

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE COMPANY LIMITED BY GUARANTEE
EXEMPT UNDER SECTION 60**

Company Number **10855739**

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

MODELS FOR HEROES

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

Given at Companies House, Cardiff, on **7th July 2017**



* N10855739P *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **06/07/2017**

X6A3C9K9

*Company Name in
full:*

MODELS FOR HEROES

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have
a name ending with 'Limited' or permitted alternatives*

Company Type:

Private company limited by guarantee

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**1 HARRIER ROAD
NEWBURY
HAMPSHIRE
ENGLAND RG20 4AB**

Sic Codes:

**86900
90040**

I wish to partially adopt the following model articles:>

Private (Ltd by Guarantee)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MALCOLM JOHN**

Surname: **CHILDS**

Service Address: **recorded as Company's registered office**

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/11/1976** *Nationality:* **BRITISH**

Occupation: **CHAIRMAN**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MALCOLM JOHN CHILDS**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/11/1976** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

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

Nature of control

The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **CAROLINE ELIZABETH CHILDS**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/03/1980** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

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

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Statement of Guarantee

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:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **CAROLINE CHILDS**

Address **1 HARRIER ROAD
NEWBURY
HAMPSHIRE
ENGLAND
RG20 4AB**

Amount Guaranteed **GBP 1.00**

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

SCHEDULE 2

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of:

MODELS FOR HEROES

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:

CAROLINE ELIZABETH CHILDS

DATED: 06/07/2017

**ARTICLES OF ASSOCIATION
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

The Company will assume the Statutory Model Articles of Association for a Limited by Guarantee Company (not having a share capital) subject to the following amendments. The provisions made herein and the Model Articles of Association will combine to form the constitution of the company.

1. The objects for which the Company is established are:

1.1 To provide a reliable supply of quality scale model kits and relevant modelling materials to military and mental health organisations and charities in the UK.

1.2 To promote and teach the scale modelling hobby as a benefit to mental and physical health and well-being.

2. The liability of the Members is limited.

3. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as declared above. The directors undertake to ensure no profit from the company is paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to the members of the company.

4. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up, during the time that he or she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he or she ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding GBP 1.00.

5. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Company, but shall be transferred either to some other institution (whether or not a member of the Company) having objects similar to the objects of the Company, or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity or anything incidental or conducive thereto, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.

6. At General Meetings of the Company, each Member shall be entitled to one vote.