FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 7710097

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

KISSING IT BETTER

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 **19th July 2011**

N07710097I

Companies House
— for the record —

THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

104892/100

SAME DAY

In accordance with Section 9 of the Companies Act 2006

IN01
Application to register a company

Companies House

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

TUESDAY

ASSDBVYB
A25 19/07/2011 7
COMPANIES HOUSE

A23 15/07/2011 12
COMPANIES HOUSE

✓ **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.

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 ❶: KISSING IT BETTER

For official use

❶ **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 ❷

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

❷ **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' ❸

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

❸ **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 ❹

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

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

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A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- [x] England and Wales
- [ ] Wales
- [ ] Scotland
- [ ] Northern Ireland

❶ **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

A6 Registered office address ❷

Please give the registered office address of your company.

Building name/number	THE OLD VICARAGE
Street	CHURCH LANE
	ASTON CANTLOW
Post town	HENLEY-IN-ARDEN
County/Region	WARWICKSHIRE
Postcode	B95 6JB

❷ **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

A7 Articles of association ❸

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.

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] 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

- [ ] Private limited by shares
- [ ] Private limited by guarantee
- [ ] Public company

Option 3

- [x] I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

❸ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted.

- [ ]

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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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 ❶

Please use this section to list all the secretary appointments taken on formation **For a corporate secretary, complete Sections C1-C5.**

Title*	MR
Full forename(s)	RICHARD MARKHAM
Surname	SAMUDA
Former name(s) ❷	—

❶ 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

❷ 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 ❸

Building name/number	THE OLD VICARAGE
Street	CHURCH LANE
	ASTON CANTLOW
Post town	HENLEY-IN-ARDEN
County/Region	WARWICKSHIRE
Postcode	B95 6JB
Country	UNITED KINGDOM - ENGLAND

❸ 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 ❹

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X Richard Samuda. X

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

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

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	

❶ **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

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 ❷

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 ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse.gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
Registration number	

❹ **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

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate secretary of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

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

Title*	MRS
Full forename(s)	JILL CATHERINE
Surname	SAMUDA
Former name(s) ❷	FRASER
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d 1 0 m 0 8 y 1 9 5 7
Business occupation (if any) ❹	JOURNALIST

❶ **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

❷ **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.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **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 ❺

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

Building name/number	THE OLD VICARAGE
Street	CHURCH LANE
	ASTON CANTLOW
Post town	HENLEY-IN-ARDEN
County/Region	WARWICKSHIRE
Postcode	B 9 5 6 J B
Country	UNITED KINGDOM

❺ **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 ❻

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

Signature	Signature X Jill Samuda X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

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

Title*	MRS
Full forename(s)	ELIZABETH NICOLA
Surname	MATTHEWS
Former name(s) ❷	~~VERGETTE~~
Country/State of residence ❸	UK
Nationality	BRITISH
Date of birth	d 08 m 03 y 1957
Business occupation (if any) ❹	REGISTERED GENERAL NURSE

❶ 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

❷ 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.

❸ Country/State of residence
This is in respect of your usual residential address as stated in Section D4

❹ 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 ❺

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

Building name/number	THE OLD VICARAGE,
Street	CHURCH LANE
	ASTON CANTLOW
Post town	HENLEY-IN-ARDEN
County/Region	WARWICKSHIRE
Postcode	B95 6JB
Country	

❺ 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 ❻

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

Signature

Signature
X Nicola Matthews. X

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

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Corporate director

E1 Corporate director appointments ❶

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

Country

❶ **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

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 ❷

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 ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance. www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **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.

E5 Signature ❺

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

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		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 ❸	

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

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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 ❶	

❶ **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

Class of share	
Prescribed particulars ❶	

❶ **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 a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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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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

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.

