



FILE COPY

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

Company Number **9444723**

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

SHEFFIELD HARDWARE HACKERS AND MAKERS CIC

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



N09444723K

Given at Companies House on **17th February 2015**.



Companies House



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

IN01

Application to register a company

FRIDAY
SA



R400BWEO

RC2 06/02/2015 #51

COMPANIES HOUSE

A3ZQGU1T

A37 24/01/2015 #61

COMPANIES HOUSE

www.companieshouse.gov.uk

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

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 Sheffield Hardware Hackers and Makers CIC

For official use 9 4 4 7 2 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 ①

Please give the registered office address of your company

Building name/number

Unit 2D, Portland Works

Street

Randall Street

Post town

Sheffield

County/Region

South Yorkshire

Postcode

S 2 4 S J

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

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*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

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

Additional appointments

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

② Former name(s)

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

B2

Secretary's service address ①

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

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	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> Signature X </div>
-----------	---

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	
	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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	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	
	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		
Registration number		
	EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 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		
Registration number		
	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	
	I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> X X </div>	
	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*	Dr
Full forename(s)	Christopher Jonathan
Surname	Binny
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d2 d0 m1 m2 y1 y9 y8 y3
Business occupation (if any) ④	Director

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2

Director's service address ⑤

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

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

⑤ Service address

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

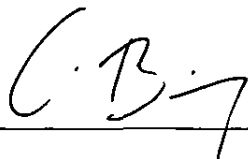
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature ⑥

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

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

⑥ Signature

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

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*	Dr
Full forename(s)	Janine
Surname	Kirby
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d0 d5 m0 m7 y1 y9 y7 y1
Business occupation (if any) ④	Director

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ⑤**

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

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

⑤ Service address


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

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

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

D3**Signature ⑥**

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

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

⑥ Signature

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

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)	Aaron	
Surname	Ibbotson	
Former name(s) ^②		
Country/State of residence ^③	UK	
Nationality	British	
Date of birth	<div> <div>d</div> <div>3</div> <div>d</div> <div>1</div> <div>m</div> <div>0</div> <div>m</div> <div>3</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>9</div> <div>y</div> <div>8</div> </div>	
Business occupation (if any) ^④	Director	

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	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></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> <div>X</div>  <div>X</div> </div> </div>	

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	Beech	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div> <div>d</div> <div>1</div> <div>6</div> <div>m</div> <div>1</div> <div>1</div> <div>y</div> <div>1</div> <div>9</div> <div>7</div> <div>6</div> </div>	
Business occupation (if any) ④	Director	
	<p>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.</p> <p>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.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>	
D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		
	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
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>	
	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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)	Stephen Matthew	
Surname	Toms	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>3</div> <div>m</div> <div>0</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>8</div> <div>y</div> <div>2</div> </div>	
Business occupation (if any) ④	Director	
	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	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		
	⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.	
D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div> <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.	

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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		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	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	
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		
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)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the 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	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	
Signature	Signature <div style="display: flex; justify-content: space-between; align-items: center;"> X X </div>	
	⑤ Signature The person named above consents to act as corporate director of the proposed company	

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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)

F1 Share capital in pound sterling (£)

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

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

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

F2 Share capital in other currencies

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

Please complete a separate table for each currency

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

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

F3 Totals

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

Total number of shares

Total aggregate
nominal value ❹

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

❶ Including both the nominal value and any
share premium❷ Number of shares issued multiplied by
nominal value of each share

❸ Total number of issued shares in this class.

Continuation PagesPlease 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						

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 Christopher Jonathan
 Surname ① Binny
 Address ② ~~The Company's Registered Office~~ UNIT 2D, PORTLAND WORKS
 X RANDALL ST, SHEFFIELD
 Postcode S2 4SJ
 Amount guaranteed ③ £1 00

Subscriber's details

Forename(s) ① Janine
 Surname ① Kirby
 Address ② ~~The Company's Registered Office~~ UNIT 2D, PORTLAND WORKS
 X RANDALL ST SHEFFIELD
 Postcode S2 4SJ
 Amount guaranteed ③ £1 00

Subscriber's details

Forename(s) ① Stephen Matthew
 Surname ① Toms
 Address ② ~~The Company's Registered Office~~ UNIT 2D, PORTLAND WORKS
 X RANDALL ST SHEFFIELD
 Postcode S2 4SJ
 Amount guaranteed ③ £1 00

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Application to register a company

Subscriber's details	
Forename(s) ①	Aaron
Surname ①	Ibbotson
Address ②	The Company's Registered Office UNIT 2D, PORTLAND WORKS RANDALL ST, SHEFFIELD
Postcode	S2 4 5 J
Amount guaranteed ③	£1 00

Subscriber's details	
Forename(s) ①	Paul
Surname ①	Beech
Address ②	The Company's Registered Office UNIT 2D, PORTLAND WORKS RANDALL ST SHEFFIELD
Postcode	S2 4 5 J
Amount guaranteed ③	£1 00

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	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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

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)

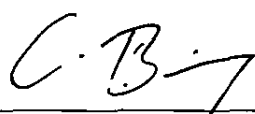

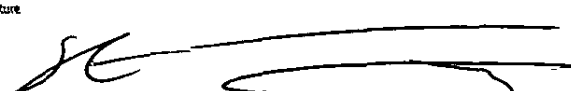
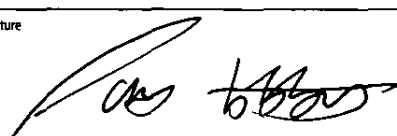

H1

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

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

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

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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
		I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X	

IN01

Application to register a company



Presenter information

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

Contact name **Christpher Binny**

Company name **Sheffield Hardware Hackers and**

Makers CIC

Address **18 City Walk,**

Sylvester Street

Post town **Sheffield**

County/Region **S1 4RN**

Postcode **S 1 4 R N**

Country **UK**

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

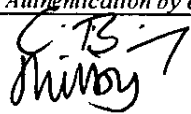
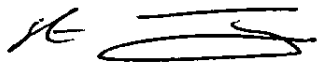

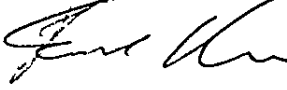
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of ^{Sheffield Hardware Hackers and Makers CIC}

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Dr Christopher Jonathan Binny	
Dr Janine Kirby	
Mr Stephen Toms	
Mr Aaron Ibbotson	

Dated

X 2nd FEB 2015

Sheffield Hardware Hackers and Makers CIC

Articles of Association

Interpretation

1 In the articles

the association means the above-named association

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 association

The Articles means these articles of association

Clear days in relation to the period of a notice means a period excluding

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect

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

The Directors means the directors of the association

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

Officers includes the directors and the secretary (if any)

Secretary means any person appointed to perform the duties of the secretary of the association

Words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the association

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Community Interest Company and Asset Lock

2 The Company is to be a community interest company

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

4 Provided the conditions in Article 5 are satisfied, Article 3 shall not apply to

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

- 5 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company
- 6 If
 - (a) the Company is wound up under the Insolvency Act 1986, and
 - (b) all its liabilities have been satisfied
- 7 any residual assets shall be given or transferred to the asset-locked body specified in Article 8 below
- 8 For the purposes of this asset lock, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 4 and 6

Name Access Space Network
Charity Registration Number (if applicable) 1103837
Company Registration Number (if applicable) 4560531
Registered Office Unit 1 AVEC Building, 3-7 Sidney Street, Sheffield S1 2RG
- 9 The Company is not established or conducted for private gain any surplus or assets are used principally for the benefit of the community

Liability of Members

- 10 The liability of the members is limited to £1, being the amount that each member undertakes to contribute to the assets of the association in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for
 - (a) payment of the association's debts and liabilities incurred before he, she or it ceases 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

Powers

- 11 The association has power to do anything which is calculated to further goals as outlined in the Community Interest Statement or is conducive or incidental to doing so In particular, the association has power
 - (a) to raise funds
 - (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 sell, lease or otherwise dispose of all or any part of the property belonging to the association
- (d) to borrow money and to charge the whole or any part of the property belonging to the association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation
- (e) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other association,
- (f) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (g) to employ and remunerate such staff as are necessary for carrying out the work of the association. The association may employ or remunerate a director only to the extent it is permitted to do so by article 12 and provided it complies with the conditions in that article,
- (h) to
 - i deposit or invest funds, and
 - ii employ a professional fund-manager
- (i) to provide indemnity insurance for the directors
- (j) to pay out of the funds of the association the costs of forming and registering the association,

Application of Income and Property

- 12
- (a) The income and property of the association shall be applied solely towards the goals outlined in the Statement of Community Interest
 - (b)
 - i A director is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association, subject to approval by a majority of directors
 - ii A director may receive an indemnity from the association in the circumstances specified in article 60
 - (c) None of the income or property of the association may be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to any member of the association. This does not prevent a member who is not also a director receiving
 - i a benefit from the association in the capacity of a beneficiary of the association,
 - ii reasonable and proper remuneration for any goods or services supplied to the association

Members

- 13
- (a) The subscribers to the Memorandum are the first members of the Company

- (b) Such other persons as are admitted to membership in accordance with the Articles and relevant bye laws shall be members of the Company
- (c) No person shall be admitted a member of the Company unless he or she is approved by the Directors
- (d) Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her
 - i The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the association to refuse the application
 - ii The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - iii The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final
- (e) Membership is not transferable to anyone else
- (f) Membership is terminated if
 - i the member dies or ceases to exist,
 - ii otherwise in accordance with the Articles, or
 - iii the member resigns by written notice to the association unless, after the resignation, there would be fewer than three members,
 - iv any sum due from the member to the association is not paid in full within two weeks of it falling due,
 - v the member is removed from membership by a resolution of the directors that it is in the best interests of the association that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if
 - A the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - B the member or, at the option of the member, the member's representative (who need not be a member of the association) has been allowed to make representations to the meeting
 - vi The directors must keep a register of names and contact information of the members, sufficient to enact these Articles and relevant bye laws

General Meetings

- 14 General meetings will be held at a minimum of once every two calendar months
- 15 Additionally, the Board may convene a General Meeting whenever they think fit

- 16 General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 304 of the Companies Act 2006
- 17 An Annual General Meeting shall be called within two weeks of the company's Accounting Reference Date. Its format and proceedings shall be the same as a General Meeting. Orders of business shall include
 - (a) Presentation to the members and discussion of the preceding year's accounts and community interest report, and
 - (b) Announcement of results of the elections for new directors, and transfer of directors' positions from outgoing to incoming directors
- 18 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

Notice of General Meetings

- 19
 - (a) The minimum periods of notice required to hold a general meeting of the association are
 - i one month for an annual general meeting, or fourteen clear days for a general meeting called for the passing of a special resolution,
 - ii fourteen clear days for all other general meetings
 - (b) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights
 - (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 26
 - (d) The notice must be given to all the members and to the directors and auditors
- 20 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 association

Proceedings at General Meetings

- 21
 - (a) No business shall be transacted at any general meeting unless a quorum is present

- (b) A quorum is 10 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
 - (c) The authorised representative of a member organisation shall be counted in the quorum
- 22 (a) If
- i a quorum is not present within half an hour from the time appointed for the meeting, or
 - ii during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine
- (b) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
 - (c) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 23 (a) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors
- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting
 - (c) If there is only one director present and willing to act, he or she shall chair the meeting
 - (d) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 24 (a) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (b) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
 - (c) 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
 - (d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 25 (a) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- i by the person chairing the meeting, or

- ii by at least two members present in person or by proxy and having the right to vote at the meeting, or
 - iii by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- (b)
 - i The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - ii The result of the vote must be recorded in the minutes of the association but the number or proportion of votes cast need not be recorded
- (c)
 - i A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - ii If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (d)
 - i A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - ii The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (e)
 - i A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
 - ii A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - iii The poll must be taken within thirty days after it has been demanded
 - iv If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
 - v If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of Proxy Notices

- 26 (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
- i states the name and address of the member appointing the proxy,
 - ii identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - iii is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - iv is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

- (b) The association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (d) Unless a proxy notice indicates otherwise, it must be treated as -
 - i allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - ii appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of Proxy Notices

- 27 (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the association by or on behalf of that person
- (b) An appointment under a proxy notice may be revoked by delivering to the association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Written Resolutions

- 28 (a) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
 - i a copy of the proposed resolution has been sent to every eligible member,
 - ii a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
 - iii it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (b) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (c) In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of Members

- 29 Every member, whether an individual or an organisation, shall have one vote
- 30 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 31
 - (a) Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association
 - (b) The organisation must give written notice to the association of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the association. The representative may continue to represent the organisation until written notice to the contrary is received by the association
 - (c) Any notice given to the association will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The association shall not be required to consider whether the representative has been properly appointed by the organisation

Directors

- 32
 - (a) A director must be a natural person aged 16 years or older. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 41
 - (b) The number of directors shall be not less than three, nor more than nine
 - (c) The first directors shall be those persons notified to Companies House as the first directors of the association
 - (d) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

Powers of Directors

- 33
 - (a) The directors shall manage the business of the association and may exercise all the powers of the association unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
 - (b) The quorum required for directors' meetings shall be three, or 50% of the board, whichever is greater
 - (c) In the spirit of a community-run organisation, and subject to Article 33c directors shall consult with the members on decisions, via a
 - 1 General Meeting, or

- ii Mailing list published to all members' supplied email address, in which case,
 - A Directors shall be bound by the consensus, in their judgement, of the ensuing discussion, or
 - B At the request of members totalling at least 10% of the membership, the decision may be postponed until it can be voted upon at a General Meeting
- (d) In exception to Article 33c, directors shall not be bound by any decision so made by Members which would otherwise lead the Company or its Directors into a breach of their legal obligations
- (e) In exception to Article 33c, directors may occasionally choose to make certain decisions without members' input, in extraordinary circumstances such as
 - i Commercial sensitivity,
 - ii A need to protect a member's or other individual's personal privacy,
 - iii Dealing with an emergency situation,
 - iv Being compelled to do so in order to meet legal obligations
- (f) In cases where directors have made decisions without consulting members, directors shall inform members of
 - i the nature of the decision being undertaken,
 - ii the reason(s) for a decision being made without consulting the members, and
 - iii as much information regarding the decision as can reasonably be shared
- (g) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- (h) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

Directors Elections

- 34 (a) The directors elections shall be timed to coincide with the Annual General Meeting
- (b) Directors shall announce the elections to all members, at least four weeks before the Annual General Meeting. This announcement shall include a list of directors who are stepping down, and the number of posts to be filled
- (c) Following this announcement, members and retiring directors who wish to stand for election must publicly nominate themselves at least two weeks before the Annual General Meeting
- (d) Two weeks before the Annual General Meeting, directors will publish a list of the candidates standing for election and open the poll

- (e) The directors election must be carried out by electronically polling the membership as follows
 - i An STV voting method with a "no further places" candidate must be used
 - ii All members of the association at the time the election commences are eligible to vote
 - iii The quorum of the election is 10% of eligible voters
 - (f) The election will end one day before the Annual General Meeting
 - (g) The election results will be announced at the Annual General Meeting
 - (h) Upon announcement of election results, retiring directors who were not re-elected shall immediately step down, and members who were elected shall immediately become directors
- 35 Changes to the size of the board may be achieved by managing the number of "director" posts available to be filled at a given election. However
- (a) Any changes in the size of the board must be proposed by the directors and approved by a poll of the members at least one month before the election, and
 - (b) In an election in which the size of the board is changing, the number of directors required to step down as outlined in Article 36a shall be based on the size of the board before the election, and not influenced by the number of posts to be filled

Retirement of Directors

- 36
- (a) A director must retire at or before the second Annual General Meeting after the one in which they were appointed
 - (b) If a director was appointed other than at an Annual General Meeting, they must retire at the first Annual General Meeting during their service
 - (c) A director who is due to retire at a given Annual General Meeting may nominate themselves for re-election and, if re-elected, continue in their post without interruption

Appointment of Directors

- 37 The association may by ordinary resolution
- (a) appoint a person who is willing to act to be a director, and
 - (b) determine the rotation in which any additional directors are to retire
- 38 No person other than a director retiring by rotation may be appointed a director at any general meeting unless
- (a) he or she is recommended for election by the directors, or

- (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the association is given a notice that
 - i is signed by a member entitled to vote at the meeting,
 - ii states the member's intention to propose the appointment of a person as a director,
 - iii contains the details that, if the person were to be appointed, the association would have to file at Companies House, and
 - iv is signed by the person who is to be proposed to show his or her willingness to be appointed
- 39 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation
- 40 (a) The directors may appoint a person who is willing to act to be a director
- (b) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation

Disqualification and Removal of Directors

- 41 A director shall cease to hold office if he or she
- (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
 - (b) ceases to be a member of the association,
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (d) resigns as a director by notice to the association (but only if at least three directors will remain in office when the notice of resignation is to take effect), or
 - (e) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

Remuneration of Directors

- 42 The directors must not be paid any remuneration unless it is authorised by article 12

Proceedings of Directors

- 43 Questions arising at a Directors' meeting shall be decided by a majority of votes
- 44 In all proceedings of Directors each Director must not have more than one vote
- 45
 - (a) The Directors may from time to time specify a web based system ("the Governance System") for recording and managing their decision making process
 - (b) The Governance System must
 - i permit any director to create a proposal that is then available for viewing (on presentation of suitable credentials) by all directors and any member of the Association,
 - ii after a proposal has been created, send it promptly to each director's email address,
 - iii maintain one or more rules as to the period ("the voting period") within which any proposal must be accepted or rejected, which may vary from proposal to proposal,
 - iv during the voting period, permit any director to indicate whether they accept or reject the proposal,
 - v record the votes cast by each director,
 - vi record that a proposal has been "passed" if the requisite number of directors have indicated their acceptance of the proposal via the governance system,
 - vii permit the recording of minutes, and
 - viii maintain a current contact email address for each director ("the director's email address")
 - (c) Any proposal that has been recorded as "passed" by the Governance System shall be treated as a decision of the directors
- 46
 - (a) Decisions of the directors may be made either
 - i by the use of the Governance System, or
 - ii by a written resolution in accordance with the procedure described in Article 47 below
 - (b) All directors' decisions must be made in one of these two ways, and a decision made in any other way will be ineffective
 - (c) A majority of the directors must accept a proposal made using the Governance System or a written resolution before it is passed
- 47 A written resolution may be passed if
 - (a) the text of the resolution is circulated to all directors in writing, and
 - (b) the requisite number of directors have given to all the other directors in writing their agreement to the text of the resolution

- 48 (a) The directors may delegate any of their powers or functions concerning the day to day management of the affairs of the Company to any person or persons as they may from time to time select
- (b) All acts done by a director shall, even if it is afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a director
- (c) Where on any particular occasion more than 2 directors, in the course of their office as directors, discuss the affairs of the Company by any means, whether in person or otherwise, a minute shall be made and recorded indicating
- i when the discussion took place,
 - ii the identities of the directors involved, and
 - iii the substance of the discussion
- (d) Minutes of directors meetings
- i may be held in electronic form, and in particular using the Governance System,
 - ii must be held for ten years from the date of the discussion in accordance with section 248 of the Companies Act 2006

Delegation

- 49 (a) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book
- (b) The directors may impose conditions when delegating, including the conditions that
- i the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - ii no expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the directors
- (c) The directors may revoke or alter a delegation
- (d) All acts and proceedings of any committees must be fully and promptly reported to the directors

Declaration of Directors' Interests

- 50 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible

that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest)

Conflicts of Interests

- 51 (a) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
- i the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - ii the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
 - iii the unconflicted directors consider it is in the interests of the association to authorise the conflict of interests in the circumstances applying
- (b) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director

Validity of Directors' Decisions

- 52 (a) Subject to article 52b, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director
- i who was disqualified from holding office,
 - ii who had previously retired or who had been obliged by the constitution to vacate office,
 - iii who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without
 - iv the vote of that director, and
 - v that director being counted in the quorum, the decision has been made by a majority of the directors at a quorate meeting
- (b) Article 52a does not permit a director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 52a, the resolution would have been void, or if the director has not complied with article 50

Minutes

- 53 The directors must keep minutes of all
- (a) appointments of officers made by the directors,
 - (b) proceedings at meetings of the association,
 - (c) meetings of the directors and committees of directors including
 - i the names of the directors present at the meeting,
 - ii the decisions made at the meetings, and
 - iii where appropriate the reasons for the decisions

Accounts

- 54 (a) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (b) The directors must keep accounting records as required by the Companies Acts

Means of Communication to be Used

- 55 (a) Subject to the articles, anything sent or supplied by or to the association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the association
- (b) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 56 Any notice to be given to or by any person pursuant to the articles
- (a) must be in writing, or
 - (b) must be given in electronic form
- 57 (a) The association may give any notice to a member either
- i personally, or
 - ii by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - iii by leaving it at the address of the member, or
 - iv by giving it in electronic form to the member's address

- v by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
 - (b) A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the association.
- 58 A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 59
- (a) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was accepted by an electronic mail host for that address.
 - (c) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given
 - i 48 hours after the envelope containing it was posted, or
 - ii in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 60
- (a) The association may indemnify any director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
 - (b) In this article a "relevant director" means any director or former director of the association.

Rules

- 61
- (a) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the association.
 - (b) The bye laws may regulate the following matters but are not restricted to them:
 - i the admission of members of the association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - ii the conduct of members of the association in relation to one another, and to the association's employees and volunteers,

- iii the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes,
 - iv the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,
 - v generally, all such matters as are commonly the subject matter of company rules
- (c) The association in general meeting has the power to alter, add to or repeal the rules or bye laws
- (d) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the association
- (e) The rules or bye laws shall be binding on all members of the association
No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Disputes

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

Dissolution

- 63 (a) The members of the association may at any time before, and in expectation of, its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the association be applied or transferred in any of the following ways, subject to the requirements of the Asset Lock outlined in these Articles
- i directly for the purpose outlined in the Community Interest Statement, or
 - ii by transfer to a registered charity, CIC or other suitable association for purposes similar to those in the Community Interest Statement
- (b) The directors of the association may at any time before, and in expectation of, its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the association be applied or transferred in any of the following ways, subject to the requirements of the Asset Lock outlined in these Articles
- i directly for the purpose outlined in the Community Interest Statement, or

- ii by transfer to a registered charity, CIC or other suitable association for purposes similar to those in the Community Interest Statement

CIC 36

Declarations on Formation of a Community Interest Company¹

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

Company Name in full

Sheffield Hardware Hackers and Makers CIC

Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

- 1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]³

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

The company's activities will be carried out for the benefit of people in Sheffield and the surrounding area with an interest in "hardware hacking and Making": creative use of technology and tools for hobby-scale projects in fields such as computers, machining, technology, science, and digital or electronic art.

COMPANY NAME

Sheffield Hardware Hackers and Makers

SECTION B: Community Interest Statement – Activities & Related Benefit

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

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
Providing and maintaining a community workshop, with the environment and tools suitable for a range of projects.	Many creative hobbies require resources which are prohibitively expensive for individuals to buy or rent, such as suitable workspace, expensive or bulky tools (e.g. drill press, lasercutter, 3D printer, sewing machines), and consumables which are considerably cheaper when purchased in bulk (e.g. electronics components). By making these available to group members and visitors, the company will enable interested members of the community to pursue a wide range of creative and technological projects which would otherwise have been impossible.
Encouraging and facilitating teaching, knowledge exchange and creative collaboration	By attracting members with a wide range of backgrounds and interests to share resources, we will continue to create an environment in which members and visitors learn about each others' projects and techniques, and unexpected collaborations form organically. Additionally, by giving more formal talks and workshops at our own premises and at public events, we will introduce our members and the public to subjects and skills which can be difficult or daunting to pick up without the assistance of a welcoming community group.
If the company makes any surplus it will be used for . Any surplus from membership fees and trading will be reinvested in the business, e.g. providing new shared equipment or subsidising consumables.	

(Please continue on separate sheet if necessary.)

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

Christopher Binny	
18 City Walk	
Sylvester Street	
Sheffield	Tel
DX Number	DX Exchange

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

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

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

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

NOTES

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

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

³ E g "the residents of Oldtown" or "those suffering from XYZ disease"

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