



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
COMMUNITY INTEREST COMPANY**

Company No. 7865156

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

**50-50 SYNC CIC**

is this day incorporated under the Companies Act 2006 as a Community Interest Company; is a private company, that the company is limited by guarantee; and the situation of the registered office is in England/Wales



**\*N07865156P\***

Given at Companies House on **29th November 2011**.



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

# IN01

## Application to register a company

100129/35



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

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

☒ **What this form is NOT**  
You cannot use this form  
a limited liability partner  
this, please use form LL11

TH THURSDAY



\*AK0C8ZIV\*  
A07 24/11/2011 94  
COMPANIES HOUSE  
\*AM716ZB1\*  
A32 17/11/2011 96  
COMPANIES HOUSE

## Part 1 Company details

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

### A1 Company details

Please show the proposed company name below

Proposed company  
name in full ①

50-50 SYNC CIC

For official use

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

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

### A2 Company name restrictions ①

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

① **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](http://www.companieshouse.gov.uk)

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

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

① **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](http://www.companieshouse.gov.uk)

### A4 Company type ①

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

① **Company type**  
If you are unsure of your company's  
type, please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Application to register a company

**A5****Situation of registered office ①**

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

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

**A6****Registered office address ②**

Please give the registered office address of your company

Building name/number

86

Street

Raynton Drive

Post town

Hayes

County/Region

Middlesex

Postcode

U B 4 8 B E

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

**A7****Articles of association ③**

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

③ For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8****Restricted company articles ④**

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

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment For more details, please go to our website [www.companieshouse.gov.uk](http://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 ①**

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) ②

**① Corporate appointments**

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

**Additional appointments**

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

**② Former name(s)**

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

**B2****Secretary's service address ③**

Building name/number

Street

Post town

County/Region

Postcode

Country

**③ 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 ④**

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

Signature

Signature

X

X

**④ Signature**

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

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## Application to register a company

### Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b>		<p><b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p><b>Registered or principal address</b> 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</p>
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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>			
<b>C3</b>	<b>EEA companies ①</b>		<p><b>① EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p> <p><b>①</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register			
Where the company/firm is registered ①			
Registration number			<p><b>① Non-EEA</b> 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</p>
<b>C4</b>	<b>Non-EEA companies</b>		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register			
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ①			<p><b>① Signature</b> The person named above consents to act as corporate secretary of the proposed company</p>
Registration number			
<b>C5</b>	<b>Signature ①</b>		
I consent to act as secretary of the proposed company named in <b>Section A1</b>			
Signature	Signature	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 40px; height: 40px; text-align: center; line-height: 40px;">X</div> <div style="border: 1px solid black; width: 40px; height: 40px; text-align: center; line-height: 40px;">X</div> </div>	

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**Director****D1****Director appointments ①**

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

Title*	Mr
Full forename(s)	Rod Anthony
Surname	Douglas
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	d2 d3 m0 m8 y1 y9 y6 y9
Business occupation (if any) ④	Pastoral deputy head teacher

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑤**

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑤ Service address**


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

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

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

**D3****Signature ⑥**

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

Signature	Signature X  X
-----------	--

**⑥ Signature**

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

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Application to register a company

**Director****D1****Director appointments ①**

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

Title*	Mr
Full forename(s)	David Joseph
Surname	La-Chana
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	d 1 d 4 m 0 m 3 y 1 y 9 y 8 y 2
Business occupation (if any) ④	Sports coach mentor

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑤**

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑤ Service address**


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

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

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

**D3****Signature ⑥**

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

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

**⑥ Signature**

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

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Application to register a company

**Director****D1****Director appointments ①**

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

Title*	Mr
Full forename(s)	Derick Naido
Surname	La-Chana
Former name(s) ②	
Country/State of residence ③	England
Nationality	British
Date of birth	<div>d2</div> <div>d4</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y5</div> <div>y9</div>
Business occupation (if any) ④	Sports coach mentor

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑤**

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

**⑤ Service address**

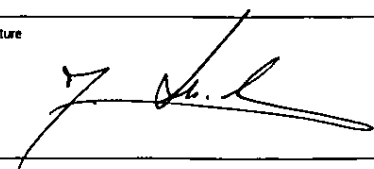
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

**D3****Signature ⑥**

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

Signature	<div>Signature</div> <div>X</div>  <div>X</div>
-----------	--

**⑥ Signature**

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



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## Corporate director

<b>E1</b>	<b>Corporate director appointments</b> ①		
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page  <b>Registered or principal address</b> 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
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)?		
	→ Yes Complete <b>Section E3 only</b>		
	→ No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies</b> ②		
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		
	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			<b>④ Non-EEA</b> 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
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
<b>E5</b>	<b>Signature</b> ⑤		
	I consent to act as director of the proposed company named in <b>Section A1</b>		
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; font-size: 24px;">X</div> <div style="border: 1px solid black; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; font-size: 24px;">X</div> </div>		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company

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**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

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

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

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

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

**F2 Share capital in other currencies**

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

Please complete a separate table for each currency

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

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

**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 ④

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc

① Including both the nominal value and any  
share premium② Number of shares issued multiplied by  
nominal value of each share

③ Total number of issued shares in this class

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

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## Application to register a company

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

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

Class of share

Prescribed particulars

1

#### 1 Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

#### Continuation pages

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

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Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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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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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

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

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

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

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

**1 Name**

Please use capital letters

**2 Address**

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

**3 Amount guaranteed**

Any valid currency is permitted

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) 1	Derick Nardo
Surname 1	La-Chana
Address 2	86 Raynton Drive, Hayes
	Middlesex
Postcode	U B 4 8 B E
Amount guaranteed 3	£1 00

**Subscriber's details**

Forename(s) 1	David Joseph
Surname 1	La-Chana
Address 2	86 Raynton Drive, Hayes
	Middlesex
Postcode	U B 4 8 B E
Amount guaranteed 3	£1 00

**Subscriber's details**

Forename(s) 1	Rod Anthony
Surname 1	Douglas
Address 2	6 Devonshire Green, Farnham Royal
	Slough, South Bucks
Postcode	S L 2 3 D R
Amount guaranteed 3	£1 00

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## Application to register a company

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Amount guaranteed ❸	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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

IN01

Application to register a company

## Part 5 Statement of compliance

This section must be completed by all companies

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

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

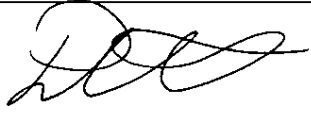
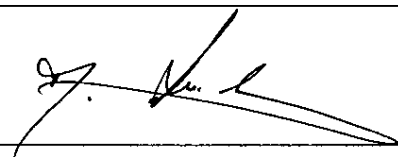

**H1**

### Statement of compliance delivered by the subscribers <sup>①</sup>

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

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

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

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



IN01

Application to register a company

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

**H2**

**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X

X

# IN01

## 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 **Tony Davis**

Company name **Social Enterprise Berkshire CIC**

Address **58 London Street**

Post town **Reading**

County/Region **Berkshire**

Postcode **R G 1 4 S Q**

Country **United Kingdom**

DX

Telephone **0118 937 5799**



### Certificate

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

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



### Checklist

**We may return forms completed incorrectly or with information missing**

**Please make sure you have remembered the following**

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



### Important information

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



### How to pay

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.companieshouse.gov.uk](http://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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

# CIC 36

## Declarations on Formation of a Community Interest Company<sup>1</sup>

*Please  
complete in  
typescript,  
or in bold  
black  
capitals.*

**Company Name in full**

50-50 SYNC

Community Interest Company

### **SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries**

- 1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community<sup>2</sup>. [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]<sup>3</sup>

*The company's activities will provide benefit to ...*

the community and in particular (without limitation) to eg work with children and young people through sports, mentoring and related activities in order to help them explore and fulfill their potential, develop skills and find their role in society, commencing in England.

**COMPANY NAME**

50-50 SYNC CIC

**SECTION B: Community Interest Statement – Activities & Related Benefit**

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

<b>Activities</b> (Tell us here what the company is being set up to do)	<b>How will the activity benefit the community?</b> (The community will benefit by )
The company will support young people in school through sport and other physical activities. It provides a structured mentoring programme in primary schools.	The community will benefit directly and indirectly from the company's activities in schools. By engaging with young people at an early age, the company helps children gain life skills and to become more responsible members of society. Its work with young children helps build their confidence, socialisation and communication skills. Following this, the company also mentors children who experience behavioural or learning challenges. And following this, the company helps young people to assume positions of responsibility and to mentor their peers. The children grow in confidence and are better prepared for the transition to secondary school.
The company will train, mentor and upskill communities, working through a variety of local networks.	The community will benefit because the company will be addressing community causes and needs. Extending its work with young people in school, the company will initiate community-based projects and programmes that deliver social outcomes and help young people to further develop the skills and aptitudes they will need for employment, further education and active citizenship. This work will, over time, create a networked volunteer base that can address and work to resolve community needs.
If the company makes any surplus it will be used for reinvestment in the company to enable it to extend its provision.	

(Please continue on separate continuation sheet if necessary.)

**COMPANY NAME**

50-50 SYNC CIC

**SECTION C:**

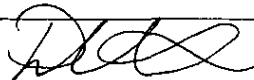
1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.<sup>4</sup>

**SECTION D: SIGNATORIES**

**Each person who will be a first director of the company must sign the declarations.**

Signed



Date

16 11 11

Signed



Date

16.11.11

Signed



Date

16/11/11

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

**CHECKLIST**

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque for £35 made payable to Companies House

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

Tony Davis

Social Enterprise Berkshire CIC

58 London Street

Oxford

Tel 0118 937 5799

DX Number

DX Exchange

**When you have completed and signed the form, please send it to the Registrar of Companies at:**

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

*For companies registered in Scotland:* Companies House, 4<sup>th</sup> Floor, Edinburgh Quay 2, 139  
Fountainbridge, EH3 9FF DX 235 Edinburgh

*For companies registered in Northern Ireland:* Companies House, 2nd Floor, The Linenhall, 32-38  
Linenhall Street, Belfast, BT2 8BG

**NOTES**

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<sup>1</sup> This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

<sup>2</sup> The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

<sup>3</sup> E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

<sup>4</sup> A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

50-50 SYNC CIC

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

---

David Joseph La-Chana



.....

Derick Nardo La-Chana



.....

Rod Anthony Douglas



.....

Dated 16 November 2011

**THE COMPANIES ACT 2006**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**Company Number [                      ]**

**Incorporated [                      ]**

---

**ARTICLES OF ASSOCIATION**

**OF**

**50-50 SYNC CIC**

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**THE COMPANIES ACT 2006**  
**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**50-50 SYNC CIC**

**1 INTERPRETATION**

**1 1 DEFINED TERMS**

In these Articles the following terms shall have the following meanings

**"2004 Act"** the Companies (Audit, Investigations and Community Enterprise) Act 2004

**"2006 Act"** the Companies Act 2006

**"address"** in relation to electronic communications, includes any number or address used for the purposes of such communications

**"Articles"** the Company's Articles of Association

**"Asset Locked Body"** a community interest company, Charity or Scottish Charity or a body established outside Great Britain (for the purposes of Article 3(2)(a), the United Kingdom) that is equivalent to any of those persons

**"Chair"** the meaning given in Article 20

**"Charity"** (except in the phrase, "Scottish Charity") the meaning given by Section 96 of the Charities Act 1993

**"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

**"Company"** Interakt Community Theatre & Arts CIC

**“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations

**“Director”** a Director of the Company, including any person occupying the position of Director, by whatever name called

**“Directors’ functions”** the meaning given in Article 9(1)

**“electronic communication”** the meaning given in the Electronic Communications Act 2000

**“financial year”** has the meaning given in section 390 of the 2006 Act

**“in writing”** written printed or transmitted writing including by electronic communication

**“majority decision”** the meaning given in Article 15

**“Members”** the members of the Company as defined in the 2006 Act

**“Memorandum”** the Company’s Memorandum of Association

**“Regulations”** the Community Interest Company Regulations 2005

**“Regulator”** the Regulator of Community Interest Companies

**“relevant quorum”** the meaning given in Article 19(1)

**“remuneration”** any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business

**“Scottish Charity”** the meaning given in section 1(7) of the Law Reform (Miscellaneous Provisions) Scotland Act 1990

**“Secretary”** the individual who may be appointed as Company Secretary under Article 37

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

**“transfer”** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property

**“unanimous decision”** the meaning given in Article 14

1 2 Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time

1 3 Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular

1 4 All headings and explanatory notes are included for convenience only they do not form part of the Articles, and shall not be used in the interpretation of the Articles

## **2 COMMUNITY INTEREST COMPANY**

The Company is to be a community interest company

## **3 REGISTERED OFFICE**

The Company’s registered office will be in England and Wales.

## **4 OBJECTS**

The Company’s object is to carry on activities which benefit the community and in particular (without limitation) to work with children and young people through sporting, mentoring and related activities in order to help them explore and fulfill their potential, develop skills and find their role in society, commencing in England

## **5 POWERS**

The Company has the power to do anything which is incidental or conducive to the furtherance of its object

## **6 LIMITED LIABILITY**

The liability of the Members is limited

## **7 GUARANTEE**

7 1 Every Member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his, her or its membership or within one year afterwards

7 1 1 for payment of the debts and liabilities of the Company contracted before he, she or it ceased to be a Member,

7 1 2 for the costs, charges and expenses of winding up, and

7 1 3 for the adjustment of the rights of the contributories among themselves

## **8 TRANSFER OF ASSETS**

8 1 The Company shall not transfer any of its assets other than for full consideration

8 2 Provided the condition specified in Article 8 3 is satisfied, Article 8 1 shall not apply to

8 2 1 the transfer of assets to any Asset Locked Body specified in the Articles for the purposes of this Article or (with the consent of the Regulator) to any other Asset Locked Body, and

8 2 2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body

8 3 The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Articles

8 4 If

8 4 1 the Company is wound up under the Insolvency Act 1986, and

8 4 2 all its liabilities have been satisfied, then any residual assets shall be given or transferred to such Asset Locked Body as the members shall determine with the consent of the Regulator

**9 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY**

9 1 The Directors' functions are

9 1 1 to manage the Company's business, and

9 1 2 to exercise all the powers of the Company for any purpose connected with the Company's business

9 2 The Directors may delegate their functions in accordance with the Articles

**10 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS**

10 1 Subject to the Articles, the Directors may delegate any of their functions to any person they think fit

10 2 The Directors must not delegate to any person who is not a Director any decision connected with

10 2 1 the taking of decisions by Directors, or

10 2 2 the appointment of a Director or the termination of a Director's appointment

10 3 Any delegation under Article 10 1 may authorise further delegation of the Directors' functions by any person to whom they are delegated

**11 COMMITTEES OF DIRECTORS**

11 1 Two or more Directors are a "committee" if the Directors have

11 1 1 delegated any of the Directors' functions to them, and

11 1 2 indicated that they should act together in relation to that function

11 2 The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees

**12 SCOPE OF RULES**

12 1 References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions

12 2 Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply

12 2 1 when the Company only has one Director, or

12 2 2 to decisions delegated to a single Director

**13 DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

Any decision which the Directors take

13 1 must be either a unanimous decision or a majority decision, and

13 2 may, but need not, be taken at a meeting of Directors

**14 UNANIMOUS DECISIONS**

14 1 The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter

14 2 A unanimous decision need not involve any discussion between Directors

**15 MAJORITY DECISIONS**

15 1 Questions arising at a Directors' meeting shall be decided by a majority of votes

15 2 The Directors take a majority decision if

15 2 1 every Director has been made aware of a matter to be decided by the Directors,

15 2 2 all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other, and

15 2 3 a majority of those Directors vote in favour of a particular conclusion on that matter

15 3 Article 15 2 1 does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided

15 4 In case of an equality of votes, the Chair shall have a second or casting vote

15 5 A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote

15 6 Except as provided by Articles 15 4 and 15 5, in all proceedings of Directors each Director must not have more than one vote

15 7 Directors participating in the taking of a majority decision otherwise than at a meeting of Directors

15 7 1 may be in different places, and may participate at different times, and

15 7 2 may communicate with each other by any means

## **16 MEETINGS OF DIRECTORS**

16 1 Any Director may call a meeting of Directors

16 2 Every Director must be given reasonable notice of a meeting of Directors

16 3 Article 16 2 does not require notice to be given

16 3 1 in writing, or

16 3 2 to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice

16 4 Directors participating in a meeting of Directors

16 4 1 must participate at the same time, but may be in different places, and

16 4 2 may communicate with each other by any means

**17 CONFLICTS OF INTEREST**

17 1 In this Article, a “relevant interest” is

17 1 1 any interest which a Director has in, or

17 1 2 any duty which a Director owes to a person other than the Company in respect of, an actual or proposed transaction or arrangement with the Company

17 2 For the purposes of Article 17 1 1, a Director shall be deemed to have an interest in a transaction or arrangement if

17 2 1 the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement,

17 2 2 any person specified in Article 17 2 1 is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement, or

17 2 3 any other person who is deemed to be connected with that Director for the purposes of section 182 of the 2006 Act has a personal interest in that transaction or arrangement

17 3 Subject to Article 17 8 1, a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors

17 4 Subject to Articles 17 5 and 17 6, when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest

17 4 1 no Director who has such a relevant interest may vote on that matter, and

17 4 2 for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that



matter, such a Director's participation in the decision-making process shall be ignored

17 5 Article 17 4 does not apply

17 5 1 if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company, or

17 5 2 if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries

17 6 The Members may by ordinary resolution decide to disapply Article 17 4, either in relation to majority decisions generally or in relation to a particular decision

17 7 Subject to the 2006 Act, if a Director complies with Article 17 3

17 7 1 that Director

(a) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest, and

(b) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement, and

17 7 2 the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest

17 8 For the purposes of Article 17 3

17 8 1 a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified, and

17 8 2 any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded

**18 RECORDS TO BE KEPT**

18.1 The Directors are responsible for ensuring that the Company keeps a record, in writing, of

18 1 1 every unanimous or majority decision taken by the Directors, and

18 1 2 every declaration by a Director of an interest in an actual or proposed transaction with the Company

18 2 Any record kept under Article 18 1 must be kept

18 2 1 for at least ten years from the date of the decision or declaration recorded in it,

18 2 2 together with other such records, and

18 2 3 in such a way that it is easy to distinguish such records from the Company's other records

**19 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS**

19 1 Subject to Article 19.2, no majority decision shall be taken by the Directors unless two participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken

19 2 If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision

19 2 1 to appoint further Directors, or

19 2 2 that will enable the Members to appoint further Directors

**20 CHAIRING OF MAJORITY DECISION MAKING PROCESSES**

20 1 The Directors shall appoint a Director to chair the taking of all majority decisions by them

- 20 2 If the person appointed under Article 20 1 is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process
- 20 3 The Directors may terminate an appointment made under Article 20 1 or Article 20 2 at any time
- 20 4 A Director appointed under this Article shall be known as the Chair for as long as such appointment lasts

**21 DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

- 21 1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions
- 21 2 The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force

**22 DEFECT IN APPOINTMENT**

- 22 1 This Article applies if
- 22 1 1 a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director, and
- 22 1 2 it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision
- (a) was not validly appointed as a Director,
  - (b) had ceased to hold office as a Director at the time of the decision,
  - (c) was not entitled to take that decision, or
  - (d) should, in consequence of a conflict of interest, not have voted in the process by which that decision was taken
- 22 2 Where this Article applies

22 2 1 the discovery of any defect of the kind specified in Article 22 1 2 shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed, and

22 2 2 any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it

## **23 MINIMUM NUMBER OF DIRECTORS**

The number of Directors shall not be less than two

## **24 APPOINTMENT OF DIRECTORS**

24 1 The first Directors shall be the persons named in the Form IN01 upon incorporation

24 2 Thereafter, Directors may be appointed by decision of the Directors

24 3 No person may be appointed as a Director

24.3 1 unless that person is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 16 years, or

24 3 2 in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles

24 4 No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members

## **25 TERMINATION OF DIRECTORS' APPOINTMENT**

25 1 A person shall cease to be a Director if

25 1 1 that person ceases to be a Member,

25 1 2 that person ceases to be a Director by virtue of any provision of the 2006 Act, or is prohibited by law from being a Director,

25 1 3 any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed),

25 1 4 a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director,

25 1 5 the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given

(a) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office, and

(b) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors

25 2 No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either

25 2 1 the majority of the remaining Directors having been appointed by persons who are not Members, or

25 2 2 the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors, but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles

## 26 **DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE**

26 1 Subject to the 2006 Act, the Articles, the Company satisfying the community interest test, and any resolution passed under Article 26 2, the Directors may decide the terms (including as to remuneration) on which a Director is to

perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries

26 2 The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases

## **27 DIRECTORS' EXPENSES**

The Company may meet all reasonable expenses which the Directors properly incur in connection with

27 1 the exercise of their functions, or

27 2 the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries

## **28 APPOINTMENT OF MEMBERS**

28 1 The subscribers to the Memorandum are the first Members of the Company

28 2 Such other persons as agree to become Members of the Company, whose names are entered in the register of Members, and who are admitted to membership in accordance with the Articles, shall be Members of the Company

28 3 No person shall be admitted as a Member of the Company unless he, she or it is approved by the Directors

28 4 Every person who wishes to become a Member shall execute and deliver to the Company an application for membership in such form (and containing such information) as the Directors require

28 5 The Directors from time to time shall be the only Members of the Company

## **29 TRANSFER AND TERMINATION OF MEMBERSHIP**

29 1 Membership is not transferable to anyone else

29 2 Membership is terminated if

29 2 1 the Member dies, ceases to exist or ceases to be a Director, or

29 2 2 otherwise in accordance with the Articles

30 **GENERAL MEETINGS**

The Directors may decide to call a general meeting at any time

31 **NOTICE OF GENERAL MEETINGS**

31 1 Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any)

31 2 All general meetings shall be called by at least 14 clear days' notice in writing

31 3 Every notice calling a general meeting shall specify

31 3 1 the place, date and time of the meeting, and

31 3 2 the general nature of the business to be transacted

31 4 In the case of an annual general meeting (if any), the notice shall specify that the meeting is an annual general meeting

31 5 If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution

32 **QUORUM**

32 1 No business shall be transacted at any general meeting unless a quorum is present

32 2 The quorum for a general meeting shall be two Members present in person (or, in the case of a corporate Member, by its duly appointed representative) and entitled to vote on the business to be transacted

32 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine

**33 CONDUCT OF BUSINESS – GENERAL**

33 1 The Chair or, in the absence of the Chair, some other Member chosen by the Members shall preside as chair of the general meeting

33 2 The chair

33 2 1 may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present, and

33 2 2 shall do so if so directed by the meeting or in accordance with the Articles

33 3 No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place

33 4 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice

33 5 Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution

**34 VOTING PROCEDURES**

34 1 Every Member present in person or by proxy (or, in the case of a corporate Member, by its duly appointed representative) shall have one vote The chairman of the meeting shall not have a casting vote

34 2 A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorized representative of a Member)

34 3 Articles 34 1 and 34 2 are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

34 4 A declaration by the chair that a resolution has been



34 4 1 carried,

34 4 2 carried unanimously, or by a particular majority,

34 4 3 lost, or

34 4 4 not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

34 5 The proceedings at any general meeting shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting

34 6 No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chair whose decision shall be final and binding

## **35 MINUTES**

35 1 The Directors shall cause minutes to be made, in writing, of all proceedings at general meetings of the Company

35 2 Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings

## **36 COMPANY SECRETARY**

36 1 Subject to the provisions of the 2006 Act, the Directors may appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit

36 2 The Directors may decide to remove a person from the office of Secretary at any time

## **37 ACCOUNTS AND REPORTS**

- 37 1 The Directors shall comply with the requirements of the 2006 Act and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts
- 37 2 Subject to Article 37 3, the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours
- 37 3 The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members

## **38 NOTICES AND COMMUNICATIONS**

- 38 1 Except where the Articles provide otherwise, any notice or communication to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice
- 38 2 The Company may give any notice to any person under the Articles
  - 38 2 1 in person,
  - 38 2 2 by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address,
  - 38 2 3 by fax or by electronic communication to an address provided for that purpose, or
  - 38 2 4 by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person
- 38 3 A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- 38 4 Proof that
  - 38 4 1 an envelope containing a notice was properly addressed, prepaid and posted, or

38 4 2 that an electronic communication or fax has been transmitted to the correct address or number,

shall be conclusive evidence that the notice was given

38 5 A notice or communication shall, unless the contrary is proved, be deemed to be given

38 5 1 at the expiration of 48 hours after the envelope containing it was posted, or

38 5 2 in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted

## 39 INDEMNITY

39 1 Subject to the 2006 Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs

39 1 1 in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final),

39 1 2 in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final),

39 1 3 in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final)

39 2 Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect

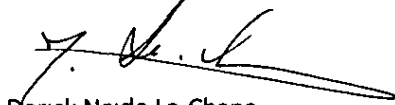
39 3 This Article is without prejudice to any other indemnity to which a Director may be entitled

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Name and Addresses  
of Subscribers

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Signature



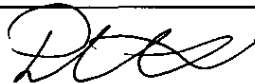
Name Derick Naido La-Chana

Address 86 Raynton Drive, Hayes, Middlesex UB4 8BE

Date 16 November 2011

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Signature



Name David Joseph La-Chana

Address 86 Raynton Drive, Hayes, Middlesex UB4 8BE

Date 16 November 2011

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Signature



Name Rod Anthony Douglas

Address 6 Devonshire Green, Farnham Royal, Slough, South Bucks SL2 3DR

Date 16 November 2011