



**FILE COPY**

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

Company Number **9874375**

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

**THE PHEASEY COMMUNITY HUB**

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

Given at Companies House on **16th November 2015**



**\*N09874375U\***



**Companies House**



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

IN01

Application to register a company

**SAME DAY**



Companies House

A fee is payable with this form.

Please see 'How to pay' on the last page.

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

☒ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership. If you want to  
register this, please use form LL IN 1.

SATURDAY  
FRIDAY  
THURSDAY  
WEDNESDAY  
TUESDAY  
MONDAY



A10	*A4K5XYPE*	14/11/2015	#7
COMPANIES HOUSE			
A06	*A4JVM86X*	10/11/2015	#16
COMPANIES HOUSE			
A05	*A4JDNSYX*	03/11/2015	#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](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below

Proposed company  
name in full ①

THE PHEASEY COMMUNITY HUB

For official use

9874375

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

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

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 or private companies that are charities are eligible to apply for this. For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

IN01

Application to register a company

A5

**Situation of registered office**

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**

Please give the registered office address of your company

Building name/number

63

Street

15 LILLINGTON AVENUE  
 GREAT BARR

Post town

BIRMINGHAM

County/Region

W.M.D.S

Postcode

B43 74L

**2 Registered office address**

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

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

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

A7

**Articles of association**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

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

A8

**Restricted company articles**

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

**4 Restricted company articles**

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

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-C4.

Title*	MR
Full forename(s)	BRIAN PETER
Surname	COVE
Former name(s) ②	N/A

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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

Building name/number	
Street	THE COMPANY'S REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

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

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

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

IN01

Application to register a company

**Corporate secretary****C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

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

**Registered or principal address**

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

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

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

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

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

Where the company/firm is registered ③

Registration number

**② EEA**A full list of countries of the EEA can be found in our guidance [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**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

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-E4.

Title*	MRS
Full forename(s)	JOYCE GEORGINA
Surname	GWILLIAM
Former name(s) ②	N/A
Country/State of residence ③	UK
Nationality	UK
Month/year of birth ④	XX 02 1978
Business occupation (if any) ⑤	RETIRED

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ 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 ⑥**

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

Building name/number	
Street	THE COMPANY'S REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

**⑥ 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.

IN01

Application to register a company

**Director****D1****Director appointments <sup>①</sup>**

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4.

Title*	MR												
Full forename(s)	DEAN TERENCE												
Surname	WILSON												
Former name(s) <sup>②</sup>	N/A												
Country/State of residence <sup>③</sup>	UK												
Nationality	UK												
Month/year of birth <sup>④</sup>	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1"> <tr> <td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td> </tr> <tr> <td>1</td><td>0</td><td>1</td><td>9</td><td>6</td><td>8</td> </tr> </table>	m	m	y	y	y	y	1	0	1	9	6	8
m	m	y	y	y	y								
1	0	1	9	6	8								
Business occupation (if any) <sup>⑤</sup>	CARPENTER ✓												

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only

**⑤ 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 <sup>⑥</sup>**

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

Building name/number									
Street	THE COMPANY'S REGISTERED OFFICE								
Post town									
County/Region									
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								
Country									

**⑥ 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.

# IN01 – continuation page

## 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-E4.

Title*	MRS									
Full forename(s)	PATRICIA									
Surname	BURTON									
Former name(s) ②	N/A									
Country/State of residence ③	UK									
Nationality	UK									
Month/year of birth ④	X	X								
Business occupation (if any) ⑤	RETIRED									

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address ⑥

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

Building name/number										
Street	THE COMPANY'S REGISTERED OFFICE									
Post town										
County/Region										
Postcode										
Country										

#### ⑥ 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.



# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4

Title*	MRS
Full forename(s)	SHARRON ANNE
Surname	BULLOCK
Former name(s) <sup>②</sup>	N/A
Country/State of residence <sup>③</sup>	UK
Nationality	UK
Month/year of birth <sup>④</sup>	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text" value="0"/> <input type="text" value="4"/> <input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="7"/> <input type="text" value="1"/> ✓
Business occupation (if any) <sup>⑤</sup>	FINANCE ADMINISTRATOR

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only

#### ⑤ Business occupation

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

**D2**

#### Director's service address <sup>⑥</sup>

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 IS REGISTERED
Street	OFFICE
Post town	
County/Region	
Postcode	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/>
Country	

#### ⑥ 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.

# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4.

Title*	MS
Full forename(s)	ALISON MARGARET
Surname	MARGARET
Former name(s) <sup>②</sup>	N/A
Country/State of residence <sup>③</sup>	UK ✓
Nationality	UK
Month/year of birth <sup>④</sup>	X X 08 1966
Business occupation (if any) <sup>⑤</sup>	COMPANY 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address <sup>⑥</sup>

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

Building name/number	
Street	THE COMPANY'S REGISTER OFFICE
Post town	
County/Region	
Postcode	
Country	

#### ⑥ 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.

# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4

Title*	MS
Full forename(s)	JANE
Surname	WELDON
Former name(s) <sup>②</sup>	N/A
Country/State of residence <sup>③</sup>	UK
Nationality	UK
Month/year of birth <sup>④</sup>	X X    0 5    1 9    6 6    /
Business occupation (if any) <sup>⑤</sup>	HARDRESSER

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address <sup>①</sup>

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

Building name/number	/
Street	COMPANY'S REGISTERED OFFICE
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 directors as the company's registered office.

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

# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4.

Title*	MR
Full forename(s)	STEPHEN JOHN
Surname	MOSELEY
Former name(s) <sup>②</sup>	N/A
Country/State of residence <sup>③</sup>	UK
Nationality	UK
Month/year of birth <sup>④</sup>	X X    08    1982
Business occupation (if any) <sup>⑤</sup>	RETIRED ✓

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address <sup>①</sup>

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

Building name/number	
Street	THE COMPANY'S REGISTERED OFFICE
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 directors as the company's registered office.

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

# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4.

Title*	NR
Full forename(s)	NEIL JONATHAN
Surname	GROVES
Former name(s) <sup>②</sup>	N/A
Country/State of residence <sup>③</sup>	UK
Nationality	UK
Month/year of birth <sup>④</sup>	X X   1 2   1 9 6 3 ✓
Business occupation (if any) <sup>⑤</sup>	SAMPLING 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address <sup>⑥</sup>

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

Building name/number	
Street	COMPANY'S REGISTERED OFFICE ✓
Post town	
County/Region	
Postcode	
Country	

#### ⑥ 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.

# IN01 – continuation page

## 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-E4.

Title*	MR
Full forename(s)	ANDREW ROBERT JAMES
Surname	DANIELS
Former name(s)②	N/A
Country/State of residence③	UK
Nationality	UK
Month/year of birth④	X X m 12 y 1988 ✓
Business occupation (if any)⑤	RETAIL MANAGER

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address⑥

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

Building name/number	
Street	THE COMPANY'S REGISTERED OFFICE
Post town	J
County/Region	
Postcode	
Country	

#### ⑥ 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.

# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E4

Title*	MRS
Full forename(s)	VICTORIA
Surname	BROOKHOFSE
Former name(s) <sup>②</sup>	MA ✓
Country/State of residence <sup>③</sup>	UK
Nationality	UK
Month/year of birth <sup>④</sup>	X X m m y y y y 04 1 972
Business occupation (if any) <sup>⑤</sup>	CADET ADMIN ASSISTANT ✓

#### 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

**D2**

#### Director's service address <sup>⑥</sup>

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

Building name/number	
Street	THE COMPANY'S REGISTERED OFFICE
Post town	
County/Region	
Postcode	
Country	

#### ⑥ 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.

IN01

Application to register a company

**Corporate director****E1****Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation

Name of corporate  
body or firm

Building name/number

Street

Post town

County/Region

Postcode

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 ②

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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 ④If 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



IN01

Application to register a company

**Part 3****Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee).

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

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

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

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

**F2****Share capital in other currencies**

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

Please complete a separate table for each currency

Currency

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

Currency

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

**F3****Totals**

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

Total number of shares

Total aggregate  
nominal value ④

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

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

③ Total number of issued shares in this class.

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

IN01

Application to register a company

F4

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

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

Class of share

Prescribed particulars

1

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

The particulars are

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

A separate table must be used for each class of share

**Continuation pages**

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

IN01

Application to register a company

Class of share

Prescribed particulars  
①

① Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

**Continuation pages**

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

# IN01

## Application to register a company

F5

### Initial shareholdings

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

Please complete the details below for each subscriber

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

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

IN01

Application to register a company

**Part 4****Statement of guarantee**

Is your company limited by guarantee?

✓ Yes Complete the sections below

→ No Go to Part 5 (Consent to act)

**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	DEAN TERENCE
Surname ①	WILSON
Address ②	3 SUFFOLK GROVE AZDRIDGE WALSALL ✓
Postcode	WS9 8Q9
Amount guaranteed ③	£10.00 (TEN POUNDS)

**Subscriber's details**

Forename(s) ①	ANDREW ROBERT JAMES
Surname ①	DANIELS
Address ②	32 NORTHOLT GROVE GREAT BARB BIRMINGHAM
Postcode	B42 2UH
Amount guaranteed ③	£10.00 (TEN POUNDS)

**Subscriber's details**

Forename(s) ①	JOYCE GEORGINA
Surname ①	GWILLIAM
Address ②	117 TYNDALE CRESCENT GREAT BARB BIRMINGHAM
Postcode	B43 7HX
Amount guaranteed ③	£10 (TEN POUNDS)

IN01

Application to register a company

## Subscriber's details

Forename(s) ①	ALISON MARGARET
Surname ①	HART
Address ②	39 REDHOUSE PARK ROAD GREAT BARR BIRMINGHAM
Postcode	B43 6ND
Amount guaranteed ③	£10.00 (TEN POUNDS) ✓

## Subscriber's details

Forename(s) ①	NEIL JONATHAN
Surname ①	GROVES
Address ②	52 TYNDALE CRESCENT GREAT BARR BIRMINGHAM
Postcode	B43 7ND
Amount guaranteed ③	£10.00 (TEN POUNDS) ✓

## Subscriber's details

Forename(s) ①	PATRICIA
Surname ①	BURTON
Address ②	18 AVENMORE CRESCENT GREAT BARR BIRMINGHAM
Postcode	B43 7ND
Amount guaranteed ③	£10.00 (TEN POUNDS) ✓

## Subscriber's details

Forename(s) ①	JANE
Surname ①	WELDON
Address ②	2 FRAMPTON WAY GREAT BARR BIRMINGHAM
Postcode	B43 7UH
Amount guaranteed ③	£10.00 (TEN POUNDS) ✓

## Subscriber's details

Forename(s) ①	STEPHEN JOHN
Surname ①	MOSELEY
Address ②	41 KINROSS CRESCENT GREAT BARR BIRMINGHAM
Postcode	B43 7DU
Amount guaranteed ③	£10.00 TEN POUNDS ✓

## 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

G1

Subscribers

Subscriber's details

Forename(s) ①	SUDDON ANNE
Surname ①	BULLOCK
Address ②	82 MAXHOLM ROAD STREETLY BIRMINGHAM
Postcode	B7 4 3 BX
Amount guaranteed ③	£10.00 TEN POUNDS ✓

Subscriber's details

Forename(s) ①	VICTORIA
Surname ①	BROOKHOUSE
Address ②	94 COPPICE VIEW ROAD SUTTON COLDFIELD W.MIDS
Postcode	B3 3 6 UF
Amount guaranteed ③	£10.00 TEN POUNDS ✓

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

IN01

Application to register a company

**Part 5**      **Consent to act****H1****Consent statement**

Please tick the box to confirm consent

The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

**Part 6**      **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 11** (Statement of compliance delivered by the subscribers).
- **Yes**    Go to **Section 12** (Statement of compliance delivered by an agent)

**I1****Statement of compliance delivered by the subscribers <sup>①</sup>**

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

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

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.

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign



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Application to register a company

12 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

B P COVE (FRESH CIRCLES CIC)

Building name/number

6.

Street

MELDRAST AVENUE

Post town

SOCIHILL

County/Region

W. MID

Postcode

B91 1CP

Country

UK

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

Agent's signature

Signature

X

B. P. Cove

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

B.P.COVE

Company name

FRESH CIRCLES CIC

Address

PO Box 6902

Post town

Tipton

County/Region

W. MIDS.

Postcode

DY4 4E A2

Country

UK

DX

Telephone

07595 756721

**Certificate**

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

- ☐ At the registered office address (Given in Section A6)  
☒ At the agent's address (Given in Section I2)

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth.

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

**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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

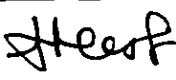
COMPANY NOT HAVING A SHARE CAPITAL

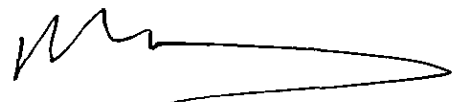
Memorandum of association of THE PHEASEY COMMUNITY HUB


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

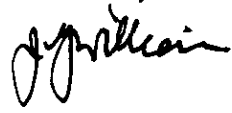
Name of each subscriber


Authentication by each subscriber


ALISON MARGARET HART  R U H

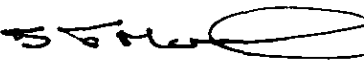
NEIL JONATHAN GROVES 


PATRICIA BURTON 


JOYCE GEORGINA GILLMAN 


DEAN TERENCE WILSON 

VICTORIA BROOKHOUSE 

STEPHEN JOHN MOSELEY 

SHARON ANNE BULLOCK 

JANE WELDON 

ANDREW ROBERT JAMES DANIELS. 

Dated

2 NOVEMBER 2015

**THE COMPANIES ACT 2006**

---

**A COMPANY LIMITED BY GUARANTEE FOR A CHARITY**

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**ARTICLES OF ASSOCIATION OF**

**THE PHEASEY COMMUNITY HUB** /

**MODEL ARTICLES FOR CHARITIES FORMED AS PRIVATE COMPANIES  
LIMITED BY GUARANTEE**

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- 3 Liability of members
- 4 Objects
- 5 Powers

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## **PART 1 – NAME, INTERPRETATION AND LIMITATION OF LIABILITY**

### **Name and registered office**

- 1(1) The company's name is THE PHEASEY COMMUNITY HUB and in the articles it is called the "charity",  
(2) The charity's registered office is to be situated in England & Wales

### **Defined terms**

2 In the articles, unless the context requires otherwise—

"articles" means the charity's articles of association,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"chairman" has the meaning given in article 14,

"chairman of the meeting" has the meaning given in article 30,

"charity" means the company intended to be regulated by the articles,

"Commission" means the Charity Commission for England & Wales,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the charity,

"connected person" means as follows, and Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the following terms

- (1) a child, parent, grandchild, grandparent, brother or sister of the director,
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above,
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above,
- (4) an institution which is controlled -
  - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above, or
  - (b) by two or more persons falling within sub-clause (a), when taken together,
- (5) a body corporate in which –
  - (a) the director or any connected person falling within subclauses (1) to (3) has a substantial interest, or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest,

"director" means a director of the charity, and includes any person occupying the position of director, by whatever name called The directors are the charity trustees as defined by section 177 of the Charities Act 2011,

"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,

"member" has the meaning given in section 112 of the Companies Act 2006,

"memorandum" means the charity's memorandum of association,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"participate", in relation to a directors' meeting, has the meaning given in article 12,

"proxy notice" has the meaning given in article 36,

"secretary" means any person appointed to perform the duties of the secretary of the charity,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006, and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts

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

### **Liability of members**

- 3 The liability of each member is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the charity's debts and liabilities incurred before he ceases to be a member, payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves

### **Objects**

- 4 The charity's object[s] ("Object[s]") are specifically restricted to the following to provide facilities in the interests of social welfare for the recreation and leisure time occupation of the inhabitants of the Pheasey Park Farm area and its surrounding districts and without limitation to the generality of the foregoing to run a community centre for the benefit of the said inhabitants

### **Powers**

- 5 In addition to any other powers it may have, the charity has the following powers in order to further the Objects or is conducive or incidental to doing so but not for any other purpose



- (1) to raise funds In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity In exercising this power the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011,
- (4) to make grants, donations, or loans of money and to give or receive guarantees,
- (5) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed The charity must comply as appropriate with sections 124 - 6 of the Charities Act 2011 if it wishes to mortgage land,
- (6) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (7) to promote or carry out research and publish the useful results,
- (8) to publish and distribute information and hold meetings, lectures, and conferences,
- (9) to carry out the Objects whether as principal or agent and whether alone or with others,
- (10) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (11) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (12) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (13) to employ and remunerate such staff as are necessary for carrying out the work of the charity The charity may remunerate a director only to the extent it is permitted to do so by article 23 and provided it complies with the conditions in that article,
- (14) to
  - (a) deposit or invest funds,
  - (b) employ a professional fund-manager, and
  - (c) arrange for the investments or other property of the charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

- (15) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011, and
- (16) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity

## **PART 2 - DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **Directors general authority**

- 6 Subject to restrictions imposed by the articles or any special resolution or the Companies Acts, the directors shall manage the charity's business, and may exercise all the powers of the charity

#### **Directors may delegate**

- 7 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of delegation must be recorded in the minute book,
- (2) The directors may revoke any delegation in whole or part, or alter its terms and conditions

#### **Committees**

- 8 (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors,
- (2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

## **DECISION-MAKING BY DIRECTORS**

#### **Directors to take decisions collectively**

- 9 (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10

#### **Unanimous decisions**

- 10 (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter,
- (2) Such a decision may take the form of a resolution in writing or may be in electronic form, but in either case be agreed by all of the eligible directors signifying their agreement,
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting,

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

### **Calling a directors' meeting**

11(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary (if any) to give such notice and of the secretary is so authorised, he must then do so,

(2) Notice of any directors' meeting must indicate—

- (a) its proposed date and time,
- (b) where it is to take place, and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting,

(3) Notice of a directors' meeting must be given to each director, but need not be in writing,

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it,

(5) The directors shall hold at least 4 meetings in each year

Note 4 is entirely up to you as to how many meetings you hold of the directors each year

### **Participation in directors' meetings**

12(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting,

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other,

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

### **Quorum for directors' meetings**

13(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting,

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is five;

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors

### **Chairing of directors' meetings**

- 14(1) The directors may appoint a director to chair their meetings, (2) The person so appointed for the time being is known as the chairman,
- (3) The directors may terminate the chairman's appointment at any time, and
- (4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

### **Casting vote**

- 15(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote,
- (2) Article 15(1) does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

### **Declaration of directors' interests**

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

### **Conflict of interests and conflict of loyalties**

- 17(1) 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
- (a) 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,
  - (b) 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
  - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying,
- 17(2) 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 or to a connected person

### **Records of decisions to be kept**

- 18 The directors must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

### **Directors' discretion to make further rules**

19 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

### **APPOINTMENT OF DIRECTORS**

#### **Eligibility to be appointed a director**

20 (1) The minimum number of directors shall be 5 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum,

- (2) A director must be a natural person aged 18 years
- (3) No one may be appointed a director if he would be disqualified from acting under the provisions of article 22,
- (4) A director may not appoint an alternate director or anyone to act on his behalf at meetings of the directors,
- (5) No person may be appointed a director unless he is a member of the charity

#### **Methods of appointing directors**

21(1) Any person who is willing to act as a director, and is permitted by law and these articles to do so, may, subject to articles 21(2)-(5), be appointed to be a director—

(a) by ordinary resolution (on initial appointment or subsequently) [passed by at least two thirds of those members who vote at the relevant meeting or who respond to the relevant written resolution], or

(b) by a decision of the directors (on initial appointment),

OR

(b) a decision of the directors in which there is an affirmative vote by at least two thirds of the directors in office (on initial appointment),

- (2) Subject to article 21(3), each director shall hold office for a period of 3 years from the date of his appointment upon expiry of which period he shall automatically cease to hold office but he may then offer himself for re-election by ordinary resolution for a further period of up to 3 years,
- (3) A director appointed by a decision of the directors shall cease to hold office on the first anniversary of his appointment and may only be re-appointed for the balance of his [3] year period of office by ordinary resolution,
- (4) No person shall be appointed or re-appointed as a director by ordinary resolution unless recommended for election or re-election by the directors,
- (5) No person shall hold office as a director for a cumulative maximum period exceeding [6] years] [whether or not that maximum period comprises one or more continuous periods],
- (6) The first directors shall be the subscribers to the memorandum and shall be those persons notified to Companies House as the first directors

## **Termination of director's appointment**

22 A person ceases to be a director as soon as—

- (a) he ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited by law from being a director,
- (b) he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions),
- (c) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (e) notification is received by the charity from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, but only if at least [two] directors will remain in office when the notification is to take effect,
- (f) he is absent without the permission of the directors from 3 consecutive meetings of the directors held within a period of six consecutive months and the directors resolve that his office be vacated,
- (g) he is removed from office under section 168 of the Companies Act,
- (h) he fails to declare an interest as required by article 16 above,
- [(i) he ceases to be member of the charity]

## **Directors' remuneration**

23(1) No director or connected person may be paid any remuneration unless it is authorised by this article 23,

(2) No director or connected person may

- (a) buy goods or services from the charity on terms preferential to those applicable to other members of the public,
- (b) sell goods or services or any interest in land to the charity,
- (c) be employed by or receive any remuneration from the charity,
- (d) receive any other financial benefit from the charity,

unless the payment is permitted by sub-clause 3 of this article or authorised by the court or by the Commission

In this article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

## **Scope and powers permitting directors' / connected persons' benefits**

- (3) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way,

- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011,
- (c) Subject to sub-clause (4) of this article, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person,
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England base rate (also known as the base rate),
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion,
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public,
- (g) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense pursuant to article 5(12) and may receive an indemnity from the charity in the circumstances specified in article 43(1)

Payment for supply of goods only - controls

- (4) The charity and its directors may only rely upon the authority provided by sub-clause (3)(c) of this article if each of the following conditions is satisfied,
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be), and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity,
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question,
  - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so,
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him with regard to the supply of goods to the charity,
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting,

(f) The reason for their decision is recorded by the directors in the minute book ,

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 23,

(5) In sub-clauses (3) and (4) of this article 23 "charity" shall include any company in which the charity

- (i) holds more than 50% of the shares, or
- (ii) controls more than 50% of the voting rights attached to the shares, or
- (iii) has the right to appoint one or more directors to the board of the company,

(6) In this article 23, "connected person" includes any person within the definition in article 2

#### **Directors' expenses**

24. A director is entitled to receive reimbursement from the property of the charity of reasonable out-of-pocket expenses (including hotel and travel costs) actually and properly incurred by him when acting on behalf of the charity and in the discharge of his responsibilities in relation to the charity including but not limited to those expenses incurred in connection with his attendance at meetings of directors or committees of directors

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### **PART 3 - MEMBERS BECOMING AND CEASING TO BE A MEMBER**

#### **Register of members**

25 The directors must keep a register of names and addresses of members

#### **Applications for membership**

26(1) No person or organisation shall become a member of the charity unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application

(2) The first members shall be those persons who subscribe to the memorandum,

#### **Termination of membership**

27(1) A member may withdraw from membership of the charity by giving 7 days' notice to the charity in writing [unless, after his resignation, there would be less than two members],

(2) Membership is not transferable,

(3) A person's membership terminates when that person dies or ceases to exist,

(4) A person's membership may be terminated by resolution of the directors on the ground that in their reasonable opinion the member's continued membership is harmful to the charity (but only after notifying the member in writing and considering



the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

## **ORGANISATION OF GENERAL MEETINGS**

### **Attendance and speaking at general meetings**

28(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting,

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting,

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it,

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other,

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

### **Quorum for general meetings**

29 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum shall be whichever is greater, either 6 persons or 15% of the membership, present in person or by proxy and entitled to vote upon the business at the meeting

### **Chairing general meetings**

30(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so,

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting,

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

## **Notice of general meetings and attendance and speaking by directors and non-members**

31 (1) At least fourteen days notice must be given for any general meeting but if the meeting is called to pass a special resolution at least twenty one days notice must be given,

(2) Directors may attend and speak at general meetings in their capacity as directors or whether or not they are also members

(3) The chairman of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting

## **Adjournment**

32(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it,

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner,

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting,

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the date, time and place to which it is adjourned or state that it is to continue at a date, time and place to be fixed by the directors, and

(b) have regard to any directions as to the date, time and place of any adjournment which have been given by the meeting,

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the charity must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the charity's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain,

(6) No business may be transacted at a reconvened general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## **VOTING AT GENERAL MEETINGS**

### **Voting: general**

33. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. Each member shall have one vote

### **Errors and disputes**

34 (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid,

(2) Any such objection must be referred to the chairman of the meeting whose decision is final

### **Poll votes**

35(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared,

(2) A poll may be demanded by—

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution,

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal,

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

### **Content of proxy notices**

36(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate,

(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes,

(3) 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,

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) 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
- (b) 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**

37(1) 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 charity by or on behalf of that person,

(2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given,

(3) 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,

(4) 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**

38(1) 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

(a) a copy of the proposed resolution has been sent to every eligible member,

(b) 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

(c) 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,

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement,

(3) In the case of a member that is an organisation, its authorised representative may signify its agreement

## **PART 4 - ADMINISTRATIVE ARRANGEMENTS**

### **Means of communication to be used**

39(1) Subject to the articles, anything sent or supplied by or to the charity 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 charity,

(2) 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,

(3) A director may agree with the charity that notices or documents sent to that director 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

### **Company seals**

- 40 (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used,
- (3) Unless otherwise decided by the directors, if the charity has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature,
- (4) For the purposes of this article, an authorised person is—
- (a) any director of the charity,
  - (b) the secretary (if any), or
  - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

### **No right to inspect accounts and other records**

41 Except as provided by law or authorised by the directors or an ordinary resolution of the charity, no person is entitled to inspect any of the charity's accounting or other records or documents merely by virtue of being a member

### **Accounts, Annual Report and Return, and Register of Charities**

- 42(1) 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,
- (2) The directors must keep accounting records as required by the Companies Acts,
- (3) The directors must comply with the requirements of the Charities Act 2011 with regard to the
- (a) transmission of a copy of the statements of account to the Commission,
  - (b) preparation of an Annual Report and its transmission of a copy of it to the Commission,
  - (c) preparation of an Annual Return and its transmission to the Commission,
- (4) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

### **DIRECTORS' INDEMNITY**

#### **Indemnity**

43(1) The charity [may][shall] indemnify a relevant director against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006,

(2) In this article a "relevant director" means any director or former director of the charity

## **APPLICATION OF INCOME, PROPERTY AND ASSETS**

### **Income and property**

- 44 (1) all income and property of the charity shall be applied solely towards the promotion of the Objects ✓
- (2) in no circumstances shall any income or property of the charity belong to the members
- (3) a member may not receive directly or indirectly any benefit or payment from the charity save in the capacity of a beneficiary of the charity and save for reasonable and proper remuneration for any goods and services supplied to the charity

### **Dissolution**

- 45(1) If the charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied or transferred in one or more of the following ways ✓
- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to, the Objects
  - (2) directly for the Objects or charitable purposes within, or similar to, the Objects
  - (3) in such other manner consistent with charitable status as the Commission approve in writing in advance
- (2) In no circumstances shall the net assets of the charity be paid or distributed among the members of the charity,
- (3) A final report and statement of account must be sent to the Commission