



FILE COPY

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

Company No. 8552573

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

**LONGTOWN MEMORIAL HALL COMMUNITY
CENTRE**

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 **1st June 2013**



N08552573M



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

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

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

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

For further information, please

TUESDAY



A29AWWB4

A03

28/05/2013

#35

COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

LONGTOWN MEMORIAL HALL COMMUNITY CENTRE

For official use

8 5 5 2 5 7 3

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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 on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

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

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

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

③ Name ending exemption

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

A4 Company type ④

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

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

④ Company type

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

IN01

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 LONGTOWN MEMORIAL HALL COMMUNITY CENTRE

Street ARTHURET ROAD

Post town LONGTOWN

County/Region CUMBRIA

Postcode C A 6 5 S J

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

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

IN01

Application to register a company

Part 2 Proposed officers

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

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

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

Secretary

B1 Secretary appointments ①

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

| | |
|------------------|------------|
| Title* | MR |
| Full forename(s) | NIGEL |
| Surname | WILLIAMSON |
| Former name(s) ② | |

① Corporate appointments

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

Additional appointments

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

② Former name(s)

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

B2 Secretary's service address ①

| | |
|----------------------|---------------------------------|
| Building name/number | THE COMPANY'S REGISTERED OFFICE |
| Street | ARTHUR STREET |
| Post town | LONGTOWN |
| County/Region | CUMBRIA |
| Postcode | CA6 5SS |
| Country | ENGLAND |

① Service address

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

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

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

B3 Signature ①

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

| | |
|-----------|-----------------------------------|
| Signature | Signature X Nigel Williamson X |
|-----------|-----------------------------------|

① 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 ①**

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

① Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**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 ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**

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

Signature

Signature

X

X

⑤ Signature

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

IN01

Application to register a company

Director**D1****Director appointments ①**Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

| | |
|--------------------------------|-------------------------|
| Title* | SIR |
| Full forename(s) | JAMES |
| Surname | GRAHAM |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Date of birth | d2 d9 m0 m7 y1 y9 y4 y6 |
| Business occupation (if any) ④ | |

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ⑤**

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

| | |
|----------------------|-------------|
| Building name/number | THE KENNEL |
| Street | NETHERBY |
| Post town | LONGTOWN |
| County/Region | CUMBRIA |
| Postcode | C A 6 5 P D |
| Country | UK |

⑤ Service address

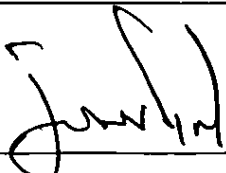
This is the address that will appear on the public record. This does not have to be your usual residential address.

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.

IN01 – continuation page

Application to register a company

Director

| | | |
|--------------------------------|--|--|
| D1 | Director appointments ① | |
| | Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5 | |
| Title* | MR | |
| Full forename(s) | PAUL | |
| Surname | STEELE | |
| Former name(s) ② | | |
| Country/State of residence ③ | ENGLAND | |
| Nationality | BRITISH | |
| Date of birth | <div> <div>d</div> <div>2</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>9</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>8</div> </div> | |
| Business occupation (if any) ④ | | |

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

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

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

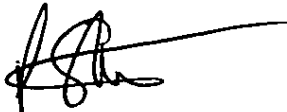
④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

| | | |
|----------------------|--|--|
| 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 | 16 | |
| Street | STAKEBRAES ROAD | |
| Post town | LONGTOWN | |
| County/Region | CUMBRIA | |
| Postcode | <div> <div>C</div> <div>A</div> <div>6</div> <div></div> <div>5</div> <div>U</div> <div>R</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> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div> | |

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01

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) | GORDON LAMBERT |
| Surname | ROUTLEDGE |
| Former name(s) ② | |
| Country/State of residence ③ | ENGLAND |
| Nationality | BRITISH |
| Date of birth | d0 d4 m0 m8 y1 y9 y4 y8 |
| Business occupation (if any) ④ | RETIRED CIVIL SERVANT |

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 | 25 |
| Street | ESK STREET |
| Post town | LONGTOWN |
| County/Region | CUMBRIA |
| Postcode | C A 6 5 P U |
| Country | UK |

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.

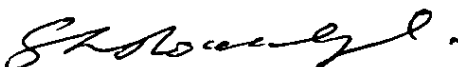
If you provide your residential address here it will appear on the public record.

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.