Subscriber's details

Forename(s) ❶	JILL CATHERINE
Surname ❶	SAMUDA
Address ❷	THE OLD VICARAGE ASTON CANTLOW HENLEY-IN-ARDEN WARWICKSHIRE
Postcode	B95 6JB
Amount guaranteed ❸	£10

Subscriber's details

Forename(s) ❶	~~MRS EM MATTHEWS~~ ELIZABETH NICOLA
Surname ❶	MATTHEWS
Address ❷	HOLLY COTTAGE, WOLVERTON ROAD SNITTEFIELD, STRATFORD-ON-AVON
Postcode	CV37 0HB
Amount guaranteed ❸	£10

Subscriber's details

Forename(s) ❶	RICHARD MARKHAM
Surname ❶	SAMUDA
Address ❷	THE OLD VICARAGE, ASTON CANTLOW HENLEY-IN-ARDEN WARWICKSHIRE
Postcode	B95 6JB
Amount guaranteed ❸	£10

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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

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 ❶

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

❶ **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 Jill Samuda X
Subscriber's signature ✓	Signature X Nicola Matthews. X
Subscriber's signature ✓	Signature X Richard Samuda 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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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	
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
STEVEN TOY

Company name
EVERSHEDS LLP

Address
115 COLMORE ROW

Post town
BIRMINGHAM

County/Region
WEST MIDLANDS

Postcode
B 3 3 A L

Country
ENGLAND

DX
13009 BIRMINGHAM

Telephone
0845 497 1513

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6).
- ☐ At the agents 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 is payable on this form.
Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

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 Kissing It Better

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*
MRS J.C SAMUDA.	Jill Samuda
MRS EN. MATTHEWS	Nicola Matthews
MR. R M. SAMUDA	Richard Samuda

Dated 18 JULY 2011

Notes

These explanatory notes are for advice and reference only and in no way form part of the text of the Articles of Association

Details about the requirements of the Companies Act 2006 are available from Companies House www.companieshouse.gov.uk and our website www.charitycommission.gov.uk

Insert company name

Article 1 - Insert company name In general, the Commission can accept any name but has the power to direct registered charity names to be changed in the circumstances set out in section 6(2) of the Charities Act 1993, which are explained in our guidance *Registering as a Charity* (CC21) and in our Operational Guidance *Names of charities* available on our website In very broad terms, the name should not be offensive, or identical to (or too like) the name of any other charity, or likely to mislead the public about its purposes, activities, status, or connections

Article 2 The articles include reference to a company secretary Having a company secretary is no longer a legal requirement Accordingly, the references to the company secretary are such that the charity can operate without one if it wishes to do so Apart from the definition of 'secretary' and 'officers' in this interpretation article, there are also references to the secretary in articles, 41(3) and article 48

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

Articles of Association of

KISSING IT BETTER

1 **The company's name is**

KISSING IT BETTER

(and in this document it is called the 'charity')

Interpretation

2 In the articles

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,

'the articles' means the charity's articles of association,

'the charity' means the company intended to be regulated by the 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 Commission for England and Wales,

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,

Notes

'the directors' means the directors of the charity The directors are charity trustees as defined by section 97 of the Charities Act 1993,

'document' includes, unless otherwise specified, any document sent or supplied in electronic form,

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

'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 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 Companies Acts 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

Liability of members

3 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for

(1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member,

(2) payment of the costs, charges and expenses of winding up, and

(3) adjustment of the rights of the contributories among themselves

Notes

Article 4 - The articles of a non-charitable company are not required to have objects However, a charitable company's articles must specifically restrict the company to only furthering charitable objects

Insert the purpose(s) for which the company has been formed A charity's objects must be expressed in exclusively charitable terms Guidance is available in *Choosing and Preparing a Governing Document* (CC22) The key elements to include are

- the purpose itself (eg establishing and running a school)
- the people who can benefit, and if appropriate
- any geographic limits which may be needed to define the area of benefit This will not always be necessary If you do include an area of benefit, it is common to define it by reference to a local government area this has the advantage of clarity and simplicity, but can create problems if the area is subsequently altered or abolished

If the charity will operate in Scotland and/or Northern Ireland you should include the wording in square brackets to meet the requirements of charity law in that / those countries, deleting as required if the charity works in one of those two countries

Article 5 - It is useful to include these powers to avoid any misunderstanding of the nature of the key powers available to the charity and the conditions that have to be met when exercising the powers Examples of powers that companies already have include a power to insure and a power to amend the articles of association note however that this power of amendment may in certain circumstances only be exercised with our prior consent under s 64 of the Charities Act 1993 (see our Operational Guidance *Alterations to governing documents charitable companies* on our website)

Article 5(1) -This provides a general power to raise funds through a wide variety of methods including inviting and receiving donations and legacies The only restriction here is that it does not allow the charity to engage in taxable permanent trading for the purpose of raising funds (Trading on a small scale is allowed HM Revenue & Customs provides guidance on the tax treatment of different sorts of trading) If your charity is likely to raise funds from trading, our guidance *Trustees, trading and tax* (CC35) provides detailed advice The terms of this power do not prevent trading in order to carry out the charity's objects - for example,

Objects

4 The charity's objects ('Objects') are specifically restricted to the following

TO PROMOTE THE WELL-BEING OF PATIENTS RECEIVING HEALTHCARE TREATMENT FROM HEALTHCARE AND OTHER CARE PROVIDERS (WITH PARTICULAR REGARD TO ENHANCING THE PATIENT EXPERIENCE) THROUGH THE PROVISION OF EDUCATION AND PRATICAL ADVICE TO HEALTHCARE PROFESSIONALS IN SUCH WAYS AS THE CHARITY TRUSTEES THINK FIT, INCLUDING WITHOUT LIMITATION THE PROVISION OF ONLINE AND PHYSICAL FORUMS TO SHARE, DISSEMINATE, DISCUSS AND PROMOTE BEST PRACTICE

[Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008]

Powers

5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so In particular, the charity has power

(1) to raise funds In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

(3) 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,

(4) 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 or as security for a grant or the discharge of an obligation The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

Notes

an educational charity can charge fees for the educational services it provides

Article 5(2) - This power is helpful if the charity is to acquire property either for use as office premises or functionally (such as a playground or school site) Our guidance *Acquiring Land* (CC33) contains further guidance on the issue

Article 5(3) - This power enables the charity to dispose of its property Sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006, apply to most charities and require compliance with certain conditions to ensure that charity property is disposed of for the best terms reasonably obtainable Our guidance *Sales, leases, transfers or mortgages What trustees need to know about disposing of charity land* (CC28) provides more information about this

Article 5(4) This provides the company with an explicit power to borrow It also makes clear that if this power involves securing the loan on land of the charity, it must comply with the requirements of the Charities Act 1993, as amended by the Charities Act 2006 Briefly, the directors are required to take advice and provide certain certificates/statements when they are borrowing money by way of mortgage Our Operational Guidance *Borrowing and mortgages* on our website provides detailed information on this

Article 5(9) - This power cannot be used to employ directors as staff See article 7

Article 5(10) - The Trustee Act 2000 provides wide powers of investment and requires the charity to take advice and to consider the need to invest in a range of different investments Our guidance *Investment of Charitable Funds Basic Principles* (CC14) provides more information about charity investments We strongly recommend that the directors record any investment policy in writing, they are legally required to do so if they delegate their investment function to an investment manager The powers to employ agents, nominees and custodians are of particular use where the charity wishes to use an investment manager

Article 6 - Application of income and property

(1) reflects charity law requirements that the income and property of a charity must be applied solely to further its objects and not to benefit the charity directors (except as permitted by the governing document - see article 7 - or other express power) The directors have a duty to ensure that the funds are correctly applied in accordance with this principle

(5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

(9) 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 article 7 and provided it complies with the conditions in that article,

(10) to

(a) deposit or invest funds,

(b) employ a professional fund-manager, and

(c) 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;

(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993,

(12) 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

Application of income and property

6 (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) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

(c) A director may receive an indemnity from the charity in the circumstances specified in article 57

Notes

(2) sets out a director's entitlement to reasonable expenses and reflects the provisions in the Charities Act 1993 about a charity director's entitlement to benefit from trustee indemnity insurance It is included in the articles of association to inform people involved with the charity

Article 7 - Directors are under a specific duty to avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (section 175(1) of the Companies Act 2006) This duty can be modified as regards a conflict of interests arising in relation to a transaction or arrangement with the company if it is permitted by the company's articles of association (section 175(3) of the Companies Act 2006)

Where a benefit is authorised by an order of the Court or of the Charity Commission, the duty to avoid a conflict of interests does not arise (section 26(5A) of the Charities Act 1993)

In addition, authorisation may be given by the unconflicted directors to a conflict of interests where the company's constitution includes a provision enabling them to provide such authorisation (section 175(5) of the Companies Act 2006)

Article 7 provides the necessary structure for all the benefits either to be specifically authorised by the articles within the terms of section 175(3) of the Companies Act 2006 (as modified by section 181 for charitable companies) or to be authorised by the Commission so that the duty in section 175(1) of the Companies Act 2006 does not apply In addition, because of the specific duty of section 175 of the Companies Act 2006, some provision has been made for conflicts of duties where a director owes a duty of loyalty to another organisation but the unconflicted directors consider it is in the best interests of the charity for that director to continue as a director This provision can be found at article 9

Benefits and payments to charity directors and connected persons – Charity directors may only benefit from their charity if they have express legal authorisation to

(d) A director may not receive any other benefit or payment unless it is authorised by article 7

(3) Subject to article 7, 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

Benefits and payments to charity directors and connected persons

7 (1) **General provisions**

No director or connected person may

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public,

(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 is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

Scope and powers permitting directors' or connected persons' benefits

(2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993

(c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person

Notes

do so (such as a clause in the articles of association) This restriction extends to people closely connected to a director ('connected persons' – this term is defined in Interpretation article 61) This article clarifies the restrictions that apply to the charity directors Even where directors are allowed to benefit from the charity, this must only happen where the benefit is in the interests of the charity Our guidance *Trustee expenses and payments* (CC11) provides more information about directors' benefits

This article permits a minority of the charity directors or connected persons to receive payments and other benefits in certain instances (such as for goods and services they supply to the charity), subject to the stated controls The option also allows other types of director benefit, subject to the Commission's prior consent

Article 7(1)(a) - This does not prevent a director from buying or leasing land from the charity such transactions will however require the Commission's consent under section 36 of the Charities Act 1993 Any financial benefit authorised by this article must be within the stated definition

Article 7(2)(a) - If your charity will benefit all local inhabitants in a specific geographical area you may wish to substitute the following wording 'A director or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity'

Article 7(2)(d) - The effect of this is that no interest can be paid to a director unless the chosen base rate is more than 2%

These powers cannot be adopted by existing charities without the authority of the Charity Commission None of these provisions allow directors to receive payment for acting as a director

(d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors

(e) A director or connected person may receive rent for premises let by the director or connected person to the charity The amount of the rent and the other terms of the lease must be reasonable and proper The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

(f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

Payment for supply of goods only – controls

(3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question

(c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7

Notes

(4) In sub-clauses (2) and (3) of this article

(a) 'charity' includes any company in which the charity

(i) holds more than 50% of the shares, or

(ii) controls more than 50% of the voting rights attached to the shares, or

(iii) has the right to appoint one or more directors to the board of the company

(b) 'connected person' includes any person within the definition in article 61 'Interpretation'

Article 8 imposes a duty on the directors to declare an interest in any transaction of the charity and to absent themselves from any discussion where there may be a conflict between their personal interests and those of the charity This would include, for example, discussions about the need for the provision of a particular service which one of the directors might have an interest in supplying (although in this example the terms of section 73A of the Charities Act 1993 would already make it necessary for the director to absent him/herself) Statutory duties to declare any interests came into force on 1 October 2008 (sections 177 and 182 of the Companies Act 2006)

Declaration of directors' interests

8 A charity director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared A director must absent himself or herself from any discussions of the charity 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)

Article 9 - This article permits unconflicted directors to authorise a conflict of interests arising from a duty of loyalty owed by a director to another organisation or person provided that there is no direct or indirect benefit of any nature received by the director in question or by a connected person Such a procedure is permitted by section 175(4) and (5) of the Companies Act 2006 (as modified for charitable companies by section 181) where provision is made for it in the articles The Commission considers that such a procedure should be limited to conflicts arising from a duty of loyalty to another organisation or person where there is no direct or indirect benefit of whatever nature to the director or to a connected person In other circumstances involving a situation leading to a conflict of interests on the part of a director, the Commission is able to authorise the director to act notwithstanding the conflict where it is satisfied that this would be expedient in the interests of the charity (section 26 of the Charities Act 1993)

Conflicts of interests and conflicts of loyalties

9 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

Notes

Members

10 (1) The subscribers to the memorandum are the first members of the charity

(2) Membership is open to other individuals or organisations who

(a) apply to the charity in the form required by the directors, and

(b) are approved by the directors

(3) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application

(b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

(c) The directors must consider any written representations the applicant may make about the decision The directors' decision following any written representations must be notified to the applicant in writing but shall be final

(4) Membership is not transferable

(5) The directors must keep a register of names and addresses of the members

Article 10(5) - It is very important for the good administration of the charity to keep the register of members up to date failure to do so can result in a number of problems, including serious difficulties with the calling of annual or general meetings It should also be remembered that section 116 of the Companies Act 2006 sets out certain requirements for making the register available to members of the charity and to the public

Classes of membership

11 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership

(3) The rights attached to a class of membership may only be varied if

(a) three-quarters of the members of that class consent in writing to the variation, or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Notes

Termination of membership

12 Membership is terminated if

(1) the member dies or, if it is an organisation, ceases to exist,

(2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,

(3) any sum due from the member to the charity is not paid in full within six months of it falling due,

(4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated A resolution to remove a member from membership may only be passed if

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,

(b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

General meetings

13 (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

14 The directors may call a general meeting at any time

Notice of general meetings

15 (1) The minimum periods of notice required to hold a general meeting of the charity are:

(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

(b) fourteen clear days for all other general meetings

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights

Article 13 - We provide guidance on meetings in *Charities and Meetings* (CC48), produced in association with The Institute of Chartered Secretaries and Administrators (ICSA) This article makes provision for an annual general meeting However, an annual general meeting is not a legal requirement and this article can be amended where this is appropriate If no provision is to be made for an annual general meeting, consequential amendments will be required to articles 15(1)(a), 15(3), 32, 33(2) and 37(2)

Article 15 - This article provides for 21 days' notice for an annual general meeting or a general meeting called for the passing of a special resolution The only legal requirement in respect of notice for general meetings of a private company specifies notice of at least 14 days Accordingly, this figure can be substituted if considered appropriate

Notice of a general meeting is required to include a statement setting out the rights of members to appoint a proxy (section 325 of the Companies Act 2006)

Notes

(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 The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22

(4) The notice must be given to all the members and to the directors and auditors

16 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

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

(2) A quorum is

(a) ~~72~~ members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

(b) one tenth of the total membership at the time

whichever is the greater.

Article 17(2) - Insert the figure for the quorum This should be set with care If it is too high, any absences may make it difficult to have a valid meeting If it is too low, a small minority may be able to impose its views unreasonably Note that article 18 sets out the procedure for dealing with situations where the meeting is inquorate

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

18 (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

Article 18(3) - Note that this provision permits the rescheduled meeting to proceed without a quorum being present within 15 minutes of the specified start time It also means that the number of members present in person or by proxy 15 minutes after the scheduled start of the meeting will form the quorum if the quorum required at article 17(2) is not achieved

19 (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

Notes

(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.

Article 20 - This is a discretionary power for the members present in person or by proxy to adjourn a quorate meeting This differs from the adjournment provisions in article 18 which are not discretionary and must be used where a general meeting is not quorate

20 (1) The members present in person or by proxy 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

Article 21 - This sets out how votes may be taken A poll is a formal count of votes on a resolution It can be useful where a show of hands is inconclusive it is also sensible where the votes of certain categories of member count for more than those of others and where there is a concern that this would not be recognised on a show of hands where the result is close

21 (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 present in person or by proxy 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

Notes

(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

Article 21(5)(c) - Where it is decided that a poll is to take place in these circumstances after a general meeting, all the members of the charity are entitled to vote

Content of proxy notices

22 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -

(a) states the name and address of the member appointing the proxy,

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

Article 22 - This makes provision for proxy voting Members of a company have a legal right to appoint proxies under section 324 of the Companies Act 2006 A statement about this right must be contained in a notice calling a meeting of the company (section 325 of the Companies Act 2006) Article 15 deals with such notices

The provision for proxies is based on the provisions in Schedule 2 of the Companies (Model Articles) Regulations 2008

Notes

(4) Unless a proxy notice indicates otherwise, it must be treated as -

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

22A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person

(2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Written resolutions

23 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

(a) a copy of the proposed resolution has been sent to every eligible member,

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Article 23 - This complies with the Companies Act 2006 which provides that if certain requirements are met members may agree written ordinary and special resolutions (sections 288 - 298) What constitutes an authenticated document is explained in section 1146 of the Companies Act 2006 A document sent in hard form is sufficiently authenticated by a signature of the person sending or supplying it A document sent in electronic form is sufficiently authenticated (a) if the identity of the sender is confirmed in a manner specified by the company, or (b) where no such manner has been specified, if the communication contains or is accompanied by a statement of the identity of the sender and the company has no reason to doubt the truth of that statement

Notes

Votes of members

24 Subject to article 11, every member, whether an individual or an organisation, shall have one vote

25 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

26 (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

Article 27(1) - By 'natural person' we mean a human being rather than a company which can in some circumstances be regarded as a 'person' The minimum age for a director in this article is 16 years A statutory provision to this effect came into force on 1 October 2008

Article 28 - As good operational practice we recommend a minimum of three directors This will help with the quality of decision making and the sharing of directors' responsibilities and duties Note that article 42(2) requires a quorum of at least two directors

27 (1) A director must be a natural person aged 16 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 39

28 The minimum number of directors shall be ~~[2]~~ but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

29 The first directors shall be those persons notified to Companies House as the first directors of the charity

30 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

31 (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 Companies Acts, the 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

Notes

Retirement of directors

32 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

33 (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

Article 34 - Our guidance *Finding New Trustees What charities need to know* (CC30) provides guidance on effective methods of recruiting new charity trustees or directors and of familiarising them with the charity

Appointment of directors

34 The charity may by ordinary resolution

(1) appoint a person who is willing to act to be a director, and

(2) determine the rotation in which any additional directors are to retire.

35 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

Article 35(2)(c) - Certain details of newly appointed directors must be sent to Companies House on Form AP01 This includes details of current and any former name, address, occupation and consent to act

36 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.

Notes

37 (1) The directors may appoint a person who is willing to act to be a director

(2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation

38 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

39 A director shall cease to hold office if he or she-

(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,

(2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

(3) ceases to be a member of the charity,

(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

Article 39(2) - Our guidance *Finding New Trustees What charities need to know* (CC30) explains what section 72 of this Act covers In very broad terms, someone who has been convicted of offences involving deception or fraud, or who is an undischarged bankrupt or who has been removed from office as a charity trustee by us, will be disqualified from acting as a director

Remuneration of directors

40 The directors must not be paid any remuneration unless it is authorised by article 7

Proceedings of directors

41 (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 (if any) 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

Article 41 - We provide guidance on meetings in *Charities and Meetings* (CC48) Article 41(5) is optional it is common but not obligatory for the chair to have a casting vote at directors' meetings Article 41(6) is also optional It permits directors to hold meetings by suitable electronic means where this is agreed by the directors and where each director at the meeting is able to communicate with the other persons attending the meeting If article 41(6) is adopted, the optional wider definition of 'present' in article 42(1) should also be adopted

Notes

[Optional

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote]

[(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants]

42 (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 ['Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants]

(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

43 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

44 (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

45 (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 duly convened and held

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

Notes

Delegation

46 (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

Validity of directors' decisions

47 (1) Subject to article 47(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) Article 47(1) does not permit a director or a connected person 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 article 47(1), the resolution would have been void, or if the director has not complied with article 8.

Notes

Seal

48 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 (if any) or by a second director

Article 49 Using the power to make rules at article 58, the directors can decide in what format the minutes should be kept and how to validate them

Minutes

49 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

Article 50 - The Statement of Recommended Practice for charities is available on our website, or in hard copy, from the publishers CCH Their customer services number is 0844 561 8166

Accounts

50 (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 Acts

Article 51 - Guidance available on our website sets out the key accounting requirements for charities All charities with incomes over £10k must send an Annual Report and Annual Return to us within 10 months of the end of their financial year Charities with incomes over £25k must in addition send accounts

Article 51(1)(c) The Annual Return provides a summary of key financial data

Annual Report and Return and Register of Charities

51 (1) The directors must comply with the requirements of the Charities Act 1993 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

Notes

Articles 52, 53, 54, & 56 There are detailed requirements with regard to electronic communications contained in the Companies Act 2006 Sections 308-309 deal with the manner in which notice is to be given and the content of any notice on a website Section 333 relates to sending documents relating to meetings etc in electronic form Sections 1143-1148 and Schedules 4 and 5 deal with sending or supplying documents or information Section 1168 contains definitions of 'hard copy' and 'electronic form' and other relevant terms

Means of communication to be used

52 (1) Subject to the articles, anything sent or supplied by or to the charity 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 charity

(2) 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

53 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

54 (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

55 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

56 (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 form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

Notes

Article 57 - This provision is about the extent to which the directors should be protected ('indemnified') from liability It reflects changes in the law made by the Companies Act 2006 Three options are given for indemnifying directors It may be helpful to consult your own legal advisers about which approach is best for your charity

The options here cater for the needs of most charities The main differences are to do with whether the company wishes to indemnify its directors in individual cases, or whether this protection should be a right to which they are automatically entitled Note that none of these options gives the company the power to grant a blanket indemnity to its directors - they are all limited to what is allowed by law and can only be exercised in the interests of the charity

After considering the bullet points below, choose one option and delete the others

- Option 1 gives the company the option to indemnify directors in any circumstances permitted by the Companies Act 2006 It does not confer any **right** to an indemnity This option does not explicitly cover officers other than directors, but the general law implies an ability to indemnify them

  Option 2 enables the company to provide a **right** to an indemnity for directors A **power** to indemnify other officers may be implied

  Option 3 enables the company to confer on **directors** the right to a **limited indemnity** as set out in the article

Article 57A - This article is optional but would permit the charity to indemnify an auditor in the limited circumstances permitted by section 533 of the Companies Act 2006

(3) In accordance with section 1147 of the Companies Act 2006 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

~~[Option 1~~

[57 ~~(1) The charity may indemnify any director against~~ any liability incurred by him or her or it ~~in that~~ capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

(2) In ~~this~~ article a 'relevant director' means any director or former ~~director of the charity]~~

~~[Option 2~~

~~[57 (1) The charity shall indemnify any director~~ against any liability incurred by him or her or it ~~in that~~ capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

(2) In ~~this~~ article a 'relevant director' means any director or former ~~director of the charity]~~

[Option 3

[57 (1) The charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity

(2) In this article a 'relevant director' means any director or former director of the charity]

[Optional

57A The charity may indemnify an auditor against any liability incurred by him or her or it

(1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted, or

(2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court]

Notes

Rules

58 (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) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

(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

Article 59 - It is good practice to include provisions for dealing with any disputes that arise between members of the company Litigation can be expensive, and litigation about the internal affairs of a charity would almost certainly constitute 'charity proceedings', which can be taken only with the Commission's authority We would usually require the parties to a dispute to have tried mediation first

Disputes

59 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

Notes

Article 60 - The charity has power under the Companies Acts to wind up The directors must comply with company law in using that power and provide Companies House with the required documentation In these circumstances, directors will need to send to us promptly a copy of the relevant resolution and a copy of the final accounts

Dissolution

60 (1) The members 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 or charities for use for particular purposes that fall within the Objects

(2) Subject to any such resolution 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 or before 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 or charities 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 resolution in accordance with article 60(1) 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

Article 61 - This article explains some of the terms used in some of the other articles

Interpretation

61 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means.

(1) a child, parent, grandchild, grandparent, brother or sister of the director,

(2) the spouse or civil partner of the director or of any person falling within paragraph (1) above,

(3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above,

(4) an institution which is controlled –

(a) by the director or any connected person falling within paragraph (1), (2), or (3) above, or

(b) by two or more persons falling within sub-paragraph 4(a), when taken together

(5) a body corporate in which –

(a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest, or

(b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest.

(c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause