

The Companies Act 2006

Company Limited by Guarantee and Not Having a Share Capital

Rezolve Kernow Limited

Company Number: 4004464

Special Resolution

Passed on 23rd May 2012

Special Resolution(s)

IT IS HEREBY RESOLVED THAT -

The Articles of Association of the Company be replaced in their entirety with the Articles of Association attached to this resolution

SATURDAY



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02/06/2012

#92

COMPANIES HOUSE

Chairman

COMPANY NO. 4004464

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
ReZolve Kernow Limited

SATURDAY

A15

02/06/2012
COMPANIES HOUSE

#93

(adopted by Special Resolution on 23 May 2012)

PART 1 : INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined Terms

In the articles, unless the context requires otherwise

'Addaction SE'	means the company known as Addaction Social Enterprises Ltd (Company No 3746032) or its successor company or assigns,
'articles'	means the company's articles of association,
'bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
'chairman'	has the meaning given in article 13,
'chairman of the meeting'	has the meaning given in article 26,
'model articles'	means the model articles for companies limited by guarantee contained in schedule 2 of Companies (Model Articles) Regulations 2008 (SI 2008/3229) in force at the date of the adoption of these articles,
'Companies Act'	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the company,
'director'	means a director of the company, and includes any person occupying the position of director, by whatever name called,
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form,

'electronic form'	has the meaning given in Section 1168 of the Companies Act 2006,
'member'	has the meaning given in Section 112 of the Companies Act 2006,
'ordinary resolution'	has the meaning given in Section 282 of the Companies Act 2006,
'participate'	in relation to a directors' meeting, has the meaning given in article 10,
'proxy notice'	has the meaning given in article 32,
'special resolution'	has the meaning given in Section 283 of the Companies Act 2006,
'subsidiary'	has the meaning given in Section 1159 of the Companies Act 2006,
'writing'	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

2 Objects of the Company

2 1 In accordance with Section 31 (1) of the Act, the objects of the Company are restricted to those set out in the following provisions of this article

2 2 The Company is established for the following objects

2 2 1 Through research, education, behavioural change and practical interventions, to develop and promote the concept of sustainable communities by

2 2 2 Environment

- (a) enhancing and protecting the environment that communities rely on,
- (b) helping communities to use resources efficiently,
- (c) increasing the uptake of renewable energy sources,
- (d) enhancing environmental skills

2 2 3 Community

- (a) provide training and volunteering opportunities that improve people's chances in life and environmental understanding,
- (b) provide access to environmental products and services that benefit disadvantaged families,

(c) help communities to become more resilient and self sufficient,

2 2 4 Enterprise

(a) promoting and developing social enterprise,

(b) providing employment and work based learning opportunities in social enterprise,

(c) ensuring financial sustainability is equally developed alongside environmental and social sustainability,

(d) working with the business community to raise levels of environmental skills and performance

2 3 In furtherance of the principal objects but not otherwise the Company has power

2 3 1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient,

2 3 2 to construct, maintain and alter any houses, buildings or installations,

2 3 3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects,

2 3 4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Company,

2 3 5 to print and publish any newspapers, periodicals, books or leaflets,

2 3 6 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Company,

2 3 7 to borrow and raise money and secure its repayment in any manner,

2 3 8 to invest the funds of the Company in or upon such investments, securities or property as may be thought fit,

2 3 9 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects,

2 3 10 to subscribe to any local or other charities, and to grant donations for any public purpose,

2 3 11 to establish and support, and to aid in the establishment and support of, any other Company formed to promote all or any of the principal objects,

2 3 12 to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Company,

2 3 13 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate,

2 3 14 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any body with which the Company is authorised to amalgamate,

2 3 15 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects,

2 4 The following rules apply in relation to the income, capital and assets of the Company

2 4 1 all of the income of the Company must be applied in promoting its objects,

2 4 2 no dividends may be paid, or capital returned, to the members of the Company (except where that member is a charity with similar objects to those of the Company ("the parent charity" or to the wholly owned subsidiary of such a charity and payments are made on the basis that they will be remitted to the parent charity)

2 4 3 on the winding up of the Company, all the assets that would otherwise be available to its members generally must be transferred to a body (whether or not that body is a member of the company) with objects which either

(a) are similar to those of the Company, or

(b) consist of the promotion of charity and anything incidental or conducive to this

or

(c) which oblige that body to pay such assets to a body referred to in (a) or (b)

3 Liability of members

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

3 1 payment of the company's debts and liabilities contracted before he ceases to be a member,

3 2 payment of the costs, charges and expenses of winding up, and

3 3 adjustment of the rights of the contributories among themselves

PART 2 : DIRECTORS

Directors' powers and responsibilities

4 Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

5 Member's reserve power

5 1 The member may, by special resolution, direct the directors to take, or refrain from taking, specified action

- 5 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

6 Directors may delegate

- 6 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
- 6 1 1 to such person or committee,
- 6 1 2 by such means (including by power of attorney),
- 6 1 3 to such an extent,
- 6 1 4 in relation to such matters or territories, and
- 6 1 5 on such terms and conditions
- As they think fit
- 6 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 6 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

7 Committees

- 7 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- 7 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

Decision-making by directors

8 Directors to take decisions collectively

- 8 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8
- 8 2 If
- 8 2 1 the company only has one director, and
- 8 2 2 no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

9 Unanimous decisions

- 9 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 9 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 9 3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- 9 4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

10 Calling a directors' meeting

- 10 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 10 2 Notice of any directors' meeting must indicate
 - 10 2 1 its proposed date and time,
 - 10 2 2 where it is to take place, and
 - 10 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 10 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 10 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

11 Participation in directors' meetings

- 11 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - 11 1 1 the meeting has been called and takes place in accordance with the articles, and
 - 11 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 11 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- 11 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

12 Quorum for directors' meetings

- 12 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 12 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than one half of the appointed directors
- 12 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
 - 12 3 1 to appoint further directors, or
 - 12 3 2 to call a general meeting so as to enable the members to appoint further directors

13 Chairing of directors' meetings

- 13 1 The directors may appoint a director to chair their meetings
- 13 2 The person so appointed for the time being is known as the chairman
- 13 3 The directors may terminate the chairman's appointment at any time
- 13 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

14 Casting vote

- 14 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- 14 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

15 Conflicts of interest

- 15 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes
- 15 2 But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes
- 15 3 This paragraph applies when
 - 15 3 1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,
 - 15 3 2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

15 3 3 the director's conflict of interest arises from a permitted cause

15 4 For the purposes of this article, the following are permitted causes

15 4 1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,

15 4 2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and

15 4 3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors

15 5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

15 6 Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive

15 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

16 Records of decisions to be kept

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

17 Directors' discretion to make further rules

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

Appointment of directors

18 Methods of appointