THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Tymhorau Dyfi Limited

Trading as **Tymhorau Cymru**
Company Number 14745786

PRELIMINARY

1. The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 Schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

INTERPRETATION

2. In these Articles:

- "**The Act**" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force.
- "**Member**" has the meaning given in section 112 of the Companies Act, which states the subscribers of a company's Memorandum are deemed to have agreed to be Members of the Company, and on its registration become Members. Members of Tymhorau Cymru are "Trading Members" who have a contractual relationship with Tymhorau Cymru. The term "Supporter member" identifies subscribing supporters, who are "Friends" or followers of the Company. Supporter members do not have voting rights.
- "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 on which it is to take effect.
- "Employee" means a person who is employed by the Company (whether full or part time) including a Director of the Company.
- "Executed" includes any mode of execution.
- "The Secretary" means 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.

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

THE COMPANY AND ITS AIMS AND OBJECTIVES

4. Tymhorau Dyfi Limited is a social enterprise not-for-profit membership organisation based in Cymru.

The **aims of the Company** are**:**

- to encourage circular economy models of land-based (and secondarily land-inspired) trade and community connectivity that benefit people, biodiversity and carbon reduction in Cymru;
- to facilitate and support Member businesses engaged in sustainable land use and craft and art businesses inspired by and sourced from the natural landscapes of Cymru.

The **objectives of the Company** are:

- to provide advice, support and information exchange between the organisation, its Members, and the wider community;
- to support the development of existing and new markets for Members' craft, art and land management products;
- to support start-up businesses and the establishment of new apprenticeships and work opportunities;
- to monitor and evaluate the delivery of the above aims and objectives.

ASSETS OF THE COMPANY

5. The income and property of the Company shall be applied in accordance with the objectives and powers of the Company. No portion shall be transferred to the Members of the Company except in payment for the provision of goods or services to the Company that will support the delivery of the Company's aims and objectives, such provision having been proposed by the CEO and ratified by the Board.

Payment may be for the cost of goods and/or services supplied to the Company, including for the repayment of any loans made by Members to the Company.

MEMBERS AND MEMBERSHIP CATEGORIES

6. Membership categories are Trading Members (or "Members"), and Supporter members (or "Friends").

All Trading Members and Friends pay a monthly subscription. The subscription rates for each category of membership are determined by the Board of Directors from time to time.

Supporter members (Friends), are an informal membership category of supporters or followers of Tymhorau Dyfi. Prospective Supporter members complete a simple application process and undertake to pay a monthly subscription.

Prospective **Trading Members** complete an application form which is submitted for approval by the CEO.

All new Trading Member applications will have a three-month trial period. During this period both parties may withdraw from the trial without prejudice. If the trial period is completed to the satisfaction of the CEO, the new Member will be approved and accepted as a Trading Member.

If approved, the Member's name, address and contact details are added to the **Members' Register.** Presence on the Members' Register defines contractual membership with Tymhorau Cymru (see Article 2).

7. The CEO may **admit to membership:**

- any person who has attained the age of eighteen years and who agrees with the aims and objectives of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex, sexual orientation or disability;
- any society, company, local authority or unincorporated association which agrees with the objectives of the Company provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 6.

8. Each Corporate Member organisation shall appoint a representative, who shall be entitled to receive notice of, attend and speak at General Meetings of the Company. Corporate Member organisations shall provide such confirmation of their choice of representative as may be required by the Company.

9. Any acceptance of an application for membership by the CEO shall be conditional on the applicant not being in arrears on the full amount of the membership subscription. No applicant shall be entered in the Register of Members until such subscription has been received by the Company.

REGISTER OF MEMBERS

10. The Company shall keep a Register of Members containing the name and address of every Trading Member, the date on which they became a Member and the date on which they ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members. Members shall inform the Board of Directors of a change of address.

CESSATION OF MEMBERSHIP

11. A Member shall cease to be a Member immediately that he/she/they:

a) fails/fail to pay the monthly subscription or other monies due to the Company; in this instance the CEO and/or Board may allow a delay to the payment of the subscription of up to three months by arrangement; or
b) ceases/cease to fulfil any of the qualifications for membership as specified by Article 6 and Article 7; or
c) resigns/resign in writing to the Board of Directors; or
d) dies/die, if an individual person; or
e) are wound up or go into liquidation if a corporate body or association.

