



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 8004161

The Registrar of Companies for England and Wales, hereby certifies that

**CAMBRIAN MINES TRUST**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **23rd March 2012**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

# OBJECTS OF ASSOCIATION FOR CAMBRIAN MINES TRUST. A PRIVATE COMPANY LIMITED BY GUARANTEE WITH NO SHARE CAPITAL

## **Object**

**1.** The object of the Trust is to advance the education of the public by securing the preservation restoration improvement enhancement and maintenance of features and objects of industrial, scientific, social and historical interest relating to the winning and working of minerals, slate and stone in Wales and the counties immediately adjoining including the provision of museums and visitor centres for the display of such features and objects and the organisation of meetings, exhibitions, lectures, publications and other forms of instruction relevant to the historical, social and industrial development of mining and quarrying in the said area, for the benefit of the people.

## **Powers**

**2.** In furtherance of the above-mentioned object but not further or otherwise and shall have the following powers:-

- (a) To preserve restore reopen and recreate for the benefit of the public, mines, quarries, pits, levels, drives and drifts, both surface and underground associated features, and where appropriate to promote and set up museums, visitor centres and visual and aural aids to interpretation in connection therewith.
- (b) To acquire artefacts for museums and visitor centres and carry out restoration and research work and to educate the public by the display and dissemination of the results of the restoration and research conducted and to carry out works for the improvement and development of the museums or visitor centres.
- (c) To provide educational and lecturing facilities and tours at the museum or visitor centre.
- (d) Subject to the provisions hereinafter contained as to any property subject to the jurisdiction of the Charity Commissioners of England and Wales, to purchase, take on lease, or in exchange hire or otherwise acquire any real or personal property and any rights or privileges the acquisition of which the Trust may from time to time think necessary for the promotion of its objects or any of them, and to construct, maintain, add to, improve, furnish, equip and alter any building or erection necessary for the work of the Trust.
- (e) Subject to such consents as are required by law to sell, let, mortgage, turn to account, manage and improve all or any of the property or assets of the Trust subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits for the time being attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Trust may be obliged or required or ought to do as the owner of such property or assets, but subject to the following restrictions:
  - 1. The Trust shall create not mortgage, charge, pledge or any encumbrance (other than those arising by operation of law) over any exhibit or material comprised in or acquired for the purposes of display in the Museum and provided further that no such exhibit or material shall be disposed of unless it is offered first to any charitable

institution, museum, school, college or university by exchange, gift or private treaty sale before such exhibits or materials are offered for sale to the public by auction or in any other manner.

2. In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust shall not sell, mortgage, charge, or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the extent as they would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees, but they shall, as regards any such property be subject, jointly and separately to such control or authority, as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

- (f) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or other lawful methods, and to accept and receive any gifts or property of any description, whether subject to any special trust or not, for any one or more of the objects of the Trust.
- (g) To act as trustees and to undertake and execute any charitable trust which may lawfully be undertaken by the Trust and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Trust, gratuitously or otherwise.
- (h) To retain or employ professional or technical advisers or workers not being members of the Board in furtherance of the objects of the Trust and to pay such fees for their services as are reasonable.
- (i) To employ any Trust, person or firm (other than as a Trustee) to manage or assist in the day-to-day management of the Trust and of the Trust's Property or any part thereof subject always to the control and supervision of the Trustees and upon such reasonable terms as the Trustees think fit and to employ and pay a Museum Director and a Clerk to the Trustees and such other officials or staff as the Trustees may in their discretion from time to time determine and to fix such salary subject always to Clause 4 hereof as the Trustees may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such employment upon such terms as the Trustees may decide.
- (j) To take such steps by personal or written appeals, public meetings, film shows, sales of booklets souvenirs and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Trust to carry out any of its objects which may require such assistance.
- (k) Subject to such consents as may be required by law and to the limitation provided by Clause 3(e) above to borrow, or raise money for the purposes of the Trust on such terms and in such manner as may be thought fit
- (l) To subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its object

- (m) To make any charitable donation either in cash or assets which the Trust may deem expedient.
- (n) To invest the moneys of the Trust 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.
- (o) To procure and print, publish, issue and distribute gratuitously or otherwise, newspapers, periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature.
- (p) To establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporate, established for charitable purposes only and for the purpose of promoting any objects of the Trust to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity.
- (q) To transfer or make over with or without valuable consideration any part of the property or assets of the Trust not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Trust.
- (r) To amalgamate, federate, affiliate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Trust, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Trust.
- (s) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (t) To insure the Trust's property against such risks as the Trustees of the Trust for the time being shall consider it prudent or necessary to insure against and to make reasonable and proper provision for public liability insurance in relation to the activities of the Trust.
- (u) To make rules and regulations with regard to the affairs or the management of the Trust and the museum or visitor centre Provided that such rules and regulations are not inconsistent with the provisions of the Memorandum and Articles of Association.
- (v) To co-operate with, exchange information and advice with, and render financial and other assistance to associations, whether incorporated or unincorporated, the objects of which are exclusively charitable and are of a nature likely to promote the objects of the Trust, but so that nothing herein shall authorise the application of the funds of the Trust to any objects not exclusively charitable.
- (w) To pay out of the Funds of the Trust the costs, charges and expenses of and necessary for the formation and registration of the Trust.
- (x) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that the objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.