



FILE COPY

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

Company Number **9926979**

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

**DORSET TOURISM ASSOCIATION COMMUNITY INTEREST
COMPANY**

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



N099269792

Given at Companies House on **22nd December 2015**.



Companies House



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

IN01

Application to register a company



Companies House

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

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

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

THURSDAY



A4MG40WJ

A06 17/12/2015 #11

COMPANIES HOUSE

A4LLDTZF

A14 05/12/2015 #234

COMPANIES HOUSE

Part 1 Company details

A1	Company name To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option www.companieshouse.gov.uk/info Please show the proposed company name below Proposed company name in full 1 DORSET TOURISM ASSOCIATION COMMUNITY INTEREST COMPANY For official use 09926979	→ Filing 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
A2	Company name restrictions ¹ Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body <input type="checkbox"/> 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
A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ¹ Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative <input type="checkbox"/> 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
A4	Company type ¹ Please tick the box that describes the proposed company type and members' liability (only one box must be ticked) <input type="checkbox"/> Public limited by shares <input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Private unlimited with share capital <input type="checkbox"/> 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

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Application to register a company

A5**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

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

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

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

A6**Registered office address ②**

Please give the registered office address of your company

Building name/number 32

Street THE SQUARE

Post town GILLINGHAM

County/Region DORSET

Postcode S P 8 4 A R

② Registered office address

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

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

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

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

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

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

Option 2

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

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

Option 3

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

③ For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A8**Restricted company articles ④**

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

☐**④ Restricted company articles**

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

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Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

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

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	
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.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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		② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
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		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

Director**D1 Director appointments ¹**

	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	DR	
Full forename(s)	BRUCE	
Surname	GRANT-BRAHAM	
Former name(s) ²		
Country/State of residence ³	ENGLAND	
Nationality	ENGLISH	
Month/year of birth ⁴	<div>X X</div> <div>m0 m3</div> <div>y1 y9 y5 y1</div>	
Business occupation (if any) ⁵	TOURISM	

- 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	THE OLD VICARAGE	
Street	HOLT	
Post town	WIMBORNE	
County/Region	DORSET	
Postcode	<div>B H 2 1</div> <div>7 D J</div>	
Country	ENGLAND	

- 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.

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Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	MR	
Full forename(s)	PHILIP LESLIE	
Surname	BEVIS	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ④	<div>X X</div> <div>m1 m0</div> <div>y1 y9 y6 y6</div>	
Business occupation (if any) ⑤	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.

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	13	
Street	HAIMES LANE	
Post town	SHAFTESBURY	
County/Region	DORSET	
Postcode	<div>S P 7</div> <div>8 A J</div>	
Country	ENGLAND	

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.

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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		
Country		
	<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)?	
	<p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>	
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		
	<p>② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>	
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		
	<p>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</p>	

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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

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	<div data-bbox="1141 336 1476 1030"> <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> </div>

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Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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Application to register a company

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	BRUCE
Surname 1	GRANT-BRAHAM
Address 2	THE OLD VICARAGE, HOLT, WIMBORNE
	DORSET
Postcode	B H 2 1 7 D J
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	PHILIP LESLIE
Surname 1	BEVIS
Address 2	13 HAIMES LANE
	SHAFTESBURY DORSET
Postcode	S P 7 8 A J
Amount guaranteed 3	£1

Subscriber's details

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

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Application to register a company

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

Subscriber's details

Forename(s) ❶

Surname ❶

Address ❷

Postcode

Amount guaranteed ❸

❶ Name

Please use capital letters

❷ Address

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

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5 **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


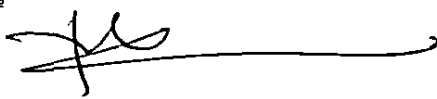
Is the application by an agent on behalf of all the subscribers?

- No Go to **Section I1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section I2** (Statement of compliance delivered by an agent)

I1**Statement of compliance delivered by the subscribers ^①**

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

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

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

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

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Statement of compliance delivered by an agent

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

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

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Application to register a company

**Presenter information**

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

Contact name	P L BEVIS
Company name	
Address	13 HAIMES LANE
Post town	SHAFTESBURY
County/Region	DORSET
Postcode	S P 7 8 A J
Country	ENGLAND
DX	
Telephone	01747823147

**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 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

**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 or email 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

The Companies Act 2006

Community Interest Company Limited by Guarantee

Memorandum of Association

of

Dorset Tourism Association Community Interest Company

The Companies Act 2006
Community Interest Company Limited by Guarantee

Memorandum of Association
of
Dorset Tourism Association Community Interest Company

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

DR BRUCE GRANT-BARNHAM



MA PAULINE LESLIE BEVIS



Dated [4 December 2015]

The Companies Act 2006

Community Interest Company Limited by Guarantee

**Articles of Association
of
Dorset Tourism Association Community Interest Company**

The Companies Act 2006
Community Interest Company Limited by Guarantee

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The Companies Act 2006

Articles of Association

of

Dorset Tourism Association Community Interest Company

INTERPRETATION

1. Defined Terms

- 1 1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

- 2 1 The Company is to be a community interest company

3. Asset Lock¹

- 3 1 The Company shall not transfer any of its assets other than for full consideration

- 3 2 Provided the conditions in Article 3 3 are satisfied, Article 3 1 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

- 3 3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration that may be set out elsewhere in the memorandum and Articles of the Company

- 3 4 If

3 4 1 the Company is wound up under the Insolvency Act 1986, and

3 4 2 all its liabilities have been satisfied

then any residual assets shall be given or transferred to the specified asset-locked body specified in Memorandum and Articles for the for the purpose of this article

- 3 5 If the company is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed

among members, instead it must be given or transferred to some other Asset Locked Body having Objects similar to those of the company. The Asset Locked Body shall be chosen by the members of the Company at or before the time when the Company is wound up or dissolved and if that cannot be done, then to be chosen by the Regulator.

4. Not for profit

- 4.1 The Company is not established or conducted for private gain. Any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

- 5.1 The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to
- 5.1.1 promote, market and develop tourism in Dorset
 - 5.1.2 promote trade and commerce and resilience in tourism, and improve the overall awareness, effectiveness and quality of the tourism provision in Dorset for and to the benefit of the company, Dorset's residents, tourists and visitors
 - 5.1.3 doing of all such other things as are incidental to the attainment of those objects
 - 5.1.4 act as a voice for members and those involved in the tourism industry in Dorset
- 5.2 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Article 3 and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, provided that nothing herein shall prevent any payment in good faith by the Company
- 5.2.1 of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company,
 - 5.2.2 of any interest on money lent by any member of the Company or any director at a reasonable and proper rate,
 - 5.2.3 of reasonable and proper rent for premises demised or let by any member of the Company or any director, and
 - 5.2.4 to any director of out-of-pocket expenses

6 Powers

- 6 1 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

7. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

- 7 1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,
- 7 2 payment of the costs, charges and expenses of winding up, and
- 7 3 Adjustment of the rights of the contributories among themselves

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles and to the applicable provisions for the time being of the Companies Acts, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

9. Members' reserve power

- 9 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 9 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

10. Chair

The Directors may appoint one of their number to be chair of the Directors for such term of office as they determine and may at any time remove him or her from office, in accordance with article 16

11. Change of company name

Without prejudice to the generality of article 8, the directors may resolve in accordance with Article 17 to change the company's name

12. Directors may delegate

12 1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles

12 1 1 to such person or committee,

12 1 2 by such means (including by a power of attorney),

12 1 3 to such an extent,

12 1 4 in relation to such matters or territories, and

12 1 5 on such terms and conditions, as they think fit

12 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

12 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

13. Committees

13 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

13 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

- 13 3 Where a provision of the Articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee

14. Advisers

- 14 1 The directors shall have the right to appoint any member of the company as an adviser to the board of directors providing that no more than five such advisers are appointed at any one time
- 14 2 Advisers so appointed shall have the right to attend all board, committee and general meetings and have the right to speak but shall not have any vote It will be a requirement for such advisers to be members of the Company
- 14 3 No directors of the Company may be appointed as such an adviser whilst they are a director of the Company
- 14 4 The appointment of any such adviser may be terminated by the directors at any time
- 14 5 All such advisers shall cease to be appointed at each annual general meeting, but shall then be eligible for re-appointment by the directors

15. Administrative positions

- 15 1 The directors shall appoint from among themselves a treasurer and may appoint any person as minutes' secretary and may appoint any person to any other administrative position as they consider appropriate
- 15 2 All of the holders of such administrative positions shall cease to hold office at the beginning of each annual general meeting, but shall then be eligible for re-election
- 15 3 A holder of an administrative position shall cease to hold that office if they resign from that office by written notice to that effect or, in the case of a treasurer, they cease to be a director

16 Appointment of Chairman

16 1 The designated individual acting as the tourism lead of the Dorset Local Enterprise Partnership will stand as chair, or failing that, any person who is willing to act as chairman and who is a director of the Company, may be appointed to the position of chairman

16 1 1 by ordinary resolution, or

16 1 2 if there is no chairman appointed, by a decision of the directors

16 2 Any chairman so appointed under 16 1 1 or 16 1 2 shall cease to hold the position of chairman on the conclusion of the next annual general meeting unless they have been re-appointed as chairman at that annual general meeting

DECISION-MAKING BY DIRECTORS

17. Directors to take decisions collectively

17 1 The general rule about decision-making by directors is that any decision of the directors must be taken as a majority decision at a meeting or as a directors' written resolution in accordance with Article 18 (Directors' written resolutions) or otherwise as a unanimous decision taken in accordance with Article 19 (Unanimous decisions)

17 2 Subject to the Articles, each director participating in a directors' meeting has one vote

18 Directors' written resolutions

18 1 Any director may propose a directors' written resolution by giving notice in writing of the proposed resolution to each of the other directors

18 2 If the company has appointed a company secretary, the company secretary must propose a directors' written resolution if a director so requests by giving notice in writing to each of the other directors

18 3 Notice of a proposed directors' written resolution must indicate

18 3 1 the proposed resolution, and

18 3 2 the time by which it is proposed that the directors should adopt it

18 4 A proposed directors' written resolution is adopted when a majority of the non-conflicted directors have signed one or more copies of it, provided that those directors would have formed a quorum at a directors' meeting were the resolution to have been proposed at such meeting

18 5 Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles

19. Unanimous decisions

19 1 A decision of the directors is taken in accordance with this Article 19 when all non-conflicted

19 2 directors indicate to each other by any means that they share a common view on a matter

19 3 A decision may not be taken in accordance with this Article 19 if the non-conflicted directors would not have formed a quorum at a directors' meeting had the matter been proposed as a resolution at such a meeting

19 4 Once a directors' unanimous decision is taken in accordance with this Article 19 it must be treated as if it had been a decision taken at a directors' meeting in accordance with the Articles

20. Calling a directors' meeting

20 1 Any director may call a directors' meeting by giving notice of the meeting to each of the directors, whether or not he is absent from the United Kingdom, or by authorising the company secretary (if any) to give such notice

20 2 Notice of any directors' meeting must indicate

20 2 1 its proposed date and time,

20 2 2 where it is to take place, and

20 2 3 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

20 3 Subject to Article 20 4, notice of a directors' meeting must be given to each director but need not be in writing

20 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 Company prior to or up to and including not more than seven 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

21. Participation in directors' meetings

21 1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when

21 1 1 the meeting has been called and takes place in accordance with the Articles, and

21 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

21 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

21 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

22. Chairing of directors' meetings

- 22 1 The chairman appointed pursuant to Article 16 1 will chair meetings of directors
- 22 2 In the event that more than one person is so appointed then the chairman for any meeting of directors shall be determined in accordance with the provisions of Article 16 3
- 22 3 If the chairman is not participating in a directors' meeting within thirty minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

23. Chairman's casting vote at directors' meetings

- 23 1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman chairing the meeting has a casting vote

24. Chairman is a conflicted director

- 24 1 Article 23 1 does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman is a conflicted director for the purposes of that meeting (or that part of that meeting at which the proposal is voted upon)

25. Quorum for directors' meetings

- 25 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 24 2 Subject to Article 25 3, the quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but it must never be less than six directors, and unless otherwise fixed it is six
- 25 3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 26 (Directors' conflicts of interests) to authorise a director's Conflict, if there is only one non-conflicted director in office in addition to the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one non-conflicted director

26. Directors' conflicts of interests

26 1 For the purposes of this Article 26, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests

26 2 The directors may, in accordance with the requirements set out in this Article 26, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of CA 2006 to avoid conflicts of interest (such matter being hereinafter referred to as a Conflict)

26 3 A director seeking authorisation in respect of a Conflict shall declare to the other directors the nature and extent of his interest in a Conflict as soon as is reasonably practicable The director shall provide the other directors with such details of the relevant matter as are necessary for the other directors to decide how to address the Conflict, together with such other information as may be requested by the other directors

26 4 Any authorisation under this Article 26 will be effective only if

26 4 1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine,

26 4 2 any requirement as to the quorum at any meeting of the directors at which the matter is considered is met without counting the director in question and any other conflicted director(s), and

26 4 3 the matter was agreed to without the director and any other conflicted director(s) voting or would have been agreed to if their votes had not been counted

26 5 Any authorisation of a Conflict under this Article 26 may (whether at the time of giving the authorisation or subsequently)

26 5 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,

26 5 2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine, or

26 5 3 be terminated or varied by the directors at any time

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation

26 6 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to

26 6 1 disclose such information to the directors or to any director or other officer or employee of the Company, or

26 6 2 use or apply any such information in performing his duties as a director, where to do so would amount to a breach of that confidence

26 7 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director

26 7 1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict,

26 7 2 is not given any documents or other information relating to the Conflict,

26 7 3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict

26 8 Where the directors authorise a Conflict

26 8 1 the director will be obliged to conduct himself in accordance with any terms, limits and/or conditions imposed by the directors in relation to the Conflict,

26 8 2 the director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of CA 2006 provided he acts in accordance

with such terms, limits and/or conditions (if any) as the directors impose in respect of its authorisation

26 9 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he receives as director or other officer or employee of the Company's subsidiaries or of any other body corporate in which the Company is interested or which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of CA 2006

26 10 Subject to the applicable provisions for the time being of the Companies Acts and to any terms, limits and/or conditions imposed by the directors in accordance with Article 26 5 2, and provided that he has disclosed to the directors the nature and extent of any interest of his in accordance with the Companies Acts, a director notwithstanding his office

26 10 1 may be a party to, or otherwise interested in, any contract, transaction or arrangement with the Company or in which the Company is otherwise interested,

26 10 2 shall be counted as participating for voting and quorum purposes in any decision in connection with any proposed or existing transaction or arrangement with the Company, in which he is in any way directly or indirectly interested,

26 10 3 may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

26 10 4 may be a director or other officer of, or employed by, or a party to any contract, transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

26 10 5 shall not, by reason of his office, be accountable to the Company for any benefit which he (or anyone connected with him (as defined in section 252 of CA 2006) derives from any such office or employment or from any such contract, transaction or arrangement or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, nor shall the receipt of any such remuneration or benefit constitute a breach of his duty under section 176 of CA 2006

- 26 11 For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- 26 12 Subject to Article 26 13, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- 26 13 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

27. Records of decisions to be kept

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

28. Directors' discretion to make further rules

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 AND TERMINATION OF APPOINTMENT OF DIRECTORS

29. Number of directors

Unless otherwise determined by ordinary resolution, the maximum number of directors shall be twenty and the minimum number of directors shall be six

30. Methods of appointing directors

- 30 1 Subject to Article 30 2, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

30 1 1 by ordinary resolution, or

30 1 2 by a decision of the directors

30 2 No person who is not a member shall in any circumstances be eligible to hold office as a director

30 3 Any director appointed by a decision of the directors will resign on the convening of the next annual general meeting and will be eligible to stand for election at that annual general meeting

31. Termination of director's appointment

31 1 A person ceases to be a director as soon as

31 1 1 that person ceases to be a director by virtue of any provision of CA 2006 or is prohibited from being a director by law,

31 1 2 that person ceases to be a member,

31 1 3 a bankruptcy order is made against that person,

31 1 4 a composition is made with that person's creditors generally in satisfaction of that person's debt and the Company resolves that his office be vacated,

31 1 5 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

31 1 6 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, or

31 1 7 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

31 2 Following the resignations of any Directors appointed pursuant to Article 30 1 2 in accordance with Article 30 3, at each annual general meeting

all but three of the directors shall retire and will be eligible to stand for election at that annual general meeting providing that no director shall be appointed for more than three consecutive years without retiring. Directors shall retire in the order in which they were appointed and the question of who is to retire between directors as directors or, in the absence of such agreement, by lot

32. Directors' expenses

32.1 The Company may pay any reasonable expenses which the directors and the company secretary (if any) properly incur in connection with their attendance at

32.1.1 meetings of directors or committees of directors,

32.1.2 general meetings, or

32.1.3 separate meetings of the holders of any debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

COMPANY SECRETARY

33 Appointment and removal of company secretary

The directors may appoint any person who is willing to act as the company secretary for such term, at such remuneration, and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

34. Applications for membership

34.1 The subscribers to the Memorandum are the first members of the Company

- 34 2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company
- 34 3 No person shall be admitted a member of the Company unless he or she is approved by the Directors
- 34 4 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
- 34 5 No person shall be admitted a member of the Company unless the Company has received payment in cleared funds of any membership subscription payable by the proposed member in respect of such application

35. Termination of membership

- 35 1 A member may withdraw from membership of the Company by giving seven days' notice to the Company in writing
- 35 2 The directors may terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made
- 35 3 Membership is not transferable
- 35 4 Subject to Articles 35 1 and 35 2, a person's membership terminates when that person dies or ceases to exist
- 35 5 Subject to Article 36 3, an annual subscription for each Year shall be payable by the members of the Company and such subscriptions shall be determined from time to time by the Company Membership subscriptions shall become due on admission to membership and shall thereafter become due at each Renewal Date in respect of the Year immediately following that Renewal Date
- 35 6 Any member who fails to pay a membership subscription in respect of the Year immediately following a Renewal Date within two months of that Renewal Date shall cease to be a member of the Company provided always that the Directors shall in their absolute discretion be entitled to waive or vary the requirement for a member to pay an annual subscription in respect of any one Year

36. Honorary membership

- 36 1 If so recommended by the Directors at the beginning of any annual general meeting, the Company may, by an ordinary resolution of the members at that meeting, honour any person or body who in their opinion has given distinguished service to the Company or who has otherwise distinguished themselves in promoting the objects of the Company, by conferring on them honorary membership of the Company
- 36 2 Subject to Article 36 3, an Honorary Member shall rank parri pasu with any other member of the Company provided that an Honorary Member shall not be entitled to vote on any resolution of the members of the Company or of the board of Directors of the Company relating to the appointment of an Honorary Member
- 36 3 Honorary Members shall not be required to pay any membership subscription in respect of their membership of the Company pursuant to Article 35 5
- 36 4 All Honorary Members shall cease to be Honorary Members at the beginning of each annual general meeting, but shall then be eligible for re-appointment as Honorary Members in accordance with Article 36 1

ORGANISATION OF GENERAL MEETINGS

37. Convening general meetings

- 37 1 The directors shall call an annual general meeting in each year (but excluding the year in which the Company is formed) The first annual general meeting shall be held not later than 18 months after the date of incorporation of the Company
- 37 2 Not more than 15 months shall elapse between one annual general meeting and the next
- 37 3 The business of each annual general meeting shall include
- 31 3 1 a report by the chairman on the activities of the company,
 - 31 3 2 consideration of the annual accounts of the company, and
 - 31 3 3 the election or re-election of directors

37 4 The directors may call general meetings and, on the requisition of members point to the provisions of CA 2006, shall forthwith proceed to convene a general meeting in accordance with CA 2006. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or the members requisitioning the meeting (or any of them representing more than one half of the total voting rights of them all) may call a general meeting.

