



FILE COPY

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

Company No. 7323852

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

AFFRANCHISE LTD

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 **22nd July 2010**



N07323852H



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

148053/40



A fee is payable with this form.
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
private or public company

☒ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

TUESDAY



A31 20/07/2010 367
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

Affranchise Ltd

For official use

--	--	--	--	--	--	--	--	--	--

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website:
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

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Application to register a company

A5	Situation of registered office ①		① Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence. For England and Wales companies, the address must be in England or Wales. For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.
Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked) <input checked="" type="checkbox"/> England and Wales <input type="checkbox"/> Wales <input type="checkbox"/> Scotland <input type="checkbox"/> Northern Ireland			
A6	Registered office address ②		② Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in section A5. You must provide an address in England or Wales for companies to be registered in England and Wales. You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.
Please give the registered office address of your company Building name/number: Bolney Place Street: Cowfold Road Bolney Post town: HAYWARDS HEATH County/Region: West Sussex Postcode: R H 1 7 5 Q T			
A7	Articles of association ③		③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk
Please choose one option only and tick one box only Option 1: I wish to adopt one of the following model articles in its entirety. Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company			
Option 2: I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company			
Option 3: <input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.			
A8	Restricted company articles ④		④ Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk
Please tick the box below if the company's articles are restricted. <input type="checkbox"/>			

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Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1	Secretary appointments ①	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	
Title*	Miss	
Full forename(s)	Eleisha Carol	
Surname	Newman	
Former name(s) ②		

① Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2	Secretary's service address ①	
Building name/number	Bolney Place	
Street	Cowfold Road	
	Bolney Village	
Post town	HAYWARDS HEATH	
County/Region	West Sussex	
Postcode	R H 1 7 5 Q T	
Country	England	

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record


B3	Signature ①	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	<div style="display: flex; align-items: center;"> <div style="text-align: center; margin-right: 20px;"> X Signature Eleisha Carol Newman </div> <div style="text-align: center; margin-left: 20px;"> X </div> </div>	

① Signature
The person named above consents to act as secretary of the proposed company

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Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies ②		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
C4 Non-EEA companies		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		
I consent to act as secretary of the proposed company named in Section A1.		
Signature	Signature 	⑤ Signature The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director**D1 Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	Miss							
Full forename(s)	Eleisha Carol							
Surname	Newman							
Former name(s) ②								
Country/State of residence ③	England							
Nationality	British							
Date of birth	d2	d6	m1	m0	y1	y9	y6	y6
Business occupation (if any) ④								

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	Bolney Place							
Street	Cowfold Road							
	Bolney							
Post town	HAYWARDS HEATH							
County/Region	West Sussex							
Postcode	R	H	1	6		5	Q	T
Country	England							

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X <i>Eleisha Carol Newman</i> X	
-----------	--	--

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company



Director

D1		Director appointments ①	
		Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*			
Full forename(s)			
Surname			
Former name(s) ②			
Country/State of residence ③			
Nationality			
Date of birth	d	d	m m y y y y
Business occupation (if any) ④			
		① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank. Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.	
D2		Director's service address ⑤	
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.	
D3		Signature ⑥	
		I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X X		
		⑥ Signature The person named above consents to act as director of the proposed company.	

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ①		① EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ② This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ①			
Registration number			
E4	Non-EEA companies		① Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ①			
If applicable, the registration number			
E5	Signature ①		① Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

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Part 3**Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ③

③ **Total aggregate nominal value**
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium

② Total number of issued shares in this class.

② Number of shares issued multiplied by
nominal value of each share.**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ❶		<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution, c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	Eleisha Carol
Surname ①	Newman
Address ②	Bolney Place, Cowfold Road, Bolney HAYWARDS HEATH, West Sussex
Postcode	R H 1 7 5 Q T
Amount guaranteed ③	£1 00

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X <i>Elaine Carol Newman</i>	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2	Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

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Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Miss Eleisha C Newman**

Company name **Affranchise Ltd**

Address

Post town

County/Region

Postcode

Country **England**

DX

Telephone **01273 483110**



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
- ☐ At the agent's address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
Affranchise Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Miss Eleisha Carol NEWMAN

Eleisha Carol Newman

Date:

17th July 2010

Affranchise Ltd Articles of Association – July 2010

ARTICLES OF ASSOCIATION

“Affranchise Ltd”

July 2010

These are the bespoke Articles of Association for the initial Registration of Affranchise Ltd.

