# FILE COPY

# CERTIFICATE OF INCORPORATION OF A COMMUNITY INTEREST COMPANY

Company Number **10281369**

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

**PAUL CLARKE (STAFFORDSHIRE) 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

***N10281369H***

Given at Companies House on **15th July 2016**.

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

4985/35

In accordance with Section 9 of the Companies Act 2006

# IN01
## Application to register a company

Companies House

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

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

✗ **What this form is NOT for**
You cannot use this form to register a limited liability partnership To do this, please use form [illegible] use this form if any [illegible] with significant cont[illegible] or has applied for pr[illegible] having their details [illegible] public register. Conta[illegible] companieshouse gov[illegible] separate form

For further information, please refer to our guidance at www gov uk/companieshouse

THURSDAY

*A5B779OW*
A07 14/07/2016 #19
COMPANIES HOUSE

## Part 1 Company details

### A1 Company name

Check if a company name is available by using our name availability search·
**www.companieshouse.gov.uk/info**

Please show the proposed company name below.

Proposed company name in full ❶: PAUL CLARKE (STAFFORDSHIRE) COMMUNITY INTEREST COMPANY

For official use: 11028113669

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

❶ **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 at www gov uk/companieshouse

### A2 Company name restrictions ❷

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.

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at www gov uk/companieshouse

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

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

❸ **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 ❶

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

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

## A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ❷

| | | | | | |
|---|---|---|---|---|---|
| Classification code 1 | 8 | 7 | 2 | 0 | 0 |
| Classification code 2 | | | | | |
| Classification code 3 | | | | | |
| Classification code 4 | | | | | |

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

**❷ Principal business activity**
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www gov uk/companieshouse

## A6 Situation of registered office ❸

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

**❸ 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

# IN01
Application to register a company

## A7 Registered office address ❶

Please give the registered office address of your company.

| | |
|---|---|
| Building name/number | PAUL CLARKE HAVEN |
| Street | CHATTERLEY ROAD |
| | TUNSTALL |
| Post town | STOKE - ON- TRENT |
| County/Region | STAFFORDSHIRE |
| Postcode | S T 6 4 P X |

❶ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

## A8 Articles of association ❷

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

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

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

## A9 Restricted company articles ❸

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

☐

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

# 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 ❶

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) | DANIEL FERGUS PATRICK |
| Surname | DE FALE |
| Former name(s) ❷ | |

**❶ 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

**❷ 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 ❸

| | |
|---|---|
| Building name/number | CHATTERLEY HOUSE |
| Street | CHATTERLEY ROAD |
| | TUNSTALL |
| Post town | STOKE - ON - TRENT |
| County/Region | STAFFORDSHIRE |
| Postcode | S T 6 4 P X |
| Country | UNITED KINGDOM |

**❸ 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

## Corporate secretary

### C1 Corporate secretary appointments ❶

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

❶ **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 ❷

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 ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ 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 ❹

Registration number

❹ **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 ❶

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

| | |
|---|---|
| Title* | MISS |
| Full forename(s) | CAROL ALETHA |
| Surname | BURT |
| Former name(s) ❷ | |
| | |
| Country/State of residence ❸ | UNITED KINGDOM |
| Nationality | BRITISH |
| Month/year of birth ❹ | X X m1 m2 y1 y9 y6 y5 |
| Business occupation (if any) ❺ | CEO |
| | |

**❶ 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.

**❷ 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

**❸ Country/State of residence**
This is in respect of your usual residential address as stated in section D4

**❹ Month and year of birth**
Please provide month and year only

**❺ 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 ❻

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

| | |
|---|---|
| Building name/number | CHATTERLEY HOUSE |
| Street | CHATTERLEY ROAD |
| | TUNSTALL |
| Post town | STOKE - ON- TRENT |
| County/Region | STAFFORDSHIRE |
| Postcode | S T 6 4 P X |
| Country | UNITED KINGDOM |

**❻ 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 ❶

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) | DANIEL FERGUS PATRICK |
| Surname | DE FALE |
| Former name(s) ❷ | |
| Country/State of residence ❸ | UNITED KINGDOM |
| Nationality | BRITISH |
| Month/year of birth ❹ | X X m0 m8 y1 y9 y6 y9 |
| Business occupation (if any) ❺ | BUILDER |

❶ **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.

❷ **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

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

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

| | |
|---|---|
| Building name/number | CHATTERLEY HOUSE |
| Street | CHATTERLEY ROAD |
| | TUNSTALL |
| Post town | STOKE-ON-TRENT |
| County/Region | STAFFORDSHIRE |
| Postcode | S T 6 4 P X |
| Country | UNITED KINGDOM |

❻ **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

## Corporate director

### E1 Corporate director appointments ❶

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

❶ **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 ❷

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 ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www gov uk/companieshouse

❸ 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 ❹

If applicable, the registration number

❹ **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

# 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 Statement of capital

Complete the table(s) below to show the share capital

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

**Continuation pages**
Please use a continuation page if necessary

| **Currency**<br>Complete a separate table for each currency | **Class of shares**<br>E g Ordinary/Preference etc | **Number of shares** | **Aggregate nominal value** (£, €, $, etc)<br>Number of shares issued multiplied by nominal value | **Total aggregate amount to be unpaid, if any** (£, €, $, etc)<br>Including both the nominal value and any share premium |
|---|---|---|---|---|
| **Currency table A** | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | | | |
| **Currency table B** | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | | | |
| **Currency table C** | | | | |
| | | | | |
| | | | | |
| | | | | |
| | **Totals** | | | |
| | | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
| | **Totals (including continuation pages)** | | | |

❶ Please list total aggregate values in different currencies separately
For example: £100 + €100 + $10 etc

## F2 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 **Section F1**

| | |
|---|---|
| Class of share | |
| Prescribed particulars ❶ | |

**❶ 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

| | |
|---|---|
| Class of share | |
| Prescribed particulars ❶ | |

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

## F3 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) to be unpaid on each share (including the nominal value and any share premium) | Amount to be paid on each share (including the nominal value and any share premium) |
|---|---|---|---|---|---|---|
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |
| Name | | | | | | |
| Address | | | | | | |
| | | | | | | |

# Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** People with significant control (PSC).

## 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.

**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

**❹ Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**
Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

| | |
|---|---|
| Forename(s) ❶ | DANIEL FERGUS PATRICK |
| Surname ❶ | DE FALE |
| Address ❷ | 55 NAB HILL AVENUE |
| | LEEK |
| Postcode | S T 1 3 8 E F |
| Amount guaranteed ❸ | ONE POUND |
| Class of member (if applicable) ❹ | |

**Subscriber's details**

| | |
|---|---|
| Forename(s) ❶ | CAROL ALETHA |
| Surname ❶ | BURT |
| Address ❷ | 20 THE CROFT WAY, HANDSWORTH WOOD |
| | BIRMINGHAM |
| Postcode | B 2 0 1 E G |
| Amount guaranteed ❸ | ONE POUND |
| Class of member (if applicable) ❹ | |

# IN01
## Application to register a company

### Subscriber's details

| | |
|---|---|
| Forename(s) ❶ | |
| Surname ❶ | |
| Address ❷ | |
| Postcode | |
| Amount guaranteed ❸ | |
| Class of member (if applicable) ❹ | |

### Subscriber's details

| | |
|---|---|
| Forename(s) ❶ | |
| Surname ❶ | |
| Address ❷ | |
| Postcode | |
| Amount guaranteed ❸ | |
| Class of member (if applicable) ❹ | |

### Subscriber's details

| | |
|---|---|
| Forename(s) ❶ | |
| Surname ❶ | |
| Address ❷ | |
| Postcode | |
| Amount guaranteed ❸ | |
| Class of member (if applicable) ❹ | |

### Subscriber's details

| | |
|---|---|
| Forename(s) ❶ | |
| Surname ❶ | |
| Address ❷ | |
| Postcode | |
| Amount guaranteed ❸ | |
| Class of member (if applicable) ❹ | |

**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

**❹ Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**
Please use a 'Subscribers' continuation page if necessary

# Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

## H1 Statement of initial significant control [1]

☑ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

[1] **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

## H2 Statement of no PSC

**(Please tick the statement below if appropriate )**

☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

## Individual PSC

### H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

| | |
|---|---|
| Title* | MISS |
| Full forename(s) | CAROL ALETHA |
| Surname | BURT |
| Country/State of residence ❶ | UNITED KINGDOM |
| Nationality | BRITSH |
| Month/year of birth ❷ | X X m1 m2 y1 y9 y6 y5 |

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only

### H4 Individual's service address ❶

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**

| | |
|---|---|
| Building name/number | CHATTERLEY HOUSE |
| Street | CHATTERLEY ROAD |
| | TUNSTALL |
| Post town | STOKE-ON-TRENT |
| County/Region | STAFFORDSHIRE |
| Postcode | S T 6 4 P X |
| Country | UNITED KINGDOM |

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

## H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

**Ownership of shares**

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☑ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

**Significant influence or control (Only tick if none of the above apply)**

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

## H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

## Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and.

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

## Individual PSC

### H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

| | |
|---|---|
| Title* | MR |
| Full forename(s) | DANIEL FERGUS PATRICK |
| Surname | DE FALE |
| Country/State of residence ❶ | UNITED KINGDOM |
| Nationality | BRITISH |
| Month/year of birth ❷ | X X m0 m8 y1 y9 y6 y9 |

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

❷ **Month and year of birth**
Please provide month and year only

### H4 Individual's service address ❶

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

| | |
|---|---|
| Building name/number | CHATTERLEY HOUSE |
| Street | CHATTERLEY ROAD |
| | TUNSTALL |
| Post town | STOKE-ON-TRENT |
| County/Region | STAFFORDSHIRE |
| Postcode | S T 6 4 P X |
| Country | UNITED KINGDOM |

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record

## H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

**Ownership of shares**

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☑ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☑ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

**Significant influence or control (Only tick if none of the above apply)**

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

## H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and·

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)·

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

## Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and·

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

## Relevant legal entity (RLE)

### I1 RLE details ❶

| | |
|---|---|
| Corporate or firm name | |
| Building name/number | |
| Street | |
| Post town | |
| County/Region | |
| Postcode | |
| Country | |

❶ **Registered or principal office address**
This is the address that will appear on the public record

### I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed
If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

| | |
|---|---|
| Legal form | |
| Governing law | |
| If applicable, register in which RLE is entered ❶ | |
| Country/State ❶ | |
| Registration number ❶ | |

❶ **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

## 13 Nature of control for the RLE ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply

**Ownership of shares**
The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**
The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)*

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

**Significant influence or control (only tick if none of the above apply)**

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

## 14 Nature of control by a firm over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

## Nature of control by a trust over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

## Other registrable person (ORP)

### J1 ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

### J2 Principal office address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record

### J3 Legal form and governing law

Legal form

Governing law

## J4 Nature of control ❶

Please show how the ORP has significant control over the company

❶ Tick each that apply

**Ownership of shares**

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

**Significant influence or control (Only tick if none of the above apply)**

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

## J5 Nature of control by a firm over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

## Nature of control by a trust over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

# Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers Tick the appropriate box to show which information the subscribers are electing to keep on the public register If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

## K1 Election to keep secretaries' register information on the public register ❶

☐ All subscribers elect to keep secretaries' register information on the public register

❶ only applies if the proposed company will have a secretary

## K2 Election to keep directors' register information on the public register

**IMPORTANT:**
**If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ❷**

☐ All subscribers elect to keep directors' register information on the public register

❷ If the subscribers don't make this election, only the month and year of birth will be available on the public record

## K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

## K4 Election to keep members' register information on the public register

**IMPORTANT:**
**If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record**

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

## K5 Election to keep PSC register information on the public register

**IMPORTANT:**
**If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ❸**

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ❹ within the notice period before making the election

❸ If the subscribers don't make this election, only the month and year of birth will be available on the public record

❹ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

# Part 7 Consent to act

## L1 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 8 Statement about individual PSC particulars

## M1 Particulars of an individual PSC ❶

Please tick the box to confirm

☑ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

❶ Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

# Part 9 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 N1** (Statement of compliance delivered by the subscribers)

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

## N1 Statement of compliance delivered by the subscribers ❷

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 |

❷ **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

IN01
Application to register a company

## N2 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 | SAMANTHA OWEN |
| Building name/number | FIRST CORPORATE LAW SERVICES |
| Street | 16 CHURCHILL WAY |
| | |
| Post town | CARDIFF |
| County/Region | SOUTH GLAMORGAN |
| Postcode | C F 1 0 2 D X |
| Country | UNITED KINGDOM |
| | I confirm that the requirements of the Companies Act 2006 as to registration have been complied with. |
| Agent's signature | Signature X Sowen 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 | SAMANTHA OWEN |
| Company name | FIRST CORPORATE LAW |
| | |
| Address | 16 CHURCHILL WAY |
| | |
| | |
| Post town | CARDIFF |
| County/Region | |
| Postcode | C F 1 0 2 D X |
| Country | UNITED KINGDOM |
| DX | |
| Telephone | 02920 229080 |

## 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 A7).
- ☑ At the agents address (Given in Section N2).

## 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register**

## 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 or 790ZF exemption**
If you are applying for, or have been granted a section 243 or 790ZF 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**

PAUL CLARKE (STAFFORDSHIRE) COMMUNITY INTEREST COMPANY

---

**The Companies Act 2006**

**Community Interest Company Limited by Guarantee**

**Memorandum of Association**

**of**

PAUL CLARKE (STAFFORDSHIRE) 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* |
|---|---|
| Ms CAROL BURT | |
| MR DANIEL DE JARE | |

Dated 11/5/2016

The Companies Act 2006

Community Interest Company Limited by Guarantee

---

**Articles of Association**

**of**

PAUL CLARKE (STAFFORDSHIRE) COMMUNITY INTEREST COMPANY

---

(CIC Limited by Guarantee, Schedule 1, Small Membership)

**The Companies Act 2006**

**Community Interest Company Limited by Guarantee**

**INDEX TO THE ARTICLES**


**INTERPRETATION** ..... **3**
1 Defined Terms ..... 3
2 Community Interest Company ..... 3
3 Asset Lock ..... 3
4 Not for profit ..... 4
**OBJECTS, POWERS AND LIMITATION OF LIABILITY** ..... **4**
5 Objects ..... 4
6 Powers ..... 4
7 Liability of members ..... 4
**DIRECTORS** ..... 4
**DIRECTORS' POWERS AND RESPONSIBILITIES** ..... **4**
8 Directors' general authority ..... 4
9 Members' reserve power ..... 4
10 Chair ..... 5
11 Directors may delegate ..... 5
**DECISION-MAKING BY DIRECTORS** ..... **5**
12 Directors to take decisions collectively ..... 5
13 Calling a Directors' meeting ..... 5
14 Participation in Directors' meetings ..... 6
15 Quorum for Directors' meetings ..... 6
16 Chairing of Directors' meetings ..... 7
17 Decision-making at meetings ..... 7
18 Decisions without a meeting ..... 7
19 Conflicts of interest ..... 7
20 Directors' power to authorise a conflict of interest ..... 8
21 Register of Directors' interests ..... 8
**APPOINTMENT AND RETIREMENT OF DIRECTORS** ..... **8**
22 Methods of appointing Directors ..... 8
23 Termination of Director's appointment ..... 9
24 Directors' remuneration ..... 9
25 Directors' expenses ..... 10
**MEMBERS** ..... **10**
**BECOMING AND CEASING TO BE A MEMBER** ..... **10**
26 Becoming a member ..... 10
27 Termination of membership ..... 10
**DECISION MAKING BY MEMBERS** ..... **11**
28 Members' meetings ..... 11
29 Written resolutions ..... 11
**ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS** ..... **12**
30 Means of communication to be used ..... 12
31 Irregularities ..... 12
32 Minutes ..... 12
33 Records and accounts ..... 13
34 Indemnity ..... 13

**The Companies Act 2006**

**Articles of Association**

**of**

PAUL CLARKE (STAFFORDSHIRE) 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 Lock

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 which 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

any residual assets shall be given or transferred to the asset-locked body specified in Article 3 5 below

3 5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3 2 and 3 4·

3 6 Name

3 7 Charity Registration Number

3 8 Company Registration Number

3 9 Registered Office

**4. Not for profit**

4 1 The Company is not established or conducted for private gain any profits or assets are used principally for the benefit of the community

## OBJECTS, POWERS AND LIMITATION OF LIABILITY

**5. Objects**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to provide residential and care home facilities for vulnerable people in the North Staffordshire region , to provide day centres for varying disabilities and learning difficulties ]

**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, 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, specific 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 the chair of the Directors for such term of office as they determine and may at any time remove him or her from office