12. The rights and privileges of a Member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.

COMPANY STRUCTURE: DECISION MAKING

13. Subject to the **Articles of Association**, the **Board of Directors** are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

For operational reasons, these responsibilities are delegated to the **CEO** for the purpose of ensuring that the day-to-day management of the organisation is effective and efficient. The CEO is responsible to the Board for the correct management of the Company and its assets.

14. Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.

No such special resolution invalidates anything which the Board have done before the passing of the resolution.

COMPANY STRUCTURE: LIMITED LIABILITY

15. Tymhorau Dyfi is a company limited by guarantee. The **guarantors** are the Members of the Company. The liability of the Members is limited to £1.

Every Member of the Company promises to pay up to £1.00 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a Member, in the event of the same being wound up while they are a Member or within one year after they cease to be a Member.

GENERAL MEETINGS

16. The Company may in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it.

17. The business of an Annual General Meeting shall include:

a) the receipt of the reports of the Chairperson and Board of Directors of the Company;
b) the consideration of accounts (if any) presented by the Board of Directors;
c) the election of any new members of the Board of Directors;
d) the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;
e) a decision on the application of any surplus;
f) the election of any Executive Officers;
g) the appointment and the fixing of the remuneration of the Auditors (if any).

All other business transacted at an Annual General Meeting shall be deemed Special.

18. General Meetings of the Company shall be held as per Article 16. However the Company in General Meeting may decide to hold a General Meeting more or less frequently.

19. The Board of Directors may, whenever they think fit, convene a General Meeting of the Company, or the Members may convene a General Meeting as provided by section 303 of the Act.

NOTICES

20. An Annual General Meeting and a meeting called for the passing of a Special Resolution as described in Article 30 shall be called by giving at least fourteen clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if agreement is obtained by no less than 90 % of the total membership as specified in the Act.

21. Notice of every General Meeting shall be given in writing to every Member of the Company and to the Auditors (if any) and shall be given personally or by sending it by email or post to them or their registered office or any address given by them for this purpose within the United Kingdom.

22. Where notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice and to have been affected at the expiration of forty-eight hours after notice has been posted. Notices sent by electronic communication must be done in accordance with the Act.

23. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of a General Meeting the exact nature of the business to be raised at the meeting shall be specified.

24. 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 proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. Every Member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.

26. No business shall be transacted at a General Meeting unless a quorum of Members is present in person or by proxy. **The quorum for a General Meeting shall be 25% of the membership entitled to vote, or 15 Members, whichever is the larger number**.

27. If within an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting Members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting the Members present shall be a quorum.

28. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be Chairperson.

29. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise, it shall not be necessary to give any such notice.

30. Decisions at General Meetings shall be made by passing Resolutions:

a) the decisions involving an alteration to the Articles of Association or the winding up of the company (other than those specified) and other decisions so required from time to time by statute and by these Articles shall be made by a **Special Resolution**. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the Members of the Company voting at an Extraordinary General Meeting;
b) all other decisions shall be made by **Ordinary Resolution** requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.

31. Members may vote on resolutions at General Meetings. Votes will be counted by a show of hands unless a secret poll is requested by:

a) the Chair, or
b) two or more Members present.

32. Unless a poll be so demanded a declaration by the Chairperson that a Resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the

Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the Resolution. The demand for a poll may be withdrawn.

33. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded. 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. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.

34. Votes may be given personally or by proxy appointed by the Member.

35. Each Member or proxy shall have one vote. A proxy has a right to speak at a General Meeting.

36. In the case of an equality of votes the Chair shall not have a second or casting vote.

37. Written Resolutions of the Members, passed in accordance with the Act, shall be as effective as Resolutions passed at a General Meeting.

BOARD OF DIRECTORS

38. The business of the Company shall be managed by a Board of Directors which shall be accountable to the Members. (See Article 13**.)**

39. At every third Annual General Meeting, one-third of the Board of Directors shall retire from office, the retiring Directors being those Directors longest in office. Retiring Directors shall be eligible for re-appointment without further nomination.

40. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not fewer than three.

41. The Board may at any time co-opt any person to the Board of Directors providing they are a Member of the Company and no more than three such co-options shall be made during one calendar year.

PROCEEDINGS OF THE BOARD OF DIRECTORS

42. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.

43. In the case of an equality of votes the Chairperson will not have a second or casting vote.

44. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.

45. The quorum necessary for the transaction of business of the Board of Directors shall be three Directors.

46. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in these Articles, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.

47. The Chairperson or in their absence some other Director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.

48. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any Sub-Committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any Member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.

49. A Resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

POWERS OF THE BOARD OF DIRECTORS

50. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.

51. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.

52. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

53 The Board of Directors may delegate any of its powers to Sub-Committees consisting of such Members of the Company as it thinks fit. Any Sub-Committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.

54. All receipts for moneys paid to the Company shall be executed in such manner as the Directors shall from time to time direct, providing that all instruments of expenditure above a specified amount must be approved by a least two unrelated Directors.

55. The CEO and one Director appointed by the Board will jointly sign on behalf of the Company any legal documents, including leases, where signatures are required in the execution of the Company's powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

56. The office of a Director shall be immediately vacated if he/she/they disqualifies / disqualify themself or themselves as a result of Article 56 a, b, c, d, or e (below).

In the circumstances set out in Article 56 f, g, or h (below), the Board must meet as soon as possible after the event to vote upon the removal of the Director in question. The vote and its result are to be recorded in the minutes of the meeting.

He/she/they

a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
b) becomes business bankrupt or makes any arrangement or composition with their creditors generally; or
c) is being treated by a registered medical practitioner who gives a written opinion to the Company stating that the individual has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
d) is subject, by reason of his/her/their mental health, to a court order which wholly or partly prevents him/her/them from personally exercising any powers or rights which that person would otherwise have; or
e) resigns his/her/their office by notice to the Company.
f) shall for more than three consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her/their office be vacated; or
g) is removed from office by Resolution of the Company in an Extraordinary General Meeting in accordance with Section 168 of the Act: or
h) behaves in such a way as to bring the Company, its officials or Members into disrepute in the opinion of the Board.

REMUNERATION OF DIRECTORS

57. Directors may:

a) be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company; and
b) be reimbursed any loans made by them according to a loan agreement signed by at least 2 Directors other than the loan provider.

SECRETARY AND OTHER EXECUTIVE OFFICERS

58. Subject to the provisions of the Act, the Secretary and other Executive Officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them.

ACCOUNTS

59. The Board of Directors shall cause proper books of account to be kept with respect to:

- all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- all sales and purchases of goods and/or services by the Company;
- the assets and liabilities of the Company.

60. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

61. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit and shall always be open to the inspection of all Members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.

62. The Board of Directors shall in accordance with their statutory obligations cause to be prepared and laid before the Board of Directors such income and expenditure accounts, balance sheets and reports as are required by statute.

APPLICATION OF SURPLUS

63. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved by the Members:

a) to create a general reserve for the continuation and development of the Company;
b) to make a payment for social or charitable purposes.

RULES

64. The Board of Directors may from time to time make such Rules as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule shall be inconsistent with or shall affect or repeal anything contained in the Articles of the Company.

INDEMNITY

65. Every Member, Director, Company Secretary, Auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her/them in or about the execution or discharge of the duties of her/his office. Except where such losses shall, in the opinion of the majority of Directors, cause detriment and financial hardship to the Company or is inappropriate with the Objectives of the Company or that such liabilities shall be attributable to:

a) fraud or other matters in respect of which the Member concerned shall be convicted of a criminal offence; or
b) negligence or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

DISSOLUTION

66. In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the Individual Members but shall be transferred in the furtherance of the Objectives to any organisation having Objectives similar to or compatible with the Objectives of the Company, as may be determined by the membership, or in so far as the assets are not transferred, shall be held for charitable purposes.

AMENDMENT TO ARTICLES

67. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 30 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

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(2025 Articles of Association Tymhorau Dyfi Ltd

Approved by the Board of Directors August 2025 and ratified by members nem com)