



**FILE COPY**

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

Company Number **11416213**

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

**SIR JOSIAH MASON TRUST**

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

Given at Companies House on **14th June 2018**



**\*N114162136\***



**Companies House**



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

In accordance with  
Section 9 of the  
Companies Act 2006.

IN01

Application to register a company

SAME DAY



Companies House

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

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

✗ **What this form is NOT for**  
You cannot use this form to  
register a limited liability partnership.  
If you wish to register this, please use form LL IN01.  
Do not use this form if any individual  
with significant control is applying or  
has applied for protection or  
is having their details disclosed to the  
public register. Contact enquiries at  
companieshouse.gov.uk to get a  
separate form.



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

Please show the proposed company name below.

Proposed company  
name in full ①

SIR JOSIAH MASON TRUST

For official use

1 1 4 1 5 2 1 3

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

#### ① Duplicate names

Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response.

#### ② Company name restrictions

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

#### ③ Name ending exemption

Only private companies that are  
limited by guarantee and meet other  
specific requirements or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

# Application to register a company

**A4**

## Company type<sup>1</sup>

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

### <sup>1</sup> Company type

If you are unsure of your company's type, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A5**

## Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. <sup>2</sup>

Classification code 1					
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

CHARITABLE ACTIVITIES

### <sup>2</sup> 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](http://www.gov.uk/companieshouse)

**A6**

## Situation of registered office <sup>3</sup>

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

### <sup>3</sup> 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 ①

	Please give the registered office address of your company.									
Building name/number	MASON COURT									
Street	HILLBOROUGH ROAD									
Post town	SOLIHULL									
County/Region	WEST MIDLANDS									
Postcode	B	2	7		6	P	F			

**① 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 ②

	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 <b>one</b> box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <b>one</b> box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company									
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.									

**② For details of which company type can adopt which model articles, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

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 ③

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

☐

**③ Restricted company articles**  
 Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

IN01

Application to register a company

**Part 2 Proposed officers**

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

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

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

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

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

Title*	MR
Full forename(s)	DAVID BRUCE
Surname	HEALEY
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 instead of section B.

**Additional appointments**

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

**② Former name(s)**

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

**B2 Secretary's service address ③**

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

**③ Service address**

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

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

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

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Application to register a company

## Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		<p><b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p><b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	<p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete <b>Section C3 only</b></p> <p>→ No Complete <b>Section C4 only</b></p>	
<b>C3</b>	<b>EEA companies ②</b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		<p><b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p> <p><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	
	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		<p><b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

IN01

Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	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)	MICHAEL CHRISTOPHER	
Surname	BAYLIS	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	UNITED KINGDOM	
Nationality	BRITISH	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>0</div> <div>2</div> <div>1</div> <div>9</div> <div>4</div> <div>7</div>	
Business occupation (if any) <sup>⑤</sup>	RETIRED	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

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

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

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## Application to register a company

**Director****D1****Director appointments ①**

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

Title*	MS
Full forename(s)	ALISON MOIRA
Surname	CRAWLEY
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X    0 2    1 9 5 7
Business occupation (if any) ⑤	RETIRED

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

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

**⑥ Service address**

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

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

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



IN01

Application to register a company

**Director****D1****Director appointments ①**

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

Title*	MS
Full forename(s)	BETTY
Surname	FOSTER
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X <sup>m</sup> 0 <sup>m</sup> 7 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 3 <sup>y</sup> 7
Business occupation (if any) ⑤	RETIRED

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

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

**⑥ Service address**

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

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

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

IN01

Application to register a company

## Director

**D1**

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

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

Title*	MS
Full forename(s)	JULIE
Surname	HOULDER
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth <sup>④</sup>	X X '06 '19 '59
Business occupation (if any) <sup>⑤</sup>	DIRECTOR

#### ① Appointments

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

#### ② Former name(s)

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

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

#### Additional appointments

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

**D2**

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

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

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

#### ⑥ Service address

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

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

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

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Application to register a company

**Director****D1****Director appointments ①**

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

Title*	MR
Full forename(s)	MICHAEL HARMAN
Surname	GOODWIN
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X    0 1    1 9 3 7
Business occupation (if any) ⑤	RETIRED

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

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

**⑥ Service address**

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

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

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

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Application to register a company

**Director****D1****Director appointments ①**

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

Title*	MR
Full forename(s)	KENNETH IAN
Surname	MEESON
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X    0 5    1 9    3 9
Business occupation (if any) ⑤	DIRECTOR

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

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

**⑥ Service address**

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

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

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

IN01

Application to register a company

## Director

**D1**

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

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

Title*	MR
Full forename(s)	GARETH RAYMOND
Surname	MOORE
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth <sup>④</sup>	X   X   1   0   1   9   8   7
Business occupation (if any) <sup>⑤</sup>	COUNCILLOR / CONSERVATIVE GROUP SECRETARY

#### ① Appointments

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

#### ② Former name(s)

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

#### ③ Country/State of residence

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

#### ④ Month and year of birth

Please provide month and year only.

#### ⑤ Business occupation

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

#### Additional appointments

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

**D2**

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

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

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

#### ⑥ Service address

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

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

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

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Application to register a company

**Director****D1****Director appointments ①**

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

Title*	MR
Full forename(s)	PHILIP NIGEL
Surname	SOULE
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X 03 1954
Business occupation (if any) ⑤	RETIRED SOLICITOR

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

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

**⑥ Service address**

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

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

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

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

Title*	MR
Full forename(s)	JONATHAN DAVID
Surname	PYKE
Former name(s) ②	
Country/State of residence ③	UNITED KINGDOM
Nationality	BRITISH
Month/year of birth ④	X X    0 6    1 9 6 6
Business occupation (if any) ⑤	SENIOR LEGAL COUNSEL

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

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

**⑥ Service address**

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

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

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

IN01

Application to register a company

**Director****D1****Director appointments ①**

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

Title\*

Full forename(s)

Surname

Former name(s) ②

Country/State of residence ③

Nationality

Month/year of birth ④

X

X

m

m

y

y

y

y

Business occupation  
(if any) ⑤**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ Business occupation**

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

**Additional appointments**

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

**D2****Director's service address ⑥**

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

Building name/number

Street

Post town

County/Region

Postcode

Country

**⑥ Service address**

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

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

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



IN01

Application to register a company

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

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

IN01

Application to register a company

**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

1

**Prescribed particulars of rights attached to shares**

The particulars are:

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

A separate table must be used for each class of share.

**Continuation pages**

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

# IN01

## Application to register a company

Class of share		
Prescribed particulars ●		<p>● <b>Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

# IN01

## Application to register a company

**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						

IN01

Application to register a company

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

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** 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.

**1 Name**

Please use capital letters.

**2 Address**

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

**3 Amount guaranteed**

Any valid currency is permitted.

**4 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) <b>1</b>	MICHAEL CHRISTOPHER
Surname <b>1</b>	BAYLIS
Address <b>2</b>	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM
Postcode	B 2 7 6 P F
Amount guaranteed <b>3</b>	£1
Class of member (if applicable) <b>4</b>	

**Subscriber's details**

Forename(s) <b>1</b>	ALISON MOIRA
Surname <b>1</b>	CRAWLEY
Address <b>2</b>	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM
Postcode	B 2 7 6 P F
Amount guaranteed <b>3</b>	£1
Class of member (if applicable) <b>4</b>	

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Application to register a company

**Subscriber's details**

Forename(s) ①	BETTY
Surname ①	FOSTER
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM
Postcode	B 2 7 6 P F
Amount guaranteed ③	£1
Class of member (if applicable) ④	

**Subscriber's details**

Forename(s) ①	MICHAEL HARMAN
Surname ①	GOODWIN
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM
Postcode	B 2 7 6 P F
Amount guaranteed ③	£1
Class of member (if applicable) ④	

**Subscriber's details**

Forename(s) ①	JULIE
Surname ①	HOULDER
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM
Postcode	B 2 7 6 P F
Amount guaranteed ③	£1
Class of member (if applicable) ④	

**Subscriber's details**

Forename(s) ①	KENNETH IAN
Surname ①	MEESON
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM
Postcode	B 2 7 6 P F
Amount guaranteed ③	£1
Class of member (if applicable) ④	

**① Name**

Please use capital letters.

**② Address**

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

**③ Amount guaranteed**

Any valid currency is permitted.

