FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7738693

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

THE CENTRE FOR INTERVENTION SCIENCE, POLICY AND PRACTICE

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 **12th August 2011**

N07738693U

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

504266 40

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

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

SATURDAY THURSDAY

AKME3WLE
A51 11/08/2011 219
COMPANIES HOUSE
AMB1YWGI
A05 06/08/2011 248
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 reg a limited liability partnership To 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: The Centre for Intervention Science, Policy and Practice

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)

- ☑ 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	Bates Wells & Braithwaite London LLP
Street	2-6 Cannon Street
Post town	London
County/Region	
Postcode	E C 4 M 6 Y H

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

- ☑ 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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Application to register a company

Part 2 Proposed officers

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

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

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

Secretary

B1 Secretary appointments ❶

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

Title*	
Full forename(s)	
Surname	
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	
Street	
Post town	
County/Region	
Postcode	
Country	

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 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

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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*	Dr
Full forename(s)	Deborah Rose
Surname	Ghate
Former name(s) ❷	
Country/State of residence ❸	England
Nationality	British
Date of birth	d 0 d 2 m 1 m 0 y 1 y 9 y 6 y 3
Business occupation (if any) ❹	Implementation Scientist

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 Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
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 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*	
Full forename(s)	
Surname	
Former name(s) ❷	
Country/State of residence ❸	
Nationality	
Date of birth	d d m m y y y y
Business occupation (if any) ❹	

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	
Street	
Post town	
County/Region	
Postcode	
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 X

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

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Application to register a company

Corporate director

E1 Corporate director appointments 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

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F5 Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

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

G1 Subscribers

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

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

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

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	Deborah Rose
Surname ❶	Ghate
Address ❷	Flat 4, 57 St John's Square
	London
Postcode	E C 1 V 4 J F
Amount guaranteed ❸	£1

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	

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Application to register a company

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

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

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Application to register a company

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

H2 **Statement of compliance delivered by an agent**

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association
Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
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: Mary Groom

Company name: Bates Wells & Braithwaite London LLP

Address: 2-6 Cannon Street

Post town: London

County/Region:

Postcode: E C 4 M 6 Y H

Country: England

DX: 42609 (Cheapside 1)

Telephone: 020 7551 7760

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

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association
of
The Centre for Intervention Science, Policy and Practice

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwbllp.com
201649/0004

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

The Centre for Intervention Science, Policy and Practice

The 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*
Dr Deborah Ghate	
Dated 10 August 2011	

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

The Centre for Intervention Science, Policy and Practice

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwbllp.com
201649/0004

Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

The Centre for Intervention Science, Policy and Practice

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

OBJECTS, POWERS

2. Not for profit

The Company is not established or conducted for private gain any profits or assets are used principally for the benefit of the public.

3. Objects

The Company's objects are to

3 1 promote, research and develop, for the public benefit, the academic field of implementation science in particular (but without limitation) for application in child, family and health services by

3 1 1 applying an evidence-informed perspective to assist in the design of better health and social care systems and services for children, families and others,

3 1 2 applying learning and tools from implementation science to the delivery of better services,

3 1 3 synthesising and disseminating learning from international research and practice on all aspects of effective design and implementation of services for children, families and others,

3 1 4 undertaking research and evaluation studies in the areas of intervention and implementation science and practice,

3 1 5 informing and educating the research, policy and practice communities on developments in implementation science and its potential applications,

3 1 6 collaborating internationally with other expert individuals and organisations who are working to improve services for children, families and others, and

3 1 7 contributing to scientific, policy and practice debates in the field of implementation science and practice, and

3 1 8 building capacity within the four nations of the UK in implementation science, policy and practice

3 2 to promote social enterprises connected with the purpose in Article 3 1.

4. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

LIMITATION ON PRIVATE BENEFITS AND LIMITATION OF LIABILITY

5. Limitation on private benefits

5 1 The income and property of the Company shall be applied solely towards the promotion of its objects set out in these Articles

5 2 Except as provided below, no part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or Director of the Company This shall not prevent any payment in good faith by the Company of

5 2 1 reasonable and proper remuneration to any member or Director for any goods or services supplied to the Company (including services performed under a contract of employment with the Company),

5 2 2 interest at a reasonable and proper rate to any member or Director on money lent by the member or Director to the Company,

5 2 3 rent at a reasonable and proper rate to any member or Director for premises let by the member or Director to the Company,

5 2 4 reasonable expenses properly incurred by a Director when acting on behalf of the Company,

5 2 5 reasonable and proper premiums for a Director in respect of indemnity insurance

5 3 In the case of payments made to a Director, or to a member who is also a Director, under Articles 5 2 1, 5 2 2 and 5 2 3, the decision to make any such payment must be made at a Directors' meeting duly convened and held at which any Conflicts of Interest are managed in accordance with Articles 25 and 26 as applicable

5 4 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

LIMITATION OF LIABILITY AND INDEMNITY

6. Liability of members

The liability of the members is limited to a sum not exceeding £1, which each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

6 1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,

6 2 payment of the costs, charges and expenses of winding up, and

6 3 adjustment of the rights of the contributories among themselves

7. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts, and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts

MEMBERS

8. Becoming and ceasing to be a member

8 1 The Member is the founder member and, subject to Article 8 4, shall be the sole member of the Company

8 2 The sole member ceases to be a member

8 2 1 on the expiry of at least seven clear days' notice given by her to the Company of her intention to withdraw, or

8 2 2 if she becomes bankrupt or makes any arrangement or composition with her creditors generally

8 3 The Member shall, in writing to the Company, appoint her successor(s) or may admit further individual(s) as she thinks fit

8 4 If the sole member dies, the Directors may admit a new member, taking account of the founder member's intentions The new member so admitted shall be deemed to be the 'Member' for the purpose of these Articles

9. Decisions of the Member

9 1 Decisions of the Member in respect of the Company can be made

9 1 1 by the Member notifying the Company of a decision the Member has made Such notifications shall be in writing and made within 14 days of the date of the decision,

9 1 2 by passing a written resolution in accordance with the provisions of the Companies Acts, or

9 1 3 by passing a resolution at a general meeting convened and held in accordance with the provisions of the Companies Acts

9 2 Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts

PATRONS

10. Patrons

The Directors may appoint and remove any individual(s) as patron(s) of the Company on such terms subject to the Articles as they shall think fit

DIRECTORS

11. The Board of Directors shall comprise:

11 1 the Member, and

11 2 up to six additional Directors

12. Appointment, retirement, removal and disqualification of Directors

12 1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors Thereafter the Directors shall be appointed in accordance with Article 12 2

12 2 Subject to Article 11, Directors may be appointed by the Member serving notice in Writing on the Company In addition, or alternatively, the Directors may recommend, and if approved by the Member, appoint individuals as Directors

12 3 The office of a Director shall be vacated if

12 3 1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director,

12 3 2 he or she resigns by notice to the Company, or

12 3 3 he or she is removed by the Member serving written notice on the Company

12 4 The Member and Directors shall, when appointing Directors, endeavour to provide for a range of experience, knowledge and skills appropriate for a company with the Company's objects

12 5 Directors shall be appointed for one year in the first instance followed by a three-year term which may (subject to Article 12 6) be renewed twice

12 6 The Member may, at its discretion and if it is in the best interests of the Company, permit a Director to serve more than ten consecutive years as a Director

13. Chair

The Member may appoint one of the Directors to be the Chair of the Directors for such term of office as it may determine and may at any time remove him or her from that office, whether or not also removing him or her as a Director

DIRECTORS' POWERS AND RESPONSIBILITIES

14. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

15. Members' reserve power

The Member may direct the Directors to take, or refrain from taking, specified action No such direction invalidates anything which the Directors have done before the receipt by the Directors of the direction

16. Directors may delegate

16 1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee

16 2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee

16 3 Any delegation by the Directors may be by such means, to such an extent, in relation to such matters or territories, and on such terms and conditions as they think fit

16 4 the Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated

16 5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

16 6 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine

17. Committees

17 1 In the case of delegation to committees

17 1 1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number),

17 1 2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify,

17 1 3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors,

17 1 4 all delegations under this Article shall be revocable at any time, and

17 1 5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit

17 2 For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director, provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors

17 3 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors

DECISION-MAKING BY DIRECTORS

18. Directors to take decisions collectively

Any decision of the Directors must be either by decision of a majority of the Directors present and voting at a quorate Directors' meeting or a decision taken in accordance with Article 24

19. Calling a Directors' meeting

19 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

19 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

19 2 1 all the Directors agree, or

19 2 2 urgent circumstances require shorter notice

19 3 Notice of Directors' meetings must be given to each Director

19 4 Every notice calling a Directors' meeting must specify

19 4 1 the place, day and time of the meeting,

19 4 2 the general nature of the business to be considered at such meeting, and

19 4 3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

19 5 Notice of Directors' meetings need not be in Writing Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

20. Participation in Directors' meetings

20 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

20 1 1 the meeting has been called and takes place in accordance with the Articles, and

20 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

20 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

20 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them are

21. Quorum for Directors' meetings

21 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

21 2 The quorum for Directors' meetings shall be three, one of whom shall be the Member in her capacity as a Director

21 3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than to ask the Member to appoint further Directors

22. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

23. Casting vote

23 1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have

23 2 Article 23 1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes

24. Unanimous decisions without a meeting

24 1 A decision is taken in accordance with this Article 24 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter The Directors cannot rely on this Article to make a decision if one or more of the Directors has a Conflict of Interest which, under Article 25, results in them not being entitled to vote

24 2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

24 3 A decision which is made in accordance with this Article 24 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

24 3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

24 3 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 24 2,

24 3 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval, and

24 3 4 the Recipient must prepare a minute of the decision in accordance with Article 31 (minutes)

25. Conflicts of interest

25 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

25 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

25 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 25 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 26, he or she must

25 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

25 3.2 not be counted in the quorum for that part of the meeting, and

25 3 3 withdraw during the vote and have no vote on the matter

25 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

26. Directors' power to authorise a conflict of interest

26 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

26 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 25 3,

26 1 2 in authorising a Conflict of Interest, the Directors can decide, subject to Article 26 1 3 the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum, and

26 1 3 Article 25 3 will apply to any decision of Directors in which a Director has a Conflict of Interest arising under Articles 5 2 1, 5 2 2 or 5 2 3

26 1 4 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation

26 2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 26 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

26 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 26 1 (subject to any limits or conditions to which such approval was subject)

27. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept A 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 Company or in any transaction or arrangement entered into by the Company which has not previously been declared

28. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director

29. Secretary

A Secretary may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary

29 1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company, and

29 2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors

30. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice

31. Minutes

31 1 The Directors shall cause minutes to be made in books kept for the purpose -

31 1 1 of all appointments of officers made by the Directors,

31 1 2 of all resolutions of the Company and of Directors and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against the Member or a Director of the Company, be sufficient evidence of the proceedings Notices

31 2 Any notice to be given to or by any person pursuant to the Articles shall be in Writing to an Address for the time being notified for that purpose to the person giving the notice A notice calling a meeting of the Directors need not be in Writing

31 3 The Company may give any notice to the Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by Electronic Means to an Address provided for that purpose

31 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a communication sent by Electronic Means has been transmitted to the proper Address shall be conclusive evidence that the notice was given A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or, in the case of a notice contained in a communication sent by Electronic Means, 48 hours after the time it was transmitted

32. Winding up

If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed to the Member, but must be given to some institution or institutions with objects similar to those of the Company and which is either a charity or which restricts the distribution or application of its income and property at least to the same extent as that of the Company The institution or institutions to benefit may be chosen by resolution of the Member at or before the time of winding up or dissolution, and subject to any such resolution of the Member, may be chosen by resolution of the Directors at or before the time of winding up or dissolution

33. *Exclusion of model articles*

The relevant model articles for a company limited by guarantee are hereby expressly excluded

SCHEDULE

INTERPRETATION

1. Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings -

Term		Meaning
1 1	"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1 2	"Articles"	the Articles of Association of the Company,
1 3	"Clear Days"	in relation to the period of a notice, that 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;
1 4	"Company"	The Centre for Intervention Science, Policy and Practice,
1 5	"Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006,
1 6	"Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict, with the interests of the Company,
1 7	"Director" and "Directors"	the director and directors as defined in the Companies Acts,
1 8	"Document"	includes, unless otherwise specified, any document sent or supplied in Electronic Form,
1 9	"Electronic Form" and "Electronic Means"	have the meanings respectively ascribed to them in the Companies Act 2006,
1 10	"Member"	Dr Deborah Ghate,

1 11	"Secretary"	the secretary of the Company or other person appointed to perform the duties of the secretary of the Company,
1 12	"Writing"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company