

Company number 5848399
PRIVATE COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of ONLY CONNECT UK (Company)
6th October 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (Resolution).

SPECIAL RESOLUTION

1. THAT with effect from 6th October 2015:

1.1. The following Articles of the Articles of Association of the Company be deleted in their entirety

1.1.1 Article 2

1.1.2 Article 3

1.1.3 Article 4

1.1.4 Article 29

1.1.5 Article 31(3)

1.1.6 Article 42(1)

1.1.7 Article 50(2)(a)

1.2 The following will be added as a new Article 2 into the Articles of Association of the Company:

"2 As from the adoption of these Articles, the sole member of the Charity shall be Catch 22 Charity Limited (charity number 1124127 and company number 6577534) "

1.3 The following will be added as new Articles 3, 4, 29, 31(3) and 50(2)(a) into the Articles of Association of the Company

"3 Not used."

"4 Not used "

WEDNESDAY



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LD5 28/10/2015 #31
COMPANIES HOUSE

"29 Notwithstanding articles 26 and 27 the sole member of the Charity may appoint, and may likewise remove, a Director by serving written notice to that effect on the Charity "

"31(3) Not used "

"42(1) Not used."

"50(2)(a) Not used "

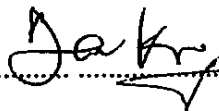
- 16 Article 9(2) of the Articles of Association of the Company be amended so that the words "2 members" are replaced with the words "1 member".

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 6th October 2015, hereby irrevocably agrees to the Resolution

Signed by DANNY KRUGER


.....

Date:

2 Oct 2015
.....


Signed by EMMA KRUGER


.....

Date:

2/10/2015
.....

Signed by JAMES DEACON:


.....

Date

2nd October 2015
.....

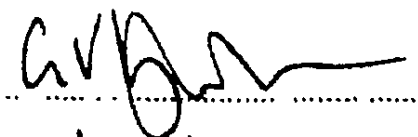
Signed by JANE FELLOWS:


.....

Date

5/10/15

Signed by GILES INGLIS-JONES


5/10/15

Date:

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods

By hand delivering the signed copy to Mr Mat Ilic at 32 CUBITT STREET LONDON WC1X 0LR

Post returning the signed copy by post to Mr Mat Ilic at 32 CUBITT STREET LONDON WC1X 0LR

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to mat.ilic@oclondon.org. Please type "Written resolutions dated 6th October 2015" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 8th October 2015, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

Memorandum of Association of Only Connect UK

1. The company's name is Only Connect UK (and in this document is called the Charity).
2. The Charity's registered office is to be situated in England.
3. The Charity's objects (the Objects) are to advance the prospects of prisoners and ex-offenders and young people at risk of crime in London, and their families through the provision of arts projects and productions, personal development and community activities.
4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purposes):
 - (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011 if it wishes to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause,
 - (k) to

- (i) deposit or invest funds;
- (ii) employ a professional fund-manager, and
- (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;
 - (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - (n) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) The liabilities referred to in sub-clause (1)(l) are.
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity,
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful recklessness misconduct of the Director or other officer,
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-clause (2)(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation
5. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the charity's expense.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Director may.

- (a) buy any goods or services from the Charity,
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

(5) In sub-clauses (2) – (4) of this clause 5.

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the Board of the company

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributors among themselves.

8. (1) The member of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has

been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects, or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects,
- (2) Subject to any such resolutions of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects;
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names and Addresses of subscribers




CHRISTOPHER WRIGHT

26 MILLGATE, WIMBORNE
DORSET

Dated: 27 October 2015

Witness to the above signatures

Signature. 

Name: MADELINE ANDERSON

Address: FLAT 1, 37 ECKSTEIN ROAD, LONDON SW11 1QE

Occupation: HEAD OF SOCIAL ENTERPRISE

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

Articles of Association of Only Connect UK

Interpretation.

1. In the articles.

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the charity's memorandum of association;

"officers" includes the directors and the secretary (if any);

"the seal" means the common seal of the charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the charity;

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members.

2. As from the adoption of these Articles, the sole member of the Charity shall be Catch22 Charity Limited (charity number 1124127 and the company number 6577534)

Classes of membership.

3. Not used.

Termination of Membership

4. Not used.

General meetings.

5. (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The Directors may call an extraordinary general meeting at any time.

Notice of general meetings.

7. (1) The minimum periods of notice required to hold a general meeting of the Charity are.
- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed.
- In the case of an annual general meeting, by all members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95% of the total voting rights
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Directors and auditors.
8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings.

9. (1) No business shall be transacted at any general meeting unless a quorum is present

(2) A quorum is:

- 1 member present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- one tenth of the total membership at the time

whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

10 (1) If

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

(2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the directors shall chair the meeting.

(3) If there is only one Director present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

12 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 13 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded-
- (a) by the person chairing the meeting, or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have

- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

- 16 (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation, shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes money to the Charity.
- 17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18 (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Directors

- 19 (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 31.
- 20 The minimum number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 21 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
- 22 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors.

- 23 (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Memorandum, Articles or any special resolution.

- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement of Directors.

- 24 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.
- 25 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Directors.

- 26 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Director; and
 - determine the rotation in which any additional Directors are to retire.
- 27 No person other than a director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director,
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 28 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

29. Notwithstanding articles 26 and 27, the sole member of the Charity may appoint, and may likewise remove, a Director by serving written notice that effect on the Charity
30. The appointment of a Director, whether by the charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of directors.

31. A Director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) is disqualified from acting as a Trustee by virtue of 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (3) Not used.
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) resigns as a director by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

Directors' remuneration.

32. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Directors.

- 33 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any director may call a meeting of the Directors.
 - (3) The Secretary must call a meeting of the Directors if requested to do so by a Director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 34 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

- (2) The quorum shall be two or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 35 If the number of Directors is less than the number fixed as the quorum, the continuing directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 36 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.
- 37 (1) A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors (as the case may be) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation.

- 38 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
 - (3) The Directors may revoke or alter a delegation.
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 39 A Director must absent himself or herself from any discussion of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)
- 40 (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office,
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting.

- (2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for paragraph 40(1), the resolution would have been void, or if the director has not complied with article 39.

Seal

- 41 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

- 42 The Directors must keep minutes of all.
 - (1) appointments of officers made by the Directors;
 - (2) proceedings at meetings of the Charity,
 - (3) meetings of the Directors and committees of Directors including
 - (a) the names of the Directors present at the meeting;
 - (b) the Decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 43 (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

44 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission,
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

45 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

46 (1) The charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

47 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

48 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.

(3) A notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted, or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 49 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 50 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them.
- (a) Not used.
 - (b) the conduct of members of the Charity in relation to one another, and to the charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Signatures, Names and Address of Subscribers



CHRISTOPHER WRIGHT

26 MILL GATE
WIMBORNE, W9 2F 4TS

Dated: 27th October 2015

Witness to the above signatures



Name: MADELINE ANDERSON

Address: FLAT 1, 37 ECKSTEIN ROAD, LONDON SW11 1QE

Occupation: HEAD OF SOCIAL ENTERPRISE

Ben Edgington

From: Danny Kruger <dkruger@westlondonzone.org>
Sent: 27 October 2015 10:23
To: Max Lic; Ben Edgington
Subject: Memorandum

I, the undersigned, wish to be formed into a company under this Memorandum of Association.

**DANNY KRUGER
27 OCTOBER 2015**

--
Danny Kruger

--
Chief Executive
West London Zone
Collective Impact for Children and Young People
147a Fincham Road
London, W10 6TH
www.westlondonzone.org | dkruger@westlondonzone.org
0207 528 4044

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Ben Edgington

From: Emma Kruger <emma.kruger@ocdondon.org>
Sent: 27 October 2015 10:25
To: Matt Ilic
Cc: Ben Edgington
Subject: Memorandum

I, the undersigned, wish to be formed into a company under this Memorandum of Association.

