

**Memorandum of Association
of
THE SKI COUNCIL OF WALES**

A Company Limited by Guarantee and not having a share capital

Company Number 2918336

Approved 12th June 2010

NAME

1. The name of the Company (hereinafter called “the Association”) is “THE SKI COUNCIL OF WALES” trading as “Snowsport Cymru/Wales” for the purposes of managing governing body business and as “Ski and Snowboard Centre Cardiff” for the purposes of managing the ski centre in Fairwater Park, Cardiff.

REGISTERED OFFICE

2. The Registered Office of the Company will be situated in Wales.

OBJECTS

3. The objects for which the Company is established are : -
 - 3.1 To be the Governing Body of snowsports in Wales,
 - 3.2 to facilitate the raising of the standard of Welsh snowsports by encouraging the promotion of conferences, courses, demonstrations, competitions and other such events,
 - 3.3 to recruit and train leaders, instructors, coaches and officials, to train and develop competitors,
 - 3.4 to encourage the development of snowsports clubs and associations,
 - 3.5 to represent Welsh Snowsports athletes on appropriate national and international organisations,
 - 3.6 to oppose the use and/or distribution of illegal substances,
 - 3.7 to cooperate with all Anti doping rules and all testing agencies in accordance with the UK Sport rules and regulations on drug abuse,
 - 3.8 to engage in such other activities as are incidental or conducive to the attainment of these objects.

POWERS

4. The Company shall have the following powers exercisable in furtherance of its objects but not otherwise namely:

- 4.1 to subscribe guarantee or lend money to any organisation, association or institution for any purpose calculated to further the objects of the Company;
- 4.2 to assume the assets and other rights and discharge the liabilities and responsibilities of the former unincorporated body known as; "The Ski Council of Wales"
- 4.3 to raise money by public appeals, sponsorships or otherwise and to apply the same, together with all other funds and property of the Company, in the furtherance of any of the Company's objects, and to hold and invest all monies not applied for such purposes as the Company may from time to time direct;
- 4.4 to establish undertake or administer any trusts for the furtherance of any of the objects of the Company and to hold and administer any property or funds subject to any such trusts;
- 4.5 to hold or assist in holding exhibitions, competitions conferences and other functions for the purpose of promoting its objects;
- 4.6 to print, publish or sell any newspapers, periodicals, books or leaflets, and to create and manage any web site that the Company may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects;
- 4.7 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Company;
- 4.8 to sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;
- 4.9 to undertake and execute any agency business and enter into any contracts which may seem directly or indirectly conducive to the objects of the Company and may lawfully be undertaken by the Company;
- 4.10 to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit;
- 4.11 to maintain and to open such accounts with banks or other financial institutions as it requires and to invest the monies of the Company 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;

- 4.12 to employ any persons it sees fit on such terms and at such remuneration as it sees fit and grant pensions, allowances, gratuities expenses and bonuses to employees or ex-employees of the Company or the dependants of such persons and to pay proper and reasonable expenses to members of the Company when engaged in Company business;
- 4.13 to form, take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the Company under or by virtue of the provisions of this Memorandum of Association;
- 4.14 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the Company is authorised to form, take over or acquire;
- 4.15 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations which the Company is authorised to take over or acquire;
- 4.16 to take out, maintain and pay the premiums for such insurances as it considers requisite to protect the Company and its assets, members and staff;
- 4.17 to conduct such commercial activities as are considered in furtherance of the objects of the Company;
- 4.18 to do all such other lawful things including entering into legal agreements as are considered necessary to the furtherance of the objects of the Company.

PROVISOS

- 5. It is hereby provided as follows:
 - 5.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal or invest the same in such manner as allowed by law, having regard to such trusts;
 - 5.2 the income and property of the Company shall be applied solely towards the promotion of the objects of the Company 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 Company provided that nothing herein shall prevent;
 - 5.2.1 any payment in good faith by the Company of reasonable and proper remuneration to any officer or servant of the Company or to any Member in return for any services actually rendered to the Company;

- 5.2.2 the award in good faith of any prize to any competitor, or entrant at a contest who may be, or may be bona fide associated with, a Member;
 - 5.2.3 the payment of interest on any money lent by any Member at a rate per annum not exceeding 3% more than the base rate prescribed from time to time by the bank then utilised by the Company;
 - 5.2.4 the payment of reasonable and proper rent for premises demised or let by any Member;
 - 5.2.5 The payment of usual professional charges of the business of the Company.
6. If upon the winding up or dissolution of the Company 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 but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company 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 upon the Company under or by virtue this Memorandum of Association such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if in so far as effect cannot be given to the aforesaid provisions then to some charitable object.