Terms and Contents

I - Definitions in the articles, unless context requires otherwise -

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12 of the Model Articles;

“chairman of the meeting” has the meaning given in article 25 of the Model Articles;

“community” means the people living and acting together in the locality where the company is placed, with shared interests and responsibilities and duties towards each other, and good will. Also, the network of people and organisations with interrelated interests over a wider territory And, the ecological community, which similarly coexists within the same locality and as part of the wider territory which together support or somehow enhance the specific human community concerned

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

“health” means wellness, as in the optimum performance of a living organism, including that of an organisation, given its proper state of mind and body and the particular condition it is in, whether strong through resilience to attack or fragile and in need of protection from attack; it is an ability to contribute positively to the wellbeing and welfare of the community through maintaining its own equilibrium and other actions of good will and productivity, whether moral, economic or financial, it also means the adequacy, competency and soundness in proficiency for undertaking necessary and other desirable activities and duties

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

Affranchise Ltd Articles of Association – July 2010

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006,

“participate”, in relation to a directors’ meeting, has the meaning given in article 10 of the Model Articles;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006,

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“truth” means accuracy with regard to fact, in accordance with reality, and integrally characteristic of that which is being considered to such an extent that it can be regarded as undeceiving and reliable.

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles became binding on companies limited by guarantee in England

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Part 1 – Company Formation

- 1 There is one Director of this company at the time of its initial registration, who is the same person as the Company Secretary – Miss Eleisha Carol Newman
2. The company is a holding company for Kinder Cultured Ltd, and Affranchise Ltd is therefore a Director of its Board Both the Director and Company Secretary of Kinder Cultured Ltd is also the same person at the time of its initial registration – Miss Eleisha Carol Newman
- 3 The company Secretary of Affranchise Ltd is neither a chartered Accountant nor a Solicitor
- 4 It is the intention of the Director to appoint other Directors to the Board in due course Also, to appoint a suitably qualified Secretary to the Company in due course
- 5 The company has no formal members For the sake of accountability to the objectives of the company, recognized stakeholders may be invited to participate as members would within the company, and represent their interests at the AGM.
- 6 The Director shall endeavour to keep an up-to-date Register of stakeholders of the company
- 7 Where stakeholders would like to represent their interests at the AGM, and have not been invited to do so, provided that they are in agreement with the ethical values of the company and are prepared to provide evidence that they are in support of them, they are welcome to request permission of the Director to participate in the AGM, and to obtain recognition as company stakeholders
- 8 The Director is not obliged to invite anyone to participate in the AGM If the Director considers that it is not in the company's best interests to invite a stakeholder, the Director may refrain from doing so
9. The Director is beholden to take reasonable steps to recognize stakeholders and their interests and to take their requirements into account. This may apply to situations where a stakeholder is incapable of representing their own interests

Part 2 – Company Objectives

- 10 The company is concerned with “livelihood” and related issues, and undertakes to oversee its subsidiary with a particular focus upon livelihood issues. This, in relation to the Director, all business involvements, concerns, interests, and stakeholders including staff and volunteers
11. The company is concerned to respect and conserve the health and wellbeing of its Director, stakeholders, and the wider community, and this also serves as an objective of the company's business operations. It is not the company's objective to sacrifice these in favour of other concerns.
12. The company has a motto, taken from the New Testament, John 8:32, “...the truth will set you free”, and this also serves as an objective of the company's business operations. It is not the company's objective to sacrifice truth or legitimate freedoms which serve respect and conserve the health, wellbeing and dignity of its Directors, stakeholders, and the wider community. Instead, the company will regard it as a success if safeguarding the truth in any way enables its business interests to grow and its Director and stakeholders to flourish

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13. It is an objective of the company to maximize its wealth, and that of its Director, stakeholders and the wider community without negative externalities or other regrettable opportunity costs.
- 14 The Director shall endeavour to maintain an up-to-date Director's Log Book, in which all significant decisions, concerns and business activities are recorded
- 15 The Director shall endeavour to maintain an up-to-date Risk Register for Livelihood issues, both for itself and its subsidiary company
- 16 The Director shall endeavour to maintain an up-to-date Risk Register for Corporate Resources and Statutory Responsibilities
- 17 The Director shall endeavour to maintain an up-to-date Business Plan which will incorporate some amount of formalized innovation, through learning/research, scenario planning and so forth
- 18 The Director shall endeavour to maintain an on-going Marketing Strategy and Plan for the company's own business interests, and the Human Resources aspects of its subsidiary company Kinder Cultured Ltd