IN01

Application to register a company

Corporate director

| | | | |
|---|---|--|--|
| E1 | Corporate director appointments ① | | |
| | Please use this section to list all the corporate directors taken on formation | | |
| Name of corporate body or firm | | | ① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number |
| 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 | | | |
| 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 ② | | |
| | 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 ③ | | | ② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC) |
| Registration number | | | |
| 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 | | | ④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register |
| Governing law | | | |
| If applicable, where the company/firm is registered ④ | | | |
| If applicable, the registration number | | | |
| E5 | Signature ⑤ | | |
| | I consent to act as director of the proposed company named in Section A1 | | |
| Signature | Signature <div style="font-size: 2em; font-weight: bold; text-align: center;">X</div> | | ⑤ Signature The person named above consents to act as corporate director of the proposed company |

IN01

Application to register a 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 ① | Amount (if any) unpaid on each share ① | Number of shares ② | Aggregate nominal value ③ |
|---|-----------------------------------|---|--------------------|---------------------------|
| | | | | £ |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | | £ |

F2 Share capital in other currencies

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

Please complete a separate table for each currency

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

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value 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 PagesPlease use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

F4

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

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

Class of share

Prescribed particulars

①

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

IN01

Application to register a company

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

IN01

Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

IN01

Application to register a company

Part 4

Statement of guarantee

Is your company limited by guarantee?

- Yes Complete the sections below
- No Go to Part 5 (Statement of compliance)

G1

Subscribers

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

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

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

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

| | |
|---------------------|---|
| Forename(s) 1 | JAMES |
| Surname 1 | GRAHAM |
| Address 2 | THE KENNEL, NETHERBY, LONGTOWN, CUMBRIA |
| Postcode | C A 6 5 P D |
| Amount guaranteed 3 | £1 00 |

Subscriber's details

| | |
|---------------------|----------------------------------|
| Forename(s) 1 | GORDON LAMBERT |
| Surname 1 | ROUTLEDGE |
| Address 2 | 25 ESK STREET, LONGTOWN, CUMBRIA |
| Postcode | C A 6 5 P U |
| Amount guaranteed 3 | £1 00 |

Subscriber's details

| | |
|---------------------|---------------------------------------|
| Forename(s) 1 | PAUL |
| Surname 1 | STEELE |
| Address 2 | 16 STAKEBRAES ROAD, LONGTOWN, CUMBRIA |
| Postcode | C A 6 5 U R |
| Amount guaranteed 3 | £1 00 |

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 ^①**

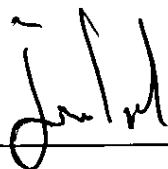
Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

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

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

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

IN01

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

IN01

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 |

**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

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

**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

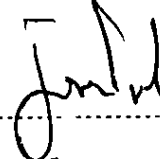
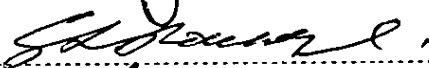
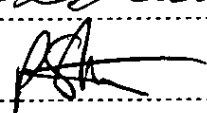
THE COMPANIES ACT 2006

Memorandum of Association of

**Longtown Memorial Hall
Community Centre**

*A Private Company Limited by Guarantee
and not having a share capital*

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

| <i>Name of each subscriber</i> | <i>Authentication by each subscriber</i> |
|--------------------------------|--|
| JAMES GRAHAM |  |
| GORDON LAMBERT ROUTLEDGE |  |
| PAUL STEELE |  |

Dated *May 21st 2013*

Longtown Memorial Hall Community Centre

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

CHARLIE CATTELL

SOCIAL ECONOMY CONSULTANT

charlie@charliecattell.co.uk

www.catwool.co.uk

01274 900728

Longtown Memorial Hall Community Centre

LAYOUT OF THE ARTICLES

| | |
|--------------------------------------|--------|
| OBJECTS & POWERS | page 1 |
| APPLICATION OF INCOME AND PROPERTY | 2 |
| GENERAL STRUCTURE OF THE CHARITY | 3 |
| MEMBERS' LIMITED LIABILITY | 3 |
| MEMBERSHIP | 4 |
| BOARD OF TRUSTEES | 4 |
| POWERS OF THE BOARD OF TRUSTEES | 6 |
| PROCEEDINGS OF THE BOARD OF TRUSTEES | 6 |
| COMMITTEES | 7 |
| GENERAL MEETINGS | 8 |
| MEMBERS' WRITTEN RESOLUTIONS | 10 |
| MINUTES | 11 |
| ACCOUNTS | 11 |
| ANNUAL REPORTS AND RETURNS | 11 |
| INDEMNITY | 12 |
| DISSOLUTION | 12 |
| INTERPRETATIONS | 13 |

ARTICLES OF ASSOCIATION OF

Longtown Memorial Hall Community Centre

A COMPANY LIMITED BY GUARANTEE
and not having a share capital

Interpretations

1. Words and expressions used in these articles shall have the meanings attributed to them in article 90

Constitution of company

2. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company (referred to in this document as "the Charity")

OBJECTS & POWERS

Objects

3. The object of the Charity is to maintain a community centre for use by the inhabitants of the area of benefit for the following purposes -
 - (a) for the advancement of the education of the said inhabitants,
 - (b) for the provision of facilities in the interests of social welfare for recreation and other leisure time occupation with the object of improving the conditions of life for the said inhabitants
4. The Charity's area of benefit is the City of Carlisle and in particular that area known as Longtown and the surrounding district

Powers

5. In furtherance of the above objects, but not otherwise, the Charity has the following powers—
 - (a) to take over the assets and activities of the unincorporated charity "Longtown Memorial Hall Community Centre" (formerly Longtown Memorial Hall Community Centre and the Arthuret Parish War Memorial Hall), registered charity number 242423,
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - (c) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity,
 - (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011,

- (e) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any substantial permanent trading activities in raising funds for the objects of the Charity,
- (f) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, provided that the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land,
- (g) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (h) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects,
- (i) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects,
- (j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (k) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity,
- (l) to—
 - i) deposit or invest funds,
 - ii) employ a professional fund-manager, and
 - iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (m) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- (n) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations,
- (o) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity,
- (p) to do all such other lawful things as are necessary for the achievement of the objects

APPLICATION OF INCOME AND PROPERTY

- 6 The income and property of the Charity shall be applied solely towards the promotion of its objects, and none of such income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity, provided that—

- (a) a Trustee is entitled to be reimbursed from the property of the Charity, or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the Charity,
- (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- (c) a Trustee may receive an indemnity from the Charity in the circumstances specified in Article 85,
- (d) a Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity and on the same terms as other beneficiaries

Benefits and payments to Trustees and connected persons

7 No Trustee or connected person may—

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public,
- (b) sell goods, services, or any interest in land to the Charity,
- (c) be employed by, or receive any remuneration from the Charity,
- (d) receive any other financial benefit from the Charity (where "financial benefit" means any benefit, direct or indirect, which is either money or has a monetary value),

unless the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

GENERAL STRUCTURE OF THE CHARITY

8. The structure of the Charity consists of—

- (a) the MEMBERS, who have the right to attend general meetings and have important powers under the articles of association and the Act; in particular, the members elect people to serve as Trustees and must take any decisions about changes to these articles, and
- (b) the TRUSTEES, who meet regularly during the period between Annual General Meetings, and generally control and supervise the activities of the Charity, in particular, the Trustees are responsible for monitoring the financial position of the Charity. For the avoidance of doubt, the Trustees are 'trustees' for the purposes of charity law and 'directors' for the purposes of company law

MEMBERS' LIMITED LIABILITY

- 9 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while a member or within one year after ceasing to be a member, for—**
 - (a) payment of the Charity's debts and liabilities contracted before the member ceased to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and

- (c) adjustment of the rights of the contributories among themselves

MEMBERSHIP

Admission of members

- 10 Membership is open to individuals aged 16 years and over within the Charity's area of benefit who—
 - (a) are interested in furthering the Charity's objects, and
 - (b) apply for membership in such manner as the Trustees may require, and
 - (c) agree to pay such subscription as may be set from time to time by the Trustees
- 11 Young people under the age of 16 years may be members, but shall not have voting rights.
- 12 Membership is personal and cannot be transferred to anyone else
- 13. The Charity shall keep an up-to-date Register of Members containing the name and address of every member, the date on which they became a member, and the date on which they ceased to be a member
- 14 Every member shall be entitled to a copy of the Charity's articles of association at no charge, and of any amendments subsequently made

Cessation of membership

- 15 A member shall cease to be a member if he or she—
 - (a) resigns in writing to the Charity, or
 - (b) fails to pay any subscription six months after the date it became due, or
 - (c) is expelled by the Trustees for conduct prejudicial to the Charity, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made

BOARD OF TRUSTEES

Composition of the Board

- 16 The Charity shall have a Board of Trustees comprising—
 - (a) not less than three and not more than seven people elected by and from the membership at (or prior to) the Annual General Meeting, and
 - (b) one person nominated by Carlisle City Council, and
 - (c) up to three other members of the Charity co-opted by the Trustees for the skills or experience they will bring to running the Charity
- 17 For the avoidance of doubt, Trustees are directors for company law purposes and charity trustees for charity law purposes

Election of trustees

- 18 The Trustees shall from time to time determine procedures for the election of Trustees, which may include elections held at the Annual General Meeting, or a postal ballot of

the members conducted prior to the Annual General Meeting, or any other method considered to be effective and democratic

- 19 Elected Trustees shall take office at the conclusion of that meeting and shall serve until the conclusion of the next Annual General Meeting. A retiring Trustee shall be eligible to be re-elected

Casual vacancies

- 20 The Trustees may fill any casual vacancy occurring amongst their number by appointing another member to the vacant place. A casual vacancy shall exist when there are fewer elected Trustees than there were at the end of the preceding Annual General Meeting. Anyone filling such a casual vacancy shall serve until the conclusion of the next Annual General Meeting

People who may not serve as Trustees

- 21 Under no circumstances shall any of the following serve as Trustees—
- (a) employees of the Charity;
 - (b) a person aged less than 16 years,
 - (c) a person who is an undischarged bankrupt or is otherwise disqualified by law from serving as a company director,
 - (d) a person who has an unspent conviction involving dishonesty or deception or is otherwise disqualified by law from serving as a charity trustee

Retirement, disqualification and removal of Trustees

- 22 The office of a Trustee shall be immediately vacated if he or she—
- (a) ceases to be a member of the Charity, or
 - (b) resigns his or her office in writing to the Charity (but only if at least three Trustees will remain in office when the resignation takes effect), or
 - (c) is absent without good reason from all Trustees' meetings held within a six month period, and the remaining Trustees decide that he or she shall vacate office by reason of such absence, or
 - (d) is removed from office by Ordinary Resolution of the Charity in general meeting in accordance with the Act, or
 - (e) becomes bankrupt or makes any arrangement with his or her creditors generally, or
 - (f) is otherwise disqualified by law from serving as a director of a company or as a charity trustee

Officers

- 23 At their first meeting following the Annual General Meeting, Trustees shall elect from their own number a Chair and Treasurer of the Charity
- 24 An elected officer shall cease to hold office at the conclusion of each Annual General Meeting, but shall then be eligible for re-election

- 25 A person elected to any office shall cease to hold that office if he or she ceases to be a Trustee, or if he or she resigns from that office by written notice

POWERS OF THE BOARD OF TRUSTEES

- 26 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the articles or any Special Resolution
27. No alteration of the articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Trustees
- 28 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 29 The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 30 The Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit
- 31 A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom
- 32 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees
- 33 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants
- 34 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants
- 35 The quorum necessary for the transaction of the business of the Trustees shall be one-third of the Trustees or three Trustees, whichever is the greater number
- 36 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 37 At every meeting of the Trustees the Chair shall preside but if he or she is not present 15 minutes after the time set for the meeting, the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 38 Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall not have a second or casting vote and resolution shall be lost

- 39 A resolution in writing or in electronic form agreed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held
- 40 All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in their appointment, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee

Declarations of interest

- 41 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of interest

- 42 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting,
 - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying
- 43 In the above article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a any direct or indirect benefit to a Trustee or to a connected person

Secretary

- 44 The Trustees may appoint a Secretary of the Charity upon such terms and conditions as they think fit, and any Secretary so appointed may be removed by them

COMMITTEES

- 45 The Trustees may delegate any of their powers or functions to committees comprising Trustees and optionally others. The terms of any delegation will be agreed by the Trustees and must be recorded in the minute book
- 46 The Trustees may impose conditions when delegating, and will always include the conditions that—
- (a) the relevant powers are to be exercised exclusively by the committee to whom they have been delegated,

- (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees,
- (c) the Trustees may vary or revoke the delegation;
- (d) the committee shall report regularly to the Trustees

GENERAL MEETINGS

Annual General Meeting

- 47. The Charity shall in each calendar year hold a general meeting as its Annual General Meeting ("AGM") Every AGM shall be held not more than fifteen months after the holding of the previous AGM
- 48. The business of an AGM shall comprise—
 - (a) the consideration of the Report and Accounts presented by the Trustees,
 - (b) the election of Trustees,
 - (c) the appointment or re-appointment of the Charity's auditor or auditors (if any),
 - (d) such other business as may have been specified in the notices calling the meeting

Other general meetings

- 49. The Trustees may call a general meeting at any time, and shall call one if requested so to do by at least 5% of the members of the Charity

Proceedings at general meetings

- 50. No business shall be transacted at a general meeting unless a quorum is present in person or by proxy Unless otherwise decided by the Charity, a quorum shall be ten members or one-tenth of the membership (with voting rights), whichever is the greater number
- 51. If—
 - (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,
 the meeting shall be adjourned to such time and place as the Trustees shall direct
- 52. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 53. If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting
- 54. At every general meeting the Chair of the Board of Trustees shall preside but if he or she is not present 15 minutes after the time appointed for the commencement of the meeting, the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner

Voting at general meetings

- 55 Decisions at general meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the articles of association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast.
56. One vote may be cast by or on behalf of each member on any question to be decided at a general meeting
- 57 A voting member who cannot attend a General Meeting may appoint any other person to act as proxy for him or her by sending the Company a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, and
 - (d) is delivered to the Company in accordance with any instructions contained in the notice of the general meeting to which they relate
- 58 The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution, or
 - (b) authorize the proxy to vote in accordance her or his own judgement
- 59 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy
- 60 On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds
- 61 The declaration by the Chair of the result of a vote shall be conclusive unless a ballot is demanded. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
- 62 If a ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded
- 63 In the case of an equality of votes, whether on a show hands or on a ballot, the Chair of the meeting shall not have a second or casting vote and the resolution shall be considered as lost

Adjournment of general meetings

- 64 A general meeting may by Ordinary Resolution resolve that the meeting shall be adjourned

- 65 The Chair of the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 66 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
67. If a meeting is adjourned for more than fourteen days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

Notices of general meetings

- 68 Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of those entitled to attend and vote
- 69 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. In the case of a general meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy
- 70 The notice must be given to all the members and Trustees and to the auditors (if any), and may be given—
 - (a) in person,
 - (b) by sending it by post addressed to that person at that person's registered address, or by leaving it at that address,
 - (c) by fax or by electronic communication to an address provided for that purpose, or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person
- 71 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

MEMBERS' WRITTEN RESOLUTIONS

- 72 Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office
- 73 A proposed resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it
- 74 The majorities required to pass a written resolution are as follow—
 - (a) for an Ordinary Resolution, approval is required from a simple majority of the members,

- (b) for a Special Resolution, approval is required from not less than 75% of the members
- 75 The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked
- 76 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members

MINUTES

- 77 The Trustees must keep minutes of all—
 - (a) appointments of officers made by the Trustees,
 - (b) proceedings at general meetings of the Charity,
 - (c) written resolutions passed by the Charity,
 - (d) meetings of the Trustees and committees of Trustees including—
 - i) the names of the Trustees present at the meeting,
 - ii) the decisions made at the meetings, and
 - iii) where appropriate, the reasons for the decisions
- 78 Minutes of meetings shall be kept for a minimum of 10 years

ACCOUNTS

- 79 The Trustees must keep accounting records as required by the Act
- 80 The Trustees must prepare accounts for each financial year as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 81 The Trustees must send a copy of the annual accounts and reports for each financial year to—
 - (a) every member of the Charity, and
 - (b) every person who is entitled to receive notice of general meetings
- 82 The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies

ANNUAL REPORTS AND RETURNS

- 83 The Trustees shall comply with all requirements of company and charity law with regard to the preparation and submission of annual reports, returns and accounts
- 84 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

INDEMNITY

- 85 Every Trustee or other officer or auditor of the Charity shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Charity against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office, that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him or her in defending any proceedings (whether civil or criminal) in which judgement is given in his or her favour or in which he or she is acquitted or any liability in connection with an application in which relief is granted to him or her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Charity
- 86 The Charity shall be entitled to purchase and maintain for any Trustee insurance against any loss or liability which any Trustee or other officer of the Charity may sustain or incur in connection with the execution of the duties of his or her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc of a Trustee)

DISSOLUTION

- 87 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways—
- (a) directly for the Charity's objects, or
 - (b) by transfer to any Charity or charities for purposes similar to those objects, or
 - (c) to any Charity or charities for use for particular purposes that fall within the objects
- 88 Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred —
- (a) directly for the Charity's objects, or
 - (b) by transfer to any Charity or charities for purposes similar to those objects, or
 - (c) to any Charity or charities for use for particular purposes that fall within the objects
- 89 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and, if no resolution in accordance with the above articles is passed by the members or the Trustees, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission

INTERPRETATIONS

90 In these articles—

“the Charity” means the company to which these articles apply

“the Act” means the Companies Act 2006

“the Board of Trustees” means all those persons appointed to perform the duties of directors of the Charity and “Trustee” means a director

“the Commission” means the Charity Commission for England and Wales

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

“clear days” in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect

“connected person” means—

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee,
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above,
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above,
- (d) an institution which is controlled –
 - i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above, or
 - ii) by two or more persons falling within sub-paragraph (i), when taken together
- (e) a body corporate in which –
 - i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest, or
 - ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest

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

“employee” means anyone holding a current contract of employment with the Charity

“in writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context

Any reference to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it