38. Notice of general meetings

38 1 General meetings (other than an adjourned meeting) shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a 16 majority in number of the members having a right to attend and vote, being a majority who together represent not less than seventy five (75%) of the total voting rights at that meeting of all the members.

38 2 The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.

38 3 Subject to the provisions of these Articles and to any restrictions imposed on members, the notice shall be given to all members and the directors for the time being of the Company.

38 4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

39. Resolutions requiring special notice

39 1 If CA 2006 requires special notice to be given of a resolution, then the resolution will not be effective unless notice of the intention to propose it has been given to the Company at least twenty-eight Clear Days before the general meeting at which it is to be proposed.

39 2 Where practicable, the Company must give the members notice of the resolution in the same manner and at the same time as it gives notice of the general meeting at which it is to be proposed. Where that is not practicable, the Company must give the members at least fourteen Clear Days' before the relevant general meeting by advertisement in a newspaper with an appropriate circulation.

39 3 If, after notice to propose such a resolution has been given to the Company, a meeting is called for a date twenty-eight days or less after the notice has been

given, the notice shall be deemed to have been properly given, even though it was not given within the time required by Article 39 1.

40. Attendance and speaking at general meetings

40 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

40 2 A person is able to exercise the right to vote at a general meeting when

40 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

40 2 2 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

40 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

40 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

40 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

41. Quorum for general meetings

41 1 No business shall be transacted at any meeting unless a quorum is present
Subject to section 318(2) of CA 2006, twenty qualifying persons (as defined in section 318(3) of CA 2006) or 5% of the members whichever is the lower entitled to vote upon the business to be transacted shall be a quorum

41 2 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

42. Chairing general meetings

42 1 The chairman appointed pursuant to Article 16 1 will chair general meetings if present and willing to do so

42 2 In the event that more than one person is so appointed then the chairman for any meeting of members shall be determined in accordance with the provisions of Article 16 2

42 3 If the members have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within thirty minutes of the time at which a meeting was due to start

42 3 1 the directors present, or

42 3 2 (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

43. Attendance and speaking by directors and non-members

43 1 Directors may attend and speak at general meetings

43 2 The chairman of the meeting may permit other persons who are not

43 2 1 members of the Company, or

43 2 2 otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting

44. Adjournment

44 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. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved

44 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

44 2 1 the meeting consents to an adjournment, or

44 2 2 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

44 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

44 4 When adjourning a general meeting, the chairman of the meeting must

44 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

44 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

44 5 If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

44 5 1 to the same persons to whom notice of the Company's general meetings is required to be given, and

38 5 2 containing the same information which such notice is required to contain

38 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

45. VOTING AT GENERAL MEETINGS

Voting: general

45 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll or a secret ballot is duly demanded in accordance with the Articles. Subject to any rights or restrictions to which members are subject, on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative (unless the representative is himself a member, in which case he shall have more than one vote) shall have one vote

- 45 2 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
- 45 3 No member shall vote at any general meeting unless all monies payable by him to the Company in accordance with Article 35 6 have been paid
- 45 4 In the case of joint members the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint members, and seniority shall be determined by the order in which the names of the members stand in the register of members
- 45 5 Unless a poll or a secret ballot is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

46. Errors and disputes

- 46 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
- 46 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

47. Poll votes and secret ballots

- 47 1 On a poll or in a secret ballot every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote On a poll or in a secret ballot, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way
- 47 2 A poll or a secret ballot on a resolution may be demanded

47 2 1 in advance of the general meeting where it is to be put to the vote, or

47 2 2 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

47 3 A poll or a secret ballot may be demanded by

47 3 1 the chairman of the meeting,

47 3 2 the directors,

47 3 3 two or more persons having the right to vote on the resolution, or

47 3 4 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

47 4 A demand for a poll or a secret ballot may be withdrawn if

47 4 1 the poll or a secret ballot has not yet been taken, and

47 4 2 the chairman of the meeting consents to the withdrawal

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made

47 5 A poll or a secret ballot demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll or a secret ballot demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll or a secret ballot is demanded. The demand for a poll or a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll or a secret ballot was demanded. If a poll or a secret ballot is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

47 6 No notice need be given of a poll or a secret ballot not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll or a secret ballot is to be taken.

- 47 7 The result of the poll or a secret ballot shall be deemed to be the resolution of the meeting at which the poll or a secret ballot was demanded

48. Representation of corporations at meetings

Subject to CA 2006, a company which is a member may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative or representatives at a meeting of the company (corporate representative) A director, company secretary or other person authorised for the purpose by the directors may require a corporate representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers

48 0 Amendments to resolutions

- 48 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

48 1 1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

48 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution

- 48 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

48 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

48 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 48 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

49. WRITTEN RESOLUTIONS

- 49 0 A resolution of the members may be passed as a written resolution in accordance with chapter 2 of part 13 of CA 2006

MISCELLANEOUS PROVISIONS

COMMUNICATIONS

50. Means of communication to be used

- 50 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which any provision of CA 2006 provides for documents or information which are authorised or required by any provision of CA 2006 to be sent or supplied by or to the Company

- 50 2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

50 2 1 If properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, forty-eight hours after it was posted,

50 2 2 If properly addressed and delivered by hand, when it was given or left at the appropriate address,

50 2 3 If properly addressed and sent or supplied by electronic means forty-eight hours after the document or information was sent or supplied, and

50 2 4 If sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this Article 50 2, no account shall be taken of any part of a day that is not a working day

- 50 3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by CA 2006

- 50 4 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
- 50 5 A director may agree with the Company 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 forty-eight hours
- 50 6 In the case of joint members, all notices or documents shall be given to the joint member whose name stands first in the register in respect of the joint holding Notice so given shall be sufficient notice to all of the joint members Where there are joint members, anything which needs to be agreed or specified in relation to any notice, document or other information to be sent or supplied to them can be agreed or specified by any one of the joint members The agreement or specification of the joint member whose name stands first in the register will be accepted to the exclusion of the agreement or specification of any other joint member (s) whose name(s) stand later in the register

51. Records and accounts²

- 51 1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of
- 51 2 annual reports,
- 51 3 annual returns, and
- 51 4 annual statements of account
- 51 5 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member

52. Indemnity

- 52 1 Subject to Article 40 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

- (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
- (c) any other liability incurred by that Director as an officer of the Company or an associated company

52 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

52 3 In this Article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company

53. Insurance

53 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

53 2 In this Article

- (a) a "relevant Director" means any Director or former Director of the Company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

54. Exclusion of model articles

54 1 The relevant model articles for a company limited by guarantee are hereby expressly exclude

SCHEDULE

INTERPRETATION

Defined terms

- 1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

Term	Meaning
1 1 "Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1 2 "Articles"	the Company's articles of association,
1 3 "asset-locked body"	means (i) a community interest company, a charity ³ or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
1 4 "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,
1 5 "Chair"	has the meaning given in Article 10,
1 6 "Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1 7 "Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
1 8 "community"	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004,
1 9 "Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,
1 10 "Company"	Dorset Tourism Association Community Interest Company,
1 11 "Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise)

	that conflicts, or might conflict with the interests of the Company,
1 12 “Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called,
1 13 “Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form,
1 14 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
1 15 “Hard Copy Form”	has the meaning given to it in the Companies Act 2006,
1 16 “Memorandum”	the Company’s memorandum of association,
1 17 “participate”	in relation to a Directors’ meeting, has the meaning given in Article
1 18 “Permitted Industrial and Provident Society”	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
1 19 “the Regulator”	means the Regulator of Community Interest Companies,
1 20 “Secretary”	the secretary of the Company (if any),
1 21 “specified”	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph,
1 22 “subsidiary”	has the meaning given in section 1159 of the Companies Act 2006,
1 23 “transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property, and
1 24 “Writing”	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

- 2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
 - 3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company
-

35/2252

CIC 36

Declarations on Formation of a Community Interest Company¹

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

Company Name in full

Dorset Tourism Association

Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

- ¹ We, 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 ...

- (1) Residents, visitors and tourists to the County of Dorset as a result of the marketing and promotion of the County as a key tourism destination, by all appropriate means for the economic, environmental and social benefit of everyone in the County
- (2) Members of the Company, residents, tourists and visitors to Dorset will benefit by improving the quality of skill levels and service standards within tourism and other related industries and supporting education and training designed to achieve these standards
- (3) Members of the Company, residents, tourists and visitors to Dorset will benefit through promoting trade and commerce in tourism, and improve the overall awareness, effectiveness and quality of the tourism provision in Dorset
- (4) The community, as a result of the company carrying out its objects and in particular members and those who participate in the activities of the company
- (5) Other organisations in Dorset which hitherto have not enjoyed the support, expertise, experiences in matters appertaining to the tourism industry and which wish to do so

COMPANY NAME

Dorset Tourism Association Community Interest Company

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)
Promote and market the County of Dorset for the economic, environmental and social benefit of everyone in the County.	Dorset has special qualities with distinctive products, regions and experiences which are there to be enjoyed by residents, tourists and visitors, who, together with those promoting the facilities will benefit. This CIC is established to promote and market these for the benefit of all and to ensure surpluses of the Company are reinvested in the continuation of these benefits, and not for commercial gain.
To promote trade and commerce in tourism, and improve overall awareness, effectiveness and quality of tourism provision in Dorset.	Members will be drawn from across the County of Dorset ranging from Bed & Breakfast establishments, events, accommodation providers, holiday parks, individual businesses and private individuals who support the Company's aims and objects as well as the larger attraction providers, to actively promote trade and commerce in tourism and other attributes for the benefit of the whole of Dorset, especially as local authorities are winding down and reducing funding for the promotion of tourism.
To improving the quality of skill levels and service standards within tourism and other related industries and supporting education and training designed to achieve these standards.	Members and individuals involved in tourism and related industries by promoting education and skill levels to improve the experience and benefits to residents, visitors and tourists.

Activities, continued (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
Encourage social, environmental and economic relationships amongst members	Members will benefit from relations through the Association which is established for the mutual good and the opportunities for discussing and resolving common problems to improve tourism in Dorset.
Act as a voice for members and those in the tourism industry.	Members and the public at large will benefit from the Company acting as a central platform by bringing to the notice of relevant authorities matters of tourism importance for Dorset.
Establish a clear identity as a leisure and tourist destination in and for Dorset.	By providing support and growth for jobs and improving income to the county of Dorset through tourism.
<p>If the company makes any surplus it will be used for carrying out the objects for which the CIC is to be established.</p> <p>As there is no other equivalent association to represent the whole of Dorset, it is appropriate to establish a tourism association for Dorset. There is support for this CIC bringing together like minded tourism interested people with the united objective to continually re-invest revenue and surpluses for the wellbeing of the community of Dorset through promoting the County as a key tourism destination.</p>	

COMPANY NAME

Dorset Tourism Association Community Interest Company

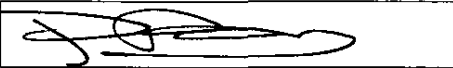
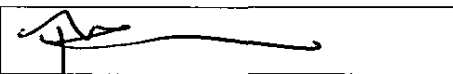
SECTION C:

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

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

SECTION D:

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

Signed		Date	4/12/15
Signed		Date	4/12/15
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

CHECKLIST**Have the first directors sign the CIC36?**

This form must be accompanied by the following documents:

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

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

P L BEVIS	
13 HAIMES LANE	
SHOFTESBURY	
DORSET SP9 8NJ	Tel 01747 823147
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

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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

35 / 2252

CIC 36

Declarations on Formation of a Community Interest Company¹

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Company Name in full

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COMPANY NAME

Dorset Tourism Association Community Interest Company

SECTION B: Community Interest Statement – Activities & Related Benefit

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COMPANY NAME

Dorset Tourism Association Community Interest Company

SECTION C:

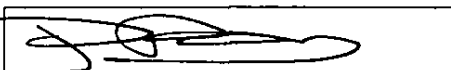
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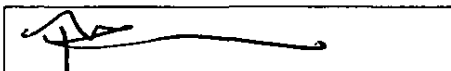
Signed



Date

4/12/15

Signed



Date

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