undertaking or organisation for the provision of services for members of the Association in respect of insurances, travel facilities, the purchase or lease of goods, equipment and appliances.
4. And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
 - 4.1. To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

- 4.2. To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- 4.3. To borrow or raise money to support or further the objects of the Association on such terms and on such security as may be thought fit.
- 4.4. To take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Association, including sponsorship and grant aid applications.
- 4.5. To issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, fees or otherwise.
- 4.6. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank and/or building society accounts.
- 4.7. To invest moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 4.8. To make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee constitute or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the Association or calculated to further its objects and goodwill.
- 4.9. To undertake and execute charitable trusts.
- 4.10. To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of or advise the Association.
- 4.11. Subject to the provision of Clause 5 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of staff employees or former employees of the Association (or the unincorporated association known as the Welsh Netball Association) and their husbands, wives and other dependants.
- 4.12. To amalgamate with any companies, institutions, societies or associations which shall have the same objects altogether or mainly those of the Association.
- 4.13. To initiate support and co-operate with others in proposals and activities calculated to assist in the promotion of the Association's objects, for example, Sports Council for Wales and sponsors.
- 4.14. To collect and receive money and funds by way of contributions, donations, membership fees, legacies, grants, sponsorship or any other lawful method. To accept, receive and disperse of property of any description for or towards all or any of the objects of the Association.
- 4.15. To provide services of any sort whatsoever for any Club or Association, body or person interested in or associated with the sport and recreation of Netball.
- 4.16. To do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the Association or any of them.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to members of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
 - 5.1. Of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association and of legitimate out of pocket expenses incurred in carrying out the duties of any member, officer or servant of the Association.
 - 5.2. Of interest on money lent by a member of the Association at a rate per annum not exceeding 2% above the base lending rate prescribed for the time being by the National Westminster Bank PLC (or, if none, another appropriate rate substituted by the Board of Directors).
 - 5.3. Of reasonable and proper rent and/or rates for
 - 5.3.1. premises demised or let by any Member of the Association or
 - 5.3.2. any other assets let to the Association.
6. The liability of the members is limited.
7. Every member of the Association who is entitled to vote at General Meetings of the Association, undertakes to contribute to the assets of the Association, in the event of the same being wound up whilst such Member is a Member, or within one year after such Member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before such Member ceases to be a Member and of the costs, charges and expense of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).
8. If upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation or organisations having objects the same as the objects of the Association and which further and develop amateur sport 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 Association under or by virtue of Clause 5 hereof, such organisation or organisations to be determined by Members of the Association at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some charitable object.