**④ 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.

# IN01 - continuation page

Application to register a company

G1		Subscriber's details				
Forename(s) ①	GARETH RAYMOND					
Surname ①	MOORE					
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM					
Postcode	B	2	7	6	P	F
Amount guaranteed ③	£1					
Class of member (if applicable) ④						
Subscriber's details						
Forename(s) ①	JONATHAN DAVID					
Surname ①	PYKE					
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM					
Postcode	B	2	7	6	P	F
Amount guaranteed ③	£1					
Class of member (if applicable) ④						
Subscriber's details						
Forename(s) ①	PHILIP NIGEL					
Surname ①	SOULE					
Address ②	MASON COURT, HILLBOROUGH ROAD, SOLIHULL, BIRMINGHAM					
Postcode	B	2	7	6	P	F
Amount guaranteed ③	£1					
Class of member (if applicable) ④						
Subscriber's details						
Forename(s) ①						
Surname ①						
Address ②						
Postcode						
Amount guaranteed ③						
Class of member (if applicable) ④						

**① Name**  
Please use capital letters.

**② Address**  
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**③ Amount guaranteed**  
Any valid currency is permitted.

**④ 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.

IN01

Application to register a company

## 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](mailto: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 <sup>①</sup>

- ☐ 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



IN01

Application to register a 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\*

Full forename(s)

Surname

Country/State of residence<sup>①</sup>

Nationality

Month/year of birth<sup>②</sup>

X X

m

m

y

y

y

y

**① Country/State of residence**

This is in respect of the usual residential address as stated in section H6.

**② Month and year of birth**

Please provide month and year only.

**H4**

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

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

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Service address**

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

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

# IN01

## Application to register a company

**H7**

### Nature of control for an individual<sup>1</sup>

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

#### 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

<sup>1</sup> Tick each that apply.

**H8**

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

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:

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

<sup>1</sup> Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control ●**

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

● Tick each that apply.

IN01

Application to register a 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\*

Full forename(s)

Surname

Country/State of residence<sup>①</sup>

Nationality

Month/year of birth<sup>②</sup>

X X

m m

y y y y

**① Country/State of residence**

This is in respect of the usual residential address as stated in section H6.

**② Month and year of birth**

Please provide month and year only.

**H4**

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

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

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Service address**

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

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

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>①</sup>

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

#### 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

① Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>①</sup>

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:

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

① Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control ●**

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

● Tick each that apply.

# IN01

## Application to register a company

### Relevant legal entity (RLE)

11 RLE details <sup>❶</sup>	
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.

12 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 <sup>❶</sup>	
Country/State <sup>❶</sup>	
Registration number <sup>❶</sup>	

**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.

# IN01

## Application to register a company

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### Nature of control for the RLE <sup>①</sup>

Please indicate how the RLE has significant control over the company

① 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 <sup>①</sup>

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:

① 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



# IN01

## Application to register a company

15

### Nature of control by a trust over which the RLE has significant control <sup>①</sup>

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

① Tick each that apply.

IN01

Application to register a company

**Other registrable person (ORP)**

<b>J1</b>	<b>ORP details</b>	
	An 'other registrable person' is: <ul style="list-style-type: none"><li>• a corporation sole</li><li>• a government or government department of a country or territory or a part of a country or territory</li><li>• an international organisation whose members include two or more countries or territories (or their governments)</li><li>• a local authority or local government body in the UK or elsewhere</li></ul>	
Name of ORP	<input type="text"/>	
	<input type="text"/>	

<b>J2</b>	<b>Principal office address <sup>1</sup></b>	
Building name/number	<input type="text"/>	<b><sup>1</sup>Principal office address</b> This is the address that will appear on the public record.
Street	<input type="text"/>	
	<input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/>	
Country	<input type="text"/>	

<b>J3</b>	<b>Legal form and governing law</b>	
Legal form	<input type="text"/>	
	<input type="text"/>	
Governing law	<input type="text"/>	

# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① 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 <sup>①</sup>

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:

① 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 <sup>1</sup>**

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

**Tick each that apply.**

IN01

Application to register a company

## 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 <sup>①</sup>

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

<sup>①</sup> 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 <sup>②</sup>

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

<sup>②</sup> 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 <sup>③</sup>

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

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election.

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**<sup>④</sup> Eligible person**

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

IN01

Application to register a company

## 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 <sup>①</sup>

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.

<sup>①</sup> 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 <sup>②</sup>

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>②</sup> **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.