**11. Directors may delegate**

11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company

11 1 1 to such person or committee,

11 1 2 by such means (including by power of attorney),

11 1 3 to such an extent,

11 1 4 in relation to such matters or territories, and

11 1 5 on such terms and conditions,

as they think fit

11 2 If the Directors so specify, any such delegation of this power may authorise further delegation of the Directors' powers by any person to whom they are delegated

11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

## DECISION-MAKING BY DIRECTORS

**12. Directors to take decisions collectively**

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18 [In the event of the Company having only one Director, a majority decision is made when that single Director makes a decision ]

**13. Calling a Directors' meeting**

13 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

13 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

13 2 1 all the Directors agree, or

13 2 2 urgent circumstances require shorter notice

13 3 Notice of Directors' meetings must be given to each Director.

13 4 Every notice calling a Directors' meeting must specify

13 4 1 the place, day and time of the meeting, and

13 4 2 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

13 5 Notice of Directors' meetings need not be in Writing

13 6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

**14. Participation in Directors' meetings**

14 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

14.1 1 the meeting has been called and takes place in accordance with the Articles, and

14 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

14 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

14 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

**15. Quorum for Directors' meetings**

15 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

15 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 [two or one-third of the total number of Directors, whichever is the greater]

15 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

15 3 1 to appoint further Directors, or

15 3 2 to call a general meeting so as to enable the members to appoint further Directors

## 16. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

## 17. Decision-making at meetings

17 1 Questions arising at a Directors' meeting shall be decided by a majority of votes

17 2 In all proceedings of Directors each Director must not have more than one vote

## 18. Decisions without a meeting

18 1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing

18 2 A decision which is made in accordance with Article 18 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

18 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,

18 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18 2,

18 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

18 2 4 the Recipient must prepare a minute of the decision in accordance with Article 32

## 19. Conflicts of interest

19 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

19 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

19 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must

19 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

19 3 2 not be counted in the quorum for that part of the meeting, and

19 3 3 withdraw during the vote and have no vote on the matter.

19 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

**20. Directors' power to authorise a conflict of interest**

20 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

20 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19 3,

20 1 2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

20 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation

20 2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

20 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20 1 (subject to any limits or conditions to which such approval was subject)

**21. Register of Directors' interests**

The Directors shall cause a register of Directors' interests to be kept A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared

## APPOINTMENT AND RETIREMENT OF DIRECTORS

**22. Methods of appointing Directors**

22 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors

22 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 by a decision of the Directors

**23. Termination of Director's appointment**

A person ceases to be a Director as soon as

(a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law,

(b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(d) the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,

(e) 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 (but only if at least two Directors will remain in office when such resignation has taken effect), or

(f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason

**24. Directors' remuneration**

24 1 Directors may undertake any services for the Company that the Directors decide

24 2 Directors are entitled to such remuneration as the Directors determine

(a) for their services to the Company as Directors, and

(b) for any other service which they undertake for the Company

24 3 Subject to the Articles, a Director's remuneration may

(a) take any form, and

(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

24 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

**25. Directors' expenses**

25 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

(a) meetings of Directors or committees of Directors,

(b) general meetings, or

(c) separate meetings of any class of members or 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

## MEMBERS

## BECOMING AND CEASING TO BE A MEMBER

**26. Becoming a member**

26 1 The subscribers to the Memorandum are the first members of the Company

26 2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

26 3 The Directors shall from time to time be the only members of the Company

26 4 No person shall be admitted a member of the Company unless he or she is approved by the Directors

26 5 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

**27. Termination of membership**

27 1 Membership is not transferable to anyone else

27 2 Membership is terminated if

27 2 1 the member dies or ceases to exist,

27 2 2 otherwise in accordance with the Articles, or

27 2 3 a member ceases to be a Director

## DECISION MAKING BY MEMBERS

### 28. Members' meetings

28 1 The Directors may call a general meeting at any time

28 2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts

28 3 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

28 4 Article 28 3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company

### 29. Written resolutions

29 1 Subject to Article 29 3, a written resolution of the Company passed in accordance with this Article 29 shall have effect as if passed by the Company in general meeting

29 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members

29 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members A written resolution is not a special resolution unless it states that it was proposed as a special resolution

29 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution

29 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution

29 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts

29 5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

29 5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature

29 5 2 If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means]

29 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

29 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

## ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

### 30. Means of communication to be used

30 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 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 Company

30 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

30 3 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 an agreed time of their being sent, and for the agreed time to be less than 48 hours

### 31. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

### 32. Minutes

32 1 The Directors must cause minutes to be made in books kept for the purpose

32 1 1 of all appointments of officers made by the Directors,

32 1 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

32 1 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

32 2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

**33. Records and accounts**

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

33 1 annual reports,

33 2 annual returns, and

33 3 annual statements of account

33 4 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

**34. Indemnity**

34 1 Subject to Article 34 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

34 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

34 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

**35. Insurance**

35 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

35 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

**36. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded

## 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 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" | [ ] [Community Interest Company/C I C ], |
| 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 14, |
| 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

# CIC 36

## Declarations on Formation of a Community Interest Company

**For official use**
*(Please leave blank)*

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

**Company Name in full** PAUL CLARKE (STAFFORDSHIRE) COMMUNITY INTEREST COMPANY

**SECTION A: DECLARATIONS ON FORMATION OF A COMMUNITY INTEREST COMPANY**

1. We/I, the undersigned, declare that the company whose proposed name appears above 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.
   (as defined in regulation 2 of the Community Interest Company Regulations 2005 (**"the Regulations"**)). *(See note 1)*

2. We/I further declare that the company will carry on its activities for the benefit of the community, or a section of the community, (as defined in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (**"the Act"**) and the Regulations. Please insert a short description of the community, or section of the community, which it is intended that the company will benefit, in the space provided below *(See note 2)*:

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

Provision of residential care for vulnerable individuals with varying disabilities providing person centred care. The individuals will be from the North Staffordshire Region

**COMPANY NAME** PAUL CLARKE (STAFFORDSHIRE) COMMUNITY INTEREST COMPANY

**SECTION B: COMPANY ACTIVITIES**

*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 Regulator to make a properly informed decision about whether your company is eligible to be a community interest company* (See note 3). *We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, 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 )* |
|---|---|
| Provision of residential care for Vulnerable individuals with varying disabilities providing Person centred care | 1/ Promote independence within Community<br>2/ Providing a home environment for Vulnerable adults. |
| | |

If the company makes any surplus it will be used for.

REINVESTING IN BUILDING AND SERVICES

(Please continue on separate continuation sheet if necessary.)

**COMPANY NAME** PAUL CLARKE (STAFFORDSHIRE) COMMUNITY INTEREST COMPANY

**SECTION C: SIGNATORIES**

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

| | | | |
|---|---|---|---|
| Signed | | Date | 11.05.16 |
| Signed | | Date | 11.05.16. |
| Signed | | Date | |
| Signed | | Date | |
| Signed | | Date | |

(Please continue on separate continuation sheet if necessary.)

**CHECKLIST**

These declarations must be accompanied by the following documents under section 10 of the Companies Act 1985 or Article 21 of the Companies (Northern Ireland) Order 1986 – have you included them with your application?

(a) Memorandum and 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
(b) Form 10 or Form 21 - First directors and secretary and intended situation of registered office
(c) Form 12 or Form 23 - Declaration on application for registration
(d) Any completed continuation sheets

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.

FIRST CORPORATE LAW SERVICES
16 CHURCHILL WAY
CARDIFF CF10 2DX
Tel 02920 229080
DX Number 33077 DX Exchange CARDIFF

When you have completed and signed the form please send it to the Registrar of Companies at:
**Companies House, Crown Way, Cardiff, CF14 3UZ** **DX 33050 Cardiff**
for companies registered in England and Wales
or
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB** **DX235 Edinburgh**
for companies registered in Scotland **or LP – 4 Edinburgh 2**
or
**Companies Registry, Department of Enterprise, Trade and Investment, Waterfront Plaza, 8 Laganbank Road Belfast BT1 3BS**
for companies registered in Northern Ireland

**NOTES**

1. 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.

2. Insert a short description of the community or section of the community which it is intended that the company will benefit (e.g. "the residents of Oldtown" or "those suffering from XYZ disease").

3. This form will be placed on the public record at Companies House or Companies Registry Northern Ireland. **Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to Registrar of Companies with the other formation documents.**