

No: 1276976

Charity Reg. No. 505609

THE COMPANIES ACTS 1948-1967
COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED

Incorporated the 13th day of September 1976

ATHAN MORGAN & SHIBKO
22 ST. ANDREWS CRESCENT
CARDIFF

NO: 1276976

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that THE GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED is this day Incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Cardiff this 13th day of September 1976.

D. A. PENDLEBURY

Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED

1. The name of the Company (hereinafter called "the Trust") is THE GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED.
2. The registered office of the Trust will be situated in Wales.
3. The object for which the Trust is established is to advance the education of the public in archaeology.
 - A. In furtherance of the stated object:-
 - (1) To arrange for archaeological excavations, surveys, reports and advice and for any consequent or similar activities.
 - (2) To arrange for the publication, where appropriate, of the results of such archaeological work.
 - (3) To arrange for the safe-keeping of all records resulting from such archaeological work and for their eventual deposition.
 - (4) To arrange for the safe-keeping of all materials and objects recovered as a result of such archaeological work and, where appropriate to arrange for their eventual deposition.
 - (5) To accept and administer funds provided for such archaeological work.
 - (6) To provide, acquire, maintain and manage premises, vehicles and equipment to enable the execution of such archaeological work.
 - (7) To employ and remunerate suitable personnel to carry out such archaeological work.
 - B. In furtherance of the said object but not otherwise the Trust shall have the following powers:-
 - (1) To acquire and take over all or any part which the Trust may lawfully acquire or take over of the property, assets, liabilities and engagements of any one or more charitable companies, societies, associations or bodies having objects similar to those of the Trust, and to amalgamate with any such companies, societies associations, or bodies.
 - (2) To promote and encourage the objects of the Trust by means of the circulation of all forms of printed matter, and to print publish and sell books, papers, circulars, and periodicals, requisite for that purpose, and by means of the organisation of expeditions, excursions and the like and the provision of tickets, conveyances, and other travelling facilities to encourage the collection and dissemination of knowledge.

- (3) To promote lectures and meetings and by these means and by television and radio, sound recording and projecting instruments, photographs, films, exhibitions, libraries and the collection of objects which are of archaeological or scientific interest, to disseminate knowledge useful for the objects of the Trust, and to manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature.
- (4) To adopt such means of making known the work and aims of the Trust and to take such steps by personal or written appeals and public meetings to procure contributions to the funds or assets of the Trust.
- (5) For all or any of the objects of the Trust to employ archaeologists, secretaries, clerks, wardens, keepers, and assistants together with lecturers, guides and professional assistance of all kinds, and to remunerate any person for services rendered.
- (6) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary for the work of the Trust.
- (7) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (8) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust.
- (9) To accept, borrow or raise money for the purposes of the Trust.
- (10) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time 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.
- (11) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes or calculated to further the objects of the Trust.
- (12) To do all such other things as will further the above objects or any of them.

Provided that:-

- (a) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) 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.

- (c) 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 Trustees of the Trust shall be chargeable for any such property that 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 same extent as they would as such 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 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.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust nor prevent the payment of interest at a rate not exceeding 1 per cent per annum over the current bank base Rate at a date fourteen days before due date for the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Trust or payment for the hire of equipment; but so that no Trustee of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust of payment for the hire of equipment; provided that the provision last aforesaid shall not apply to any payment to any company of which a Trustee may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

A Trustee (including a director or other officer of a Trustee which is a company) and any connected person may enter into a contract with the Trustees to supply goods or services in return for a payment or other material benefit but only if: the goods or services are actually required for the Charity; the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees. Where such award is determined by the Trustees the Trustee benefiting from the award shall declare an interest before the meeting or at the meeting before discussion on the matter begins, be absent from the meeting for that item unless expressly invited to remain in order to provide information, not be counted in the quorum during that part of the meeting, and be absent during the vote and have no vote on the matter.

5. The liability of the members is limited.
6. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust 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 contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Trust, and

which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which receipts and expenditure takes place, of all sales and purchases of goods or services by the Trust and of its property, and credits and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the income and expenditure of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dr. Hubert Newman Savory, Department of Archaeology, National Museum of Wales, Cathays Park, Cardiff – Keeper of Archaeology.

Mr. Peter Vernon Webster, University College, 38 & 40, Park Place, Cardiff – Lecturer in Archaeology.

Dr. Michael Grierson Jarrett, Department of Archaeology, University College, 38 & 40 Park Place, Cardiff – Reader in Archaeology.

Mr. Leonard Allen Probert, 41, Union Road, Abergavenny, Gwent – Retailer.

Mr. Evan Cefni Barnett, The Museum, John Frost Square, Newport, Gwent – Curator – Newport Museum.

George Counsell Boon, Department of Archaeology, National Museum of Wales, Cathays Park, Cardiff – Keeper of Archaeology.

Ian Stanley Burge, Glen Usk, Caerleon, Gwent – Solicitor.

Dr. William Harry Manning, 108, Plymouth Road, Penarth – Senior Lecturer in Archaeology.

Bernard Hugh Morris, 14, Hillside Crescent, Uplands, Swansea – Chartered Surveyor.

Dated this 12th day of August 1976.

Witness to the above Signatures:-

A. J. SAUNDERS,

Solicitor,

Cardiff.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE GLAMORGAN-GWENT ARCHAEOLOGICAL TRUST LIMITED.

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

| WORKS | MEANINGS |
|--------------------|---|
| The Act | The Companies Act, 1948. |
| These presents | These Articles of Association, and the regulations of the Trust from time to time in force. |
| The Trust | The above-named Company. |
| The Trustees | The Board of Trustees for the time being of the Trust. |
| The Office | The registered office of the Trust. |
| The Seal | The common seal of the Trust. |
| The United Kingdom | Great Britain and Northern Ireland. |
| Month | Calendar month. |
| In Writing | Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form. |

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

1. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.
2. The number of members with which the Trust proposes to be registered is one hundred but the Trustees may from time to time register an increase of members.
3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.
6. The Trustees shall from time to time decide upon the annual subscription to be paid by each member and in the event of this being overdue and unpaid for 12 months or more, membership may be revoked by the Trustees.
7. A member may by notice in writing to the Trustees resign his membership but any such resignation shall be without prejudice to any claim which the Trust may have against the member for any sums payable by him to the Trust.
8. Membership shall be purely personal and shall be incapable of transfer or transmission.

GENERAL MEETINGS

9. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that

business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereafter, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided Eight Members of the Trust personally present shall be a quorum.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
17. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there is no such Chairman, or if at any meeting he shall be unwilling to preside, the members present shall choose another Trustee or if no such Trustee be present, or if all the Trustees present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.
18. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total

voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman or a meeting, or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every member shall have one vote.
25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any), which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only be proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“

“I, _____,
“of _____,
“a member of _____,
“hereby appoint _____,
“of _____,
“and failing him _____,
“of _____,
“to vote for me and on my behalf at the (Annual or Extraordinary, or
“Adjourned, as the case may be) General Meeting of the Trust to
“be held on the _____ day of _____
“and at every adjournment thereof.

“as witness my hand this _____ day of _____ 19 . “

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

BOARD OF TRUSTEES

31. Until otherwise determined by a General Meeting, the number of Trustees shall not be less than four nor more than nine and shall include the Chairman.

32. The first Trustees shall be the first seven subscribers to the Memorandum of Association.

33. The Trustees may from time to time and at any time appoint any member of the Trust as a Trustee, either to fill a casual vacancy or by way of addition to the Board of Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

34. The Trust may, at any General Meeting fill up a vacant office of Trustee by electing a person thereto.

35. No person shall, unless recommended by the Trustees for election, be eligible for election as a Trustee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned

shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

36. The Trust may from time to time in General Meeting increase or reduce the number of Trustees and may make the appointments necessary for effecting any such increase.
37. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any Trustee and may by an Ordinary Resolution appoint another qualified member in his stead.
38. No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a Trustee.

DISQUALIFICATION OF TRUSTEES

39. The office of a Trustee shall be vacated:-
 - (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Trust.
 - (D) If by notice in writing to the Trust he resigns his office,
 - (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

POWERS OF THE TRUSTEES

40. The business of the Trust shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust and as are not by statutory or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

41. The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE TRUSTEES

42. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
43. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
44. The Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairman of the meeting.
45. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Trustees generally.
46. The Trustees may delegate any of their powers to committees consisting of such member or members of the Trust as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.
47. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
48. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting, or by the

Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. A resolution in writing signed by all Trustees for the time being or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

SECRETARY

50. The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

51. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, and in the presence of at least two Trustees and of the Secretary, and the said Trustees and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

52. The Trustees shall cause proper books of accounts to be kept with respect to:-
- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Trust; and
 - (C) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Trust and to explain its transactions.

53. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of a Trustee.

54. The Trustees shall from time to time determine whether and to what extent at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in General Meeting.
55. At the Annual General Meeting in every year the Trustees shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trusts made up to a date not more than three months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 16 of the Act and section 14 of the Companies Act 1967.

AUDIT

56. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
57. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and sections 13 and 14 of the Companies Act 1967, the Trustees being treated as the Directors mentioned in those sections.

NOTICES

58. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.
60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

61. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dr. Hubert Newman Savory, Department of Archaeology, National Museum of Wales, Cathays Park, Cardiff – Keeper of Archaeology.

Mr. Peter Vernon Webster, University College, 38 & 40, Park Place, Cardiff – Lecturer in Archaeology.

Dr. Michael Grierson Jarrett, Department of Archaeology, University College, 38 & 40 Park Place, Cardiff – Reader in Archaeology.

Mr. Leonard Allen Probert, 41, Union Road, Abergavenny, Gwent – Retailer.

Mr. Evan Cefni Barnett, The Museum, John Frost Square, Newport, Gwent – Curator – Newport Museum.

George Counsell Boon, Department of Archaeology, National Museum of Wales, Cathays Park, Cardiff – Keeper of Archaeology.

Ian Stanley Burge, Glen Usk, Caerleon, Gwent – Solicitor.

Dr. William Harry Manning, 108, Plymouth Road, Penarth – Senior Lecturer in Archaeology.

Bernard Hugh Morris, 14, Hillside Crescent, Uplands, Swansea – Chartered Surveyor.

Dated this 12th day of August 1976.

Witness to the above Signatures:-

A. J. SAUNDERS,

Solicitor,

Cardiff.