EMMA KRUGER
27 OCTOBER 2015

--
Emma Kruger
Co Founder

Only Connect
32 Cubitt Street
London WC1X 0LR

www.onlyconnect.london
emma@onlyconnectuk
DL: 0207 271 6939
MOB: 07415 112 866

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Ben Edgington

From: Giles Jones <giles477@btinternet.com>
Sent: 27 October 2015 11:45
To: Mat Ilc'
Cc: Ben Edgington
Subject: RE: DEADLINE - Mem and Arts

I, the undersigned, wish to be formed into a company under this Memorandum of Association.

Giles Ingis-Jones
27 Oct 2015

Ingis Jones Kincaid Ltd
info@ijltd.co.uk
0207 183 3745
07725 289510
www.ijltd.co.uk

Have UK recruitment agencies at www.ijltd.co.uk and follow us on    

From: Mat Ilc' [mat.ilc@ockindon.org]
Sent: 27 October 2015 09:52
To: Dorey Kruger <dkruger@westlondonzone.org>; Emma Kruger <emma.kruger@edondon.org>; Giles U <giles477@btinternet.com>; Jane Fellowes <jane.fellowes1@gmail.com>; Chris Wright (Chief Executive) <Chris.WrightChiefExecutive@catch-22.org.uk>
Cc: Ben Edgington <Ben.Edgington@catch-22.org.uk>
Subject: DEADLINE - Mem and Arts

Hi all

This Friday is the deadline by which we need to submit our revised Mem and Arts to Companies House/ Charities Commission along with the resolution and the Minute agreeing to the change.

Could you all please reply to me/Ben on this e-mail saying (ideally today)

I, the undersigned, wish to be formed into a company under this Memorandum of Association.

YOUR NAME
TODAY'S DATE

We'll execute hard copy signatures at the next meeting of the Board which will likely be in early Dec.

Many thanks

Mat Ilc'

—

Executive Director

Ben Edgington

From: Mat Illic <mat.illic@oclondon.org>
Sent: 27 October 2015 11:38
To: Ben Edgington
Subject: Fwd: DEADLINE - Mem and Arts

Mat Illic

—

Executive Director

Only Connect
32 Cuffitt Street
London WC1X 0LR

www.onlyconnect.london | info@onlyconnect.uk
DL: 0207 478 8232
MOB: 0797 613 6446

----- Forwarded message -----

From: Jane Fellowes <jane.fellowes1@gmail.com>
Date: 27 October 2015 at 09:57
Subject: Re: DEADLINE - Mem and Arts
To: Mat Illic <mat.illic@oclondon.org>

I, the undersigned, wish to be formed under this Memorandum of Association

Jane Fellowes

October 27th, 2015

Sent from my BlackBerry® wireless device

From: Mat Illic <mat.illic@oclondon.org>
Date: Tue, 27 Oct 2015 09:51:46 +0000
To: Danny Kruger <dkruger@westlondonzone.org>; Emma Kruger <emma.kruger@oclondon.org>; Giles II <giles471@hotmail.com>; Jane Fellowes <jane.fellowes1@gmail.com>; Chris Wright (Chief Executive) <Chris.WrightChiefExecutive@catch-21.org.uk>
Cc: Ben Edgington <Ben.Edgington@catch-21.org.uk>
Subject: DEADLINE - Mem and Arts

Hi all

This Friday is the deadline by which we need to submit our revised Mem and Arts to Companies House/ Charities Commission along with the resolution and the Minute agreeing to the change.

Could you all please reply to me/Ben on this e-mail saying (ideally today)

COMPANY NUMBER: 5848399

CHARITY NUMBER: 1116147

ONLY CONNECT UK

("the Company")

Minutes of a meeting of the board of trustees of the Company held on 5 October 2015 at 8 30am.

1. Purpose of agenda item

- 1 1 The Chair reported that the meeting had been convened to consider and, if thought fit, approve and authorise certain transactions and matters relating to the Company, and to authorise certain individuals to approve, negotiate, execute, sign and deliver the related documentation
- 1 2 It was reported that the transactions to be considered related to the change of membership of the Company whereby Catch 22 Charity Limited ("Catch 22"), a charitable company limited by guarantee, becomes the sole member of the Company with effect from 5th October 2015 (the "Completion Date") (the "Strategic Partnership").

2. Disclosure of interests

- 2 1 It was noted that no trustees had any interests in the matters to be dealt with at the meeting, which it was necessary to disclose pursuant to section 177 of the Companies Act 2006 and/or the Articles of Association of the Company
- 2 2 It was noted that Danny Kruger had been appointed to the board of Only Connect and Emma Kruger had joined the board of Only Connect.
- 2 3 It was further noted that.
 - 2 3 1 Catch 22 proposed that Danny Kruger join the board of Catch 22,
 - 2 3.2 The Directors of Only Connect proposed that Danny Kruger be appointed as chair of the board of the Company,
 - 2 3 3 Only Connect proposed that Chris Wright join the board of Only Connect, and
 - 2 3 4 Mat Ilic be employed by Catch 22 as Strategic Director for Justice with responsibility for oversight of Only Connect's operational activities,

in each case with effect from the Completion Date

3. Documents presented

- 3 1 The heads of terms dated 18 August 2015 (the "Heads of Terms") were circulated to the trustees in advance of the meeting and drafts of the following documents were presented to the meeting in accordance with the terms of the Heads of Terms

3 1 1 draft grouping agreement between Catch 22 and Only Connect

3 1 2 draft Written Resolution to be sent to every eligible member

(together the "Documents").

- 3 2 Each of the Documents was read and carefully considered

- 3 3 It was noted that Nate Sence had resigned as Company Secretary at the board meeting dated 4 September 2015. It was further noted that Ben Edgington is to be appointed as new Company Secretary for Only Connect

Danny Kruger and Emma Kruger left the meeting

- 3 4 It was noted that the Chairperson had, pursuant to a delegated authority at the board meeting on 4 September 2015, entered into a consultancy agreement on behalf of the Company with Emma Kruger ("EK"). The Chairperson explained that the payment appeared to be reasonable in relation to the services provided

- 3 5 The Chairperson referred to the Charity Commission Guidance CC11 which was circulated to the Trustees in advance of the meeting and noted that the Trustees had regard to this guidance when deciding whether to appoint EK as a consultant.

The Trustees agreed that having reviewed the terms of the EK's appointment (including the services provided and the payment to be made) and the Charity Commission Guidance CC11, the appointment of EK as a consultant is in the best interests of OC and the delegated authority of the Chairperson was accordingly ratified

Danny Kruger and Emma Kruger returned to the meeting.

4. Approvals

The trustees noted that the rationale for the Strategic Partnership is that of mutual collaboration between the parties so that Catch 22 provides Only Connect with financial stability and access to services it needs to stabilise and is part of Catch 22's business development with a view to sustaining and growing the Only Connect model within the Catch 22 Justice Directorate. The trustees considered the terms of the Documents. After due and careful consideration IT WAS RESOLVED

- 4 1 that it was in the best interests of the Company to enter into the arrangements envisaged by the Documents on the terms set out in the Documents,

- 4 2 that the Documents be and are hereby approved in their present draft form,

- 4 3 to send a copy of the Written Resolution, to adopt new Articles of Association for the Company (the "New Articles") the effect of which makes Catch 22 its sole member, to every eligible member

- 4 4 conditional upon the passing of the Written Resolution, to accept Catch 22's application to membership and to update the Company's register of members
- 4 5 that any trustee be and is hereby authorised to sign, execute and deliver those of the Documents to which it is a party on behalf of the Company and in each case the trustee in question be and is hereby authorised to make or approve such amendments as he sees fit to such Documents prior to such signature or execution, and to do whatever additional acts or things he/she may deem appropriate and expedient in relation to the arrangements to be effected by the Documents After due and careful consideration, IT WAS RESOLVED that Ben Edgington is to be appointed as new Company Secretary for Only Connect and that all necessary filings be made at Companies House
- 4 6 It was agreed that the Written Resolution had been passed and would be signed by relevant parties
- 4 7 Giles Inglis-Jones stood down as Chair of Only Connect Danny Kruger was elected Chair of Only Connect

Filing and Administration

The Chair instructed the Company Secretary to file the Written Resolution and the New Articles at Companies House.

Close

There was no further business and the Chair declared the meeting closed.



Giles Inglis-Jones, Chair