PART 3 - Limitation of Liability

- 19 2 The liability of the Director is limited to £1, being the amount that she undertakes to contribute to the assets of the company in the event of its being wound up while she is a Director or within one year after she ceases to be a Director for—
- 20 (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- 21 (b) payment of the costs, charges and expenses of winding up, and
- 22 (c) adjustment of the rights of the contributories among themselves

PART 4 - The Director's Powers and Responsibilities

- 23 Subject to the articles, the Director is responsible for the management of the company's business, for which purpose she may exercise all the powers of the company.
- 24 Subject to the articles, the Director may delegate any of the powers which are conferred on her under the articles—
 - (a) to such person or committee,
 - (b) by such means (including by power of attorney);
 - (c) to such an extent,
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit.
- 25 The Directors may revoke any delegation in whole or part, or alter its terms and conditions
- 26 Subject to the articles, the Director may empower any person working for the company to undertake that work in the way that they are best able to carry it out.
 - (a) to such person or committee,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions,as they think fit.

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- 27 The Directors may revoke any empowerment in whole or part, or alter its terms and conditions
- 28 Committees to which the Director delegates any of her powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors (as specified in the Model Articles for companies Limited by Guarantee).
- 29 Committees which the Director empowers to undertake work for the company must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors (as specified in the Model Articles for companies Limited by Guarantee).
- 30 (2) The Director may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them
- 31 The Director will provide copies of the rules that are to be followed by any Committee, to that Committee, or otherwise ensure that they have copies of the relevant rules and procedures which they are to follow, except in circumstances where it is not reasonable to do so

PART 5 - Appointment of Directors

- 32. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director, but it is preferred that each and every director is familiar with and in agreement with the company's ethics and values. Appointment may be made by —
 - (a) by ordinary resolution, or
 - (b) by a decision of the directors.
- 33. In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director. The welfare of any partner businesses, or other stakeholders in the company, is to be taken into consideration in the appointment of a replacement Director, and by a new Director when appointed
- 34 Where there is more than one personal representative of the deceased Director, it is requested that these confer and attempt to reach a mutually satisfactory decision

PART 6 - Termination of director's appointment

- 35. A person ceases to be a director as soon as—
 - (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
 - (b) a bankruptcy order is made against that person,
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months, and a second opinion has been sought;

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(e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

PART 7 - Decision-Making by Directors

36 At such a time as any new Director is appointed to the Company, the Articles of Association will be reviewed and re-written accordingly, with reference to the Model Articles

37. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with articles 40 to 42 below, regarding unanimous decisions (with reference to article 8 of the Model Articles).

38. Where —

(a) the company only has one director, and

(b) no provision of the articles requires it to have more than one director,

39 the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

40 A decision of the directors is taken in accordance with this article when a reasonable effort has been made to assess the matter concerned and to evaluate alternative views, before deciding upon a most favourable course of action Where a Director shares a decision with a delegate, eligible directors and delegates may indicate to each other that they share a common view on a matter by any clearly understandable means

41 A Directors' decision may take the form of a resolution in writing, copies of which have been signed by the eligible director, or to which the eligible director has otherwise indicated agreement in writing Where there is only one Director acting as decision-maker, an entry in a signed Director's Log may be sufficient record where it is impractical to produce individual file notes or official documents of agreement provided that the decision is not a significant departure from the Company's Articles, strategy, policy or objectives

42 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

PART 8 - Calling a Directors' Meeting

43. The Director will follow a formal procedure, to be appropriately recorded, in order to fulfil the statutory requirements to hold an AGM, or other Directors Meetings as may be appropriate, for the purposes of company records. It is suggested that the AGM be held on, or close to, the 1st October each year, with an additional meeting held on, or close to, the 1st April each year A monthly, or bi-monthly review meeting also to be held and recorded if possible, either on or close to the 1st of each month.

44 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

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45. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

PART 9 – Administrative Arrangements

- 46 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 47 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 48 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 49 There is not to be a Company seal. Director signatures are sufficient to serve the purposes of the company
- 50 Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member

PART 10 - Provision for Employees

- 51 The Directors shall provide contracts or written agreements for all staff, whether remunerated or voluntary, wherever it is reasonable to do so.
- 52 Should the company be wound up, the directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

PART 11 – Directors' Indemnity and Insurance

- 53 Subject to paragraph 54 below, a relevant director of the company or an associated company may be indemnified out of the company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company
- This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

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In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the company or an associated company

- 54 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate