



FILE COPY

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

Company No. 8563160

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

MY CARE MY HOME WEBSITE SERVICES

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 Wales

Given at Companies House on **10th June 2013**



N08563160G



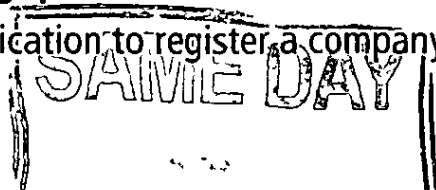
Companies House



**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

X What this form is NOT for
You cannot use this form to register
a limited liability partnership.
If you wish to register this, please use form L1



A07 10/06/2013 #6
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

My Care My Home Website Services

For official use

8563160

→ 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 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 our
guidance booklet GP1 at
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

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

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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 ①

Please give the registered office address of your company

Building name/number 1, Links Court

Street Links Business Park

St Mellons

Post town Cardiff

County/Region

Postcode C F 3 0 L T

① 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 ①

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

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

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

☒

① Restricted company articles

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

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Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments 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)	Peter John Jeremy
Surname	Nixey
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**

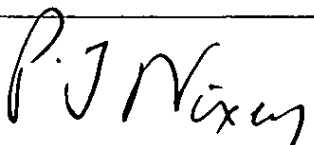
Building name/number	1, Links Court
Street	Links Business Park
	St Mellons
Post town	Cardiff
County/Region	
Postcode	C F 3 0 L T
Country	UK

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

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 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)

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

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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)	Peter John Jeremy	
Surname	Nixey	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div> <div>d2</div> <div>d7</div> <div>m0</div> <div>m4</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y2</div> </div>	
Business occupation (if any) ④	Company Chief Executive Officer	

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	1, Links Court	
Street	Links Business Park	
	St Mellons	
Post town	Cardiff	
County/Region		
Postcode	<div> <div>C</div> <div>F</div> <div>3</div> <div></div> <div>0</div> <div>L</div> <div>T</div> </div>	
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	<div> <div>Signature</div> <div>X</div> <div>P J Nixey</div> <div>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**

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 Philip Glyn
Surname	Thomas
Former name(s)	
Country/State of residence	UK
Nationality	British
Date of birth	21 09 1940
Business occupation (if any)	Chartered Accountant

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

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

Building name/number	1, Links Court
Street	Links Business Park
	St Mellons
Post town	Cardiff
County/Region	
Postcode	C F 3 0 L T
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

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

Corporate director

E1	Corporate director appointments ①		<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>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</p>
Please use this section to list all the corporate directors taken on formation			
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> </div>		
Country			
E2	Location of the registry of the corporate body or firm		
<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>			
E3	EEA companies ①		<p>① EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>② 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 ②			
Registration number			
E4	Non-EEA companies		<p>③ 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</p>
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 ③			
If applicable, the registration number			
E5	Signature ④		<p>④ Signature The person named above consents to act as corporate director of the proposed company</p>
Signature	<p>I consent to act as director of the proposed company named in Section A1.</p> <p>Signature</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 40%;"> <p>X</p> </div> <div style="width: 20%;"></div> <div style="width: 40%;"> <p>X</p> </div> </div>		

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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)

No

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

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

F3**Totals**

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

Total number of shares

Total aggregate
nominal value 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 premium

② Total number of issued shares in this class

③ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

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

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

Class of share

Prescribed particulars
①

① Prescribed particulars of rights attached to shares

The particulars are

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

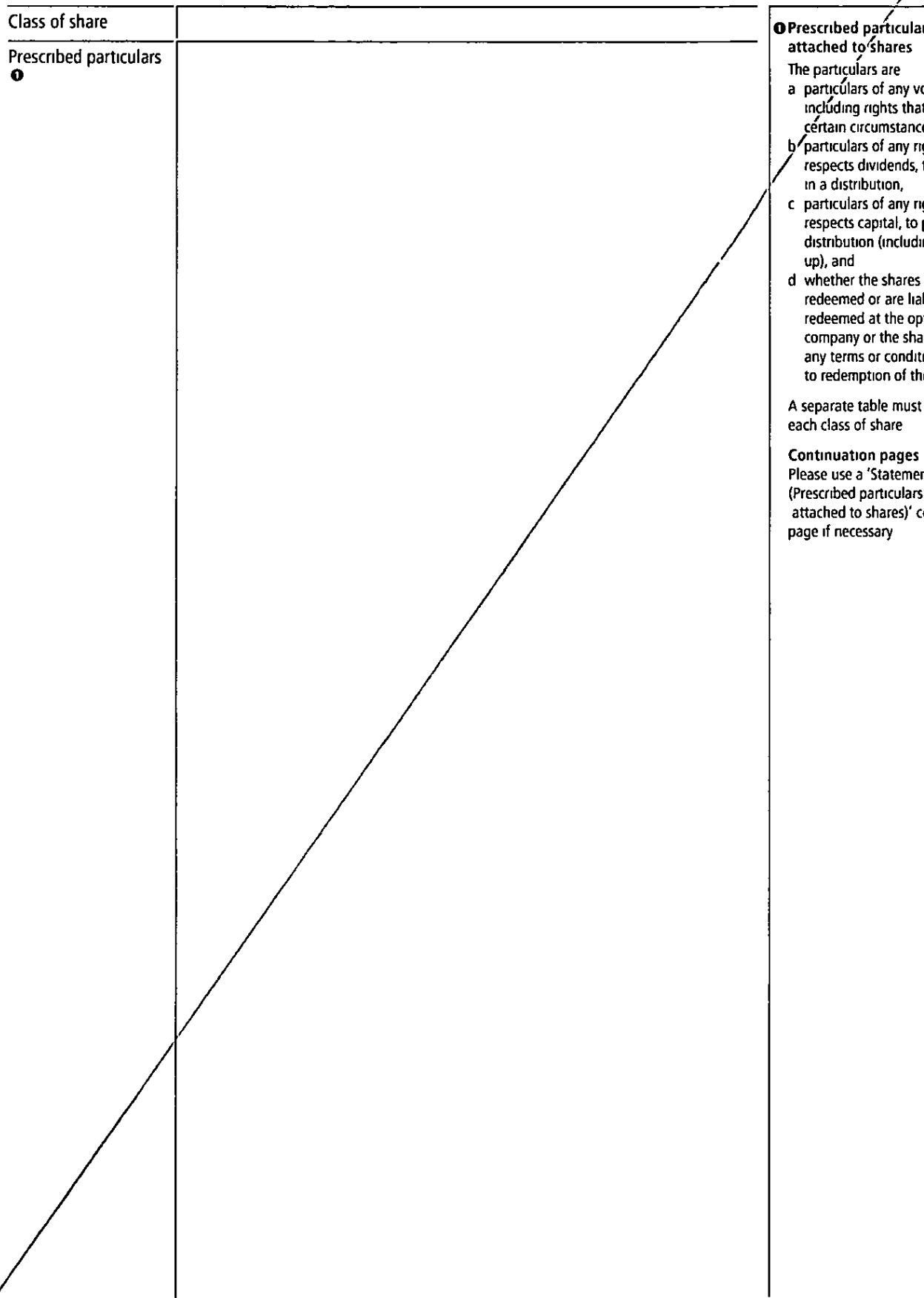
A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

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

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Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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Application to register a company

4/6 =

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

Surname 1

The Shaw Foundation Limited

Address 2

1, Links Court, St Mellons

Cardiff

Postcode

C F 3 0 L T

Amount guaranteed 3

£1

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

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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.

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

→ 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

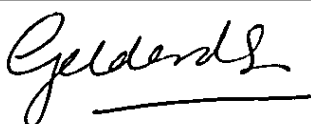
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Application to register a company

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

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name	Geldards LLP (ref GD/92491 7)
Building name/number	Dumfries House
Street	Dumfries Place
Post town	Cardiff
County/Region	
Postcode	C F 1 0 3 Z F
Country	UK
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X  X

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Application to register a company



Presenter information

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

Contact name **Giselle Davies**

Company name **Geldards LLP**

Address **Dumfries House**

Dumfries Place

Post town **Cardiff**

County/Region

Postcode **C F 1 0 3 Z F**

Country **UK**

DX **33001 Cardiff 1**

Telephone **02920 391797**



Certificate

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

- ☐ At the registered office address (Given in Section A6)
☒ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

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



Important information

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



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk



Where to send

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

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

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

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

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE



Further information

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

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association

OF

MY CARE MY HOME WEBSITE SERVICES

**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
SUBSCRIBER**

BY

EACH

The Shaw Foundation Limited

x *P. J. Vixey*

Authorised signatory

DATED

7th June

2013

Company No:

Charity No:

THE COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION
OF
MY CARE MY HOME WEBSITE SERVICES**

Incorporated on

Geldards
law firm

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

MY CARE MY HOME WEBSITE SERVICES

1. MODEL ARTICLES

The Model Articles for Private Companies Limited by Guarantee set out at schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to the Charity

2. OBJECTS

The Objects of the Charity are the advancement of education of the public, the relief of need amongst people requiring domiciliary or residential care, and the promotion of good health and care for older and disabled people by the provision of advice, support and information through free to access websites and publications (the '**Objects**')

3. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

- 3 1 To enter into arrangements for the creation, leasing or operation of websites
- 3 2 To promote or carry out research
- 3 3 To provide advice
- 3 4 To publish or distribute information
- 3 5 To co-operate with other bodies
- 3 6 To support, administer or set up other charities and act as Charity trustee
- 3 7 To raise funds (but not by means of **taxable trading**)
- 3 8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**)
- 3 9 To acquire or hire property of any kind

- 3 10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 3 11 To make grants or loans of money and to give guarantees
- 3 12 To set aside funds for special purposes or as reserves against future expenditure
- 3 13 To undertake the following 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 -
- (a) Deposit or invest funds,
 - (b) Employ or appoint a professional fund manager or **financial expert**, and
 - (c) Arrange for the investments or other property of the Charity to be held in the name of a **nominee company** or by a **custodian**
- 3 14 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 3 15 To pay for **indemnity insurance** for the Trustees
- 3 16 Subject to article 4, to employ paid or unpaid agents, staff or advisers on appropriate terms
- 3 17 To enter into contracts to provide services to or on behalf of other bodies
- 3 18 To establish subsidiary companies to assist or act as agents for the Charity
- 3 19 To amalgamate or merge with or support any other organisation, company or undertaking whose objects may (in the opinion of the Trustees) advantageously be combined with the Objects
- 3 20 To pay the costs of forming the Charity
- 3 21 To do anything else within the law which promotes or helps to promote the Objects

4. BENEFITS TO MEMBERS AND TRUSTEES

- 4 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but
- (a) Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied,
 - (b) Members and Trustees may be paid interest at a reasonable rate on money lent to the Charity,
 - (c) Members and Trustees may be paid a reasonable rent or hiring fee for property let or hired to the Charity,

- (d) Members and Trustees may receive charitable benefits in the capacity of beneficiaries on the same terms as any other member of the public
- 4 2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- (a) as mentioned in article 3 18 (indemnity insurance), 4 1(b) (interest), 4 1(c) (rent), 4 1(d) (charitable benefits) or 4 3 (contractual payments),
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity,
 - (c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
 - (d) payment to any company in which a Trustee has no more than a 1 per cent shareholding,
 - (e) in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance)
- 4 3 A Trustee may not be an employee of the Charity but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if
- (a) the goods or services are actually required by the Charity,
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in article 4 4, and
 - (c) no more than a minority of the Trustees are subject to such a contract in any **financial year**
- 4 4 Subject to article 4 5, any Trustee who becomes a **Conflicted Trustee** in relation to any matter must
- (a) declare the nature and extent of their interest at or before discussions begin on the matter,
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - (c) not be counted in the quorum for that part of the meeting,
 - (d) withdraw during the vote and have no vote on the matter
- 4 5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to

- (a) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (b) disclose to a third party information confidential to the Charity, or
- (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any direct or indirect payment or material benefit (whether or not from the Charity), or
- (d) refrain from taking any step required to remove the conflict

4 6 This article 4 may not be amended without the prior written consent of the Commission

5. LIMITED LIABILITY

The liability of Members 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

6. GUARANTEE

Every Member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

7. DISSOLUTION

7 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways -

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
- (b) directly for the Objects or charitable purposes within or similar to the Objects,
- (c) in such other manner consistent with charitable status as the Commission approve in writing in advance

7 2 A final report and statement of account must be sent to the Commission

8. MEMBERSHIP

8 1 The Charity must maintain a register of Members

8 2 Unless and until such time as the Charity adopts new Articles **Membership** of the Charity is limited to the **Subscriber**

8 3 The Trustees may establish a category of **informal membership** and prescribe its respective privileges and duties and set the amounts of any subscriptions

8 4 Membership is terminated if the Member concerned

- (a) gives **written** notice of resignation to the Charity,
- (b) ceases to exist

8 5 The first Member is the Subscriber

8 6 Membership of the Charity is not transferable

9. GENERAL MEETINGS

9 1 The Members will attend general meetings by an authorised representative or by proxy Proxy forms must be delivered to the **Secretary** at least 24 hours before the meeting General meetings are called on at least 14 clear days' written notice specifying the business to be discussed

9 2 There is a quorum at a general meeting if the sole Member is present by their authorised representative or by proxy

9 3 The **Chairman** or (if the Chairman is either not present or is unable or unwilling to do so) the authorised representative of the sole Member presides at a general meeting

9 4 Except where otherwise required by these articles or the **Companies Acts**, every issue is decided by a majority of the votes cast

9 5 Every Member present through an authorised representative or by proxy has one vote on each issue

9 6 A written resolution passed in accordance with the Companies Act 2006 is as valid as a resolution actually passed at a general meeting

9 7 Unless the Members resolve otherwise the Charity shall not be required to hold an **AGM** If the Member so resolves a first AGM must be held within 18 months after the Charity's incorporation

9 8 At an AGM if one is held the Member shall

- (a) receive the accounts of the Charity for the previous **financial year**,
- (b) receive the Trustees' report on the Charity's activities in the previous financial year,
- (c) note the retirement of those Trustees who have retired since the date of the last AGM,
- (d) note the appointment of those Trustees who have been appointed since the last AGM,
- (e) confirm the appointment of auditors for the Charity by the Trustees,
- (f) if they so wish, confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and may remove any such title, and

- (g) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees

9 9 A general meeting (other than an AGM) may be called at any time by the Trustees and must be called within 21 days if required to do so pursuant to section 303 of the Companies Act 2006

10. THE TRUSTEES

10 1 The Trustees as **charity trustees** have control of the Charity and its property and funds

10 2 The number of Trustees shall be not less than two and not more than six individuals, all of whom shall be appointed by the Member according to its normal practice, to serve for such term as shall be agreed by the Member

10 3 The first Trustees of the Charity are those persons who are named in the form IN01 delivered to Companies House upon incorporation of the Charity

10 4 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees

10 5 A Trustee's term of office automatically terminates if he or she

- (a) is disqualified under the Charities Act from acting as a charity trustee,
- (b) ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law,
- (c) is incapable, whether mentally or physically, of managing his or her own affairs,
- (d) is absent without notice from all the meetings of the Trustees held in any one year period and is asked by a majority of the other Trustees to resign and subject to the consent of the Member who shall appoint a replacement pursuant to article 10 2,
- (e) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office),
- (f) is removed by resolution passed by the Member at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views,

10 6 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but unless the Member consents to their appointment such a co-opted Trustee holds office only until replaced by the Member

10 7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

11. PROCEEDINGS OF TRUSTEES

11 1 The Trustees must hold at least two meetings each year

- 11 2 A quorum at a meeting of the Trustees is two Trustees
- 11 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees or any combination thereof in which all participants may communicate with all the other participants
- 11 4 The Chairman or (if the Chairman is either not present or is unable or unwilling to do so) some other Trustee chosen by the Trustees participating presides at each meeting ('the chairman of the meeting')
- 11 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 11 6 Except for the chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue
- 11 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 11 8 If the number of Trustees falls below two the Trustees shall be entitled
- (a) to co-opt additional Trustees under article 10 8, and/or
 - (b) to call a general meeting of Members, and
 - (c) to act to preserve and protect the assets of the Charity

12. POWERS OF TRUSTEES

In addition to any other powers specified in these articles, the Trustees have the following powers in the administration of the Charity

- 12 1 to appoint (and remove) any individual (who may be a Trustee) to act as Secretary of the Charity,
- 12 2 to appoint (and remove) a Chairman, Treasurer and other honorary officers from among their number and to determine their respective roles and delegated responsibilities,
- 12 3 to delegate any of their functions to committees consisting of two or more individuals appointed by them At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees,
- 12 4 to make standing orders consistent with these articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy,
- 12 5 to make rules consistent with these articles and the Companies Acts to govern their proceedings and proceedings of committees,

- 12 6 to make regulations consistent with these articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any),
- 12 7 with the agreement of the Member, to make rules and establish procedures for the retirement of Trustees and the nomination and appointment of Trustees by the Member,
- 12 8 to establish procedures to assist the resolution of disputes or differences within the Charity,
- 12 9 to exercise any powers of the Charity which are not reserved to the Member

13. RECORDS AND ACCOUNTS

- 13 1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial and other records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of
 - (a) annual returns,
 - (b) annual reports,
 - (c) annual statements of account
- 13 2 The Trustees must keep proper records of
 - (a) all proceedings at general meetings,
 - (b) all proceedings at meetings of the Trustees,
 - (c) all reports of committees, and
 - (d) all professional advice obtained
- 13 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide
- 13 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member. A copy must also be supplied, within two months to any other person who makes a written request and pays the Charity's reasonable costs

14. MEANS OF COMMUNICATION TO BE USED

- 14 1 Subject to these articles, anything sent or supplied by or to the Charity under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity and the company communications provisions in the Companies Act 2006 shall apply to anything sent or supplied under these articles
- 14 2 A communication sent or supplied by the Charity shall be deemed to have been received by the intended recipient

- (a) if it is sent by post, 24 hours after it was posted,
- (b) if it is hand delivered, at the time of such delivery,
- (c) if it is sent by electronic means, immediately upon its being sent, and
- (d) if it is made available on a website, when the notification of the presence of the communication on the website was received by the intended recipient or, if later, on the date on which the communication appeared on the website

14 3 In the case of a communication sent or supplied by the Charity, the Charity may make the documents or information available on a website in accordance with the Companies Act 2006

14 4 Subject to these articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being

14 5 A Trustee may agree with the Charity that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

15. INDEMNITY

The Charity shall indemnify every Trustee (as a director) of the Charity against any liability incurred by him or her in that capacity to the extent permitted by the Companies Act 2006

16. INTERPRETATION

16 1 In these articles, unless the context indicates another meaning

'AGM'	means an annual general meeting of the Charity,
'these articles'	means the Charity's articles of association,
'authorised representative'	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary,
'Chairman'	means the chairman of the Trustees from time to time,
'the Charity'	means the company governed by these articles,
'the Charities Act'	means the Charities Act 2011,
'charity trustee'	has the meaning prescribed by section 177 of the Charities Act,
'the Commission'	means the Charity Commission for England and Wales,

'the Companies Acts'	means the Companies Acts (as defined in the Companies Act 2006) insofar as they apply to the Charity,
'Conflicted Trustee'	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because such person or a connected person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity,
'connected person'	means in relation to a Trustee, any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of that Trustee, any firm of which that Trustee is a member or employee, and any company of which that Trustee is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital,
'custodian'	means a person or body who undertakes safe custody of assets or of documents or records relating to them,
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form,
'electronic form'	has the meaning given in section 1168 of the Companies Act 2006,
'financial expert'	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
'financial year'	means the Charity's financial year,
'firm'	includes a limited liability partnership,
'indemnity insurance'	means insurance against personal liability incurred by any Trustee for an act or omission which is or alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
'informal membership'	refers to a supporter who may be called a "member" but is not a company member of the Charity,
'material benefit'	means a benefit which may not be financial but has a monetary value,
'Member' and 'membership'	refer to company membership of the Charity,

'month'	means calendar month,
'nominee company'	means a corporate body registered or having an established place of business in England or Wales,
'Objects'	means the Objects of the Charity as defined in article 2 of these articles,
'Secretary'	means the person (if any) appointed by the Trustees as secretary of the Charity or such other person as performs the functions of secretary of the Charity,
'Subscribers'	means the subscribers to the Memorandum of Association of the Charity,
'taxable trading'	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax,
'Trustee'	means a director of the Charity and 'Trustees' means the directors,
'written' or 'in writing'	refers to a legible document capable of being printed on paper including a fax message,
'year'	means a calendar year

- 16 2 Expressions defined in the Companies Acts have the same meaning, unless these articles specify otherwise
- 16 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it