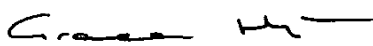
IN01

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	BRABNERS LLP									
Building name/number	HORTON HOUSE									
Street	EXCHANGE FLAGS									
Post town	LIVERPOOL									
County/Region	MERSEYSIDE									
Postcode	L	2		3	Y	L				
Country	UNITED KINGDOM									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.									
Agent's signature	<div>Signature</div> <div>SIGNED BY GARETH HUGHES FOR AND ON</div> <div>X BEHALF OF BRABNERS LLP X</div> <div></div>									

# 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 **REBECCA TUCKER**

Company name **BRABNERS LLP**

Address **HORTON HOUSE  
EXCHANGE FLAGS**

Post town **LIVERPOOL**

County/Region **MERSEYSIDE**

Postcode **L 2 3 Y L**

Country **UNITED KINGDOM**

DX **14118**

Telephone **0151 600 3064**



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



### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

### Section 243 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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



**Companies Act 2006  
Company limited by guarantee**



**MEMORANDUM AND ARTICLES  
OF ASSOCIATION  
-OF-  
SIR JOSIAH MASON TRUST**

**Date of Incorporation: 2018  
Company Number:  
Charity Number:**

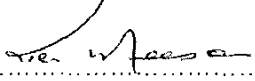
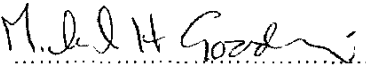
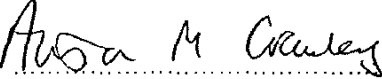
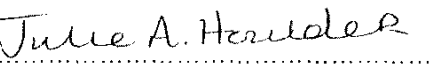
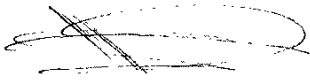
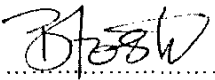
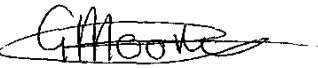


**Brabners LLP  
Horton House  
Exchange Flags  
Liverpool  
L2 3YL  
(Ref. SCL/)**

**Companies Act 2006**

**Company limited by guarantee**

**MEMORANDUM OF ASSOCIATION  
-OF-  
SIR JOSIAH MASON TRUST**

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

<i>Name of each subscriber</i>	<i>Authentication by subscriber</i>
Councillor Kenneth Ian Meeson	
Michael Harman Goodwin	
Alison Moira Crawley	
Julie Anne Houlder	
Philip Nigel Soule	
Betty Foster	
Councillor Gareth Raymond Moore	
Michael Christopher Baylis	
Jonathan David Pyke	
Dated	25 <sup>th</sup> May 2018

**Companies Act 2006**  
**Company limited by guarantee**

**ARTICLES OF ASSOCIATION**

**-OF-**

**SIR JOSIAH MASON TRUST**

**1. Objects**

1.1 The Objects of the Charity, which are for the public benefit, are specifically restricted to the following:

- 1.1.1 (a) the provision of housing accommodation for beneficiaries;
- (b) such charitable purposes for the benefit of residents as the Trustees decide;

1.1.2 The relief of persons who are in need, hardship or distress; and to promote the education of persons who:

- (a) are under the age of 25; and
- (b) are in need of financial assistance

The charitable benefits outlined above may be provided by way of:

- (a) making grants of money to them; or
- (b) providing or paying for goods, services or facilities for them; or;
- (c) making grants of money to other persons or bodies who provide goods, services or facilities to those in need

1.1.3 The provision of care for the following classes of person:

- (a) persons who have been alms people of the Charity called Sir Josiah Mason's Almshouse Charity, but who because of their age, infirmity or illness can no longer be cared for in the almshouses of that Charity; and
- (b) other persons who are poor and aged.

1.1.4 Any other charitable purpose which shall be selected by the Trustees in their absolute discretion from time to time.

1.2 These provisions may be amended by special resolution but only with the prior written consent of the Commission.

**2. Powers**

The Charity has the following powers, which may be exercised only in promoting or assisting the promotion of the Objects:

- 2.1 To Act as a corporate trustee for any charity the trustees shall select as suitable for the Company to manage;
- 2.2 to provide advice or information;
- 2.3 to promote and carry out research;
- 2.4 to co-operate with other bodies;
- 2.5 to acquire, merge or enter into partnership, consortium or joint venture arrangement with any other charity formed for any of the Objects, or any other body, for the purpose of fulfilling the Objects;
- 2.6 to support, administer or set up other charities;
- 2.7 to conduct primary purpose trading. To accept gifts and to raise funds (but not by means of taxable trading);
- 2.8 to borrow money;
- 2.9 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 2.10 to acquire or hire property of any kind;
- 2.11 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 2.12 to set aside funds for special purposes or as reserves against future expenditure;
- 2.13 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 2.14 to delegate the management of investments to a financial expert, but only on terms that:
  - 2.14.1 the investment policy is set down in writing for the financial expert by the Trustees;
  - 2.14.2 timely reports of all transactions are provided to the Trustees;
  - 2.14.3 the performance of the investments is reviewed regularly with the Trustees;
  - 2.14.4 the Trustees are entitled to cancel the delegation arrangement at any time;
  - 2.14.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 2.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - 2.14.7 the financial expert must not do anything outside the powers of the Charity;
- 2.15 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;

- 2.16 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 2.17 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 2.18 subject to Article 6.3, to employ paid or unpaid agents, staff or advisers and volunteers;
- 2.19 to enter into contracts to provide services to or on behalf of other bodies;
- 2.20 to establish or acquire subsidiary companies;
- 2.21 to do anything else within the law which promotes or helps to promote the Objects.

### 3. **The Trustees**

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The subscribers to the Memorandum are the first members and the first Trustees and shall be notified to Companies House as the first directors/trustees.
- 3.3 Trustees shall be nominated or elected. Elected Trustees are elected by the Members at AGM's or if there is no AGM at a meeting convened for the purpose of electing trustees, and shall hold office for three years. No elected Trustee shall be elected for more than three consecutive terms of office so that they shall serve a maximum term of office of 9 years, unless there are special circumstances which shall be determined as such by the majority of the Board of Trustees, in which case in that exceptional case a fourth term of office may be served. The Trustees may also from time to time co-opt Trustees in accordance with Article 3.7. The First Trustees shall be appointed to office upon incorporation as follows:

Gareth Raymond Moore	As a nominee by the City Council of Birmingham
Vacancy	As a nominee by the City Council of Birmingham
Kenneth Ian Meeson	As a nominee by the Borough Council of Solihull
Michael Harman Goodwin	As a nominee by the Borough Council of Solihull
Michael Christopher Baylis	As an elected Trustee for a period of 2 years
Alison Moira Crawley	As an elected Trustee for a period of 2 years
Betty Foster	As an elected Trustee for a period of 1 years
Julie Anne Houlder	As an elected Trustee for a period of 2 years
Jonathan David Pyke	As an elected Trustee for a period of 1 years
Philip Nigel Soule	As an elected Trustee for a period of 1 years
Vacancy	As an elected Trustee for a period of 3 years
Vacancy	As an elected Trustee for a period of 3 years

Trustees must retire at the relevant AGM. After the first AGM, and if additional trustees shall have been appointed then those longest in office shall retire first and the choice between any of equal service being made by drawing of lots. If at any time two trustees shall be eligible for re-election then those longest in office shall retire first and the choice between any of equal service being made by drawing of lots. A retiring Trustee who is eligible under article 3.8 may be re-elected and appointments are for a three year period.

3.4 Nominated Trustees are nominated as follows:

3.4.1 No more than Two by the City Council of Birmingham and no more than two by the Borough Council of Solihull

3.4.2 Any appointment must be made at a meeting held in accordance with the ordinary practice of the appointing body.

3.4.3 Each appointment made must be made for:

3.4.3.1 four years; or

3.4.3.2 if the appointment has been made to fill a casual vacancy, the unexpired term of the appointee's predecessor

3.4.4 The appointment will be effective from the latter of:

3.4.4.1 the date of the vacancy; and

3.4.4.2 the date on which the Trustees or their secretary or clerk are informed of the appointment

3.4.5 The person appointed need not be a member of the relevant appointing body

3.5 The Trustees when complete consist of at least three and shall normally comprise 12 people, (but not so to set any maximum number) of persons who being individuals are over the age of 18, all of whom must support the Objects.

3.6 A Trustee may not act as a Trustee unless he / she has signed a written declaration of willingness to act as a charity trustee of the Charity.

3.7 The Trustees may at any time co-opt any individual who is eligible as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM (or if there is no AGM for a maximum of one year). No more than two Trustees may be appointed under this provision.

3.8 A Trustee's term of office as such automatically terminates if he / she:

3.8.1 is disqualified under the Charities Act from acting as a charity trustee;

3.8.2 is incapable, whether mentally or physically, of managing his / her own affairs;

3.8.3 is absent without permission for 6 months and is asked by a majority of the other Trustees to resign;

3.8.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or

3.8.5 is removed by the Trustees at a meeting by a simple majority resolution because the Trustees conclude that person is no longer suitable to hold

office either because of their actions or behaviour or for some other substantial and proper reason in the interests of the Charity, provided that any Trustee subject to such a proposal shall be entitled to make representations in writing or in person or both before the Trustees determine such a matter.

3.8.6 being a nominated Trustee, the nominating body has revoked the nomination in writing and notified the continuing Trustees of that revocation.

3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### **4. Trustees' proceedings**

4.1 The Trustees must hold at least two meetings each year.

4.2 A quorum at a meeting of the Trustees is two or one third of the trustees then in office, whichever is the greater.

4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

4.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees entitled to receive notice of a meeting (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.

4.6 Every Trustee has one vote on each issue but, in case of equality of votes, the chair of the meeting has a second or casting vote.

4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### **5. Trustees' powers**

The Trustees have the following powers in the administration of the Charity in their capacity as Trustees:

5.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act.

5.2 To appoint a Chair from among their number. The Chair will act as such for a term of years to be determined by the Trustees (and maybe removed by the trustees by ordinary resolution) and may be reappointed on the expiration of the said term.

5.3 To appoint a Treasurer and other honorary officers from among their number.

5.4 To confer on any individual (with his / her consent) the honorary title of Patron, President or Vice-President of the Charity.

5.5 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.

- 5.6 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.
- 5.7 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.8 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.9 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.10 To exercise in their capacity as Trustees any powers of the Charity which are not reserved to them in their capacity as Members.

## 6. **Benefits and Conflicts**

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
  - 6.1.1 Members (being Trustees) and Connected Persons may be paid interest at a reasonable rate on money lent to the Charity;
  - 6.1.2 Members (being Trustees) and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
  - 6.1.3 Members (being Trustees) and Connected Persons may receive charitable benefits on the same terms as any other members of the beneficial class.
- 6.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
  - 6.2.1 as mentioned in Articles 6.1 or 6.3;
  - 6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
  - 6.2.3 the benefit of indemnity insurance as permitted by the Charities Act;
  - 6.2.4 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
  - 6.2.5 in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).
- 6.3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 6.2.5, but any Trustee or Connected Person may enter into a written contract with the Charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if:
  - 6.3.1 the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
  - 6.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.4; and



- 6.3.3 fewer than half of the Trustees are subject to such a contract (or are employed by the Charity) in any financial year.
- 6.4 Subject to Article 6.5 or 6.6, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
  - 6.4.1 declare the nature and extent of his or her interest before discussion begins on the matter;
  - 6.4.2 withdraw from the meeting for that item after providing any information requested by the Trustees;
  - 6.4.3 not be counted in the quorum for that part of the meeting; and
  - 6.4.4 *be absent during the vote and have no vote on the matter.*
- 6.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
  - 6.5.1 continue to participate in discussions leading to the making of a decision and / or to vote; or
  - 6.5.2 disclose to a third party information confidential to the Charity; or
  - 6.5.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity; or
  - 6.5.4 refrain from taking any step required to remove the conflict.
- 6.6 In any case in which the Company shall be appointed as the sole corporate trustee of an unincorporated Charity, then the Trustees are authorised to make, after appropriate consideration, an application of one charity's bounty to any other Charity the Company maybe the sole corporate trustee of, provided that any such payment is within the objects of the grantor Charity, and provided that no personal benefit to any Trustee shall arise as a result of such a payment.
- 6.7 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

## **7. Records and Accounts**

- 7.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the
  - 7.1.1 annual returns;
  - 7.1.2 annual reports; and
  - 7.1.3 annual statements of account.
- 7.2 The Trustees must also keep records of:

- 7.2.1 all proceedings at meetings of the Trustees;
  - 7.2.2 all resolutions in writing;
  - 7.2.3 all reports of committees; and
  - 7.2.4 all professional advice obtained.
- 7.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.
- 7.4 A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.
- 8. Membership**
- 8.1 The Charity must maintain a Register of Members.
- 8.2 The subscribers shall be the first Members.
- 8.3 Membership is only open to those who are about to be admitted or are admitted as Trustees and who are then admitted to Membership by the Trustees. Upon termination of a trustees' office as Trustee, membership is automatically revoked.
- 8.4 The form and the procedure for applying for Membership is to be prescribed by the first Members.
- 8.5 Membership is not transferable.
- 8.6 The Trustees may establish different classes of Members and recognise one or more classes of supporters who are not Members (but who may nevertheless be termed 'members') and set out their respective rights and obligations.
- 9. General Meetings**
- 9.1 Members are entitled to attend general meetings in person or by way of nominated representative or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting).
- 9.2 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) at least 28 clear days' written notice setting out the terms of the proposed special resolution.
- 9.3 There is a quorum at a general meeting if two of the members are present in person or by way of nominated representative or by proxy.
- 9.4 The chair at a general meeting is elected by the Member(s) present in person by way of nominated representative or by proxy in his / her capacity as a Member and not as proxy for another Member.
- 9.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution.
- 9.6 Every Member present in person or by way of nominated representative or by proxy has one vote on each issue.

9.7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

9.8 The Charity may (but need not) hold an AGM in any year.

9.9 Members must annually:

9.9.1 receive the accounts of the Charity for the previous financial year;

9.9.2 receive a written report on the Charity's activities;

9.9.3 elect new trustees or those to replace retiring trustees, but if there is no AGM then this task may be carried out by email vote or by any other method the trustees shall determine from time to time;

9.9.4 appoint reporting accountants or auditors for the Charity.

If there is no AGM, then the periods of office of the Trustees shall be calculated from his / her date of appointment.

9.10 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one (or more) Trustees, or at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership.

9.11 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution.

## 10. **Limited Liability**

The liability of Members is limited.

## 11. **Guarantee**

Every Member promises, if the Charity is dissolved while he / she remains a Member or within one year after he / she ceases to be a member, to pay up to £1 towards:

11.1.1 payment of those debts and liabilities of the Charity incurred before he / she ceased to be a Member;

11.1.2 payment of the costs, charges and expenses of winding up; and

11.1.3 the adjustment of rights of contributors among themselves.

## 12. **Communications**

12.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

12.1.1 by hand;

12.1.2 by post;

12.1.3 by suitable electronic means; or

12.1.4 through publication in the Charity's newsletter or on the Charity's website.

- 12.2 The only address at which a Member is entitled to receive notices sent by post is an address in the UK shown in the Register of Members.
- 12.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 12.3.1 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address;
  - 12.3.2 two clear days after being sent by first class post to that address;
  - 12.3.3 three clear days after being sent by second class or overseas post to that address;
  - 12.3.4 immediately on being handed to the recipient personally; or, if earlier,
  - 12.3.5 as soon as the recipient acknowledges actual receipt.
- 12.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
13. **Dissolution**
- 13.1 If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:
- 13.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
  - 13.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;
  - 13.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.
- 13.2 A final report and statement of account must be sent to the Commission.
- 13.3 This provision may be amended by special resolution but only with the prior written consent of the Commission.
14. **Interpretation**
- 14.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.
- 14.2 In the Articles, unless the context indicates another meaning:
- 'AGM' means an annual general meeting of the Charity;
  - 'the Articles' means the Charity's Articles of Association and 'Article' refers to a particular Article;
  - "beneficiaries" means poor persons of good character;
  - 'Chair' means the chair of the Trustees;
  - 'the Charity' means the company governed by the Articles;

'the Charities Act' means the Charities Acts 1992 to 2016 or any subsequent amending Act;

'charity trustee' has the meaning prescribed by the Charities Act;

'clear day' does not include the day on which notice is given or the day of the meeting or other event;

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'the Companies Act' means the Companies Acts 1985 to 2006;

'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

'Connected Person' means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he / she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;

'constitution' means the Memorandum and the Articles and any special resolutions relating to them;

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them;

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Charity's financial year;

'firm' includes a limited liability partnership;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'Member' and 'Membership' refer to company Membership of the Charity;

'Memorandum' means the Charity's Memorandum of Association;

'month' means calendar month;

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'the Objects' means the Objects of the Charity as defined in Article 1;

'residents' means those beneficiaries of the Charity who live in the accommodation provided by the Charity;

'Resolution in writing' means a written resolution of the Trustees;

'Secretary' means a company secretary;

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, 'Members' in this definition means a class of Members;

'taxable trading' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

'Trustee' means a director of the Charity and 'Trustees' means the directors;

'written' or 'in writing' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

'written resolution' refers to an ordinary or a special resolution which is in writing;

'year' means calendar year.

14.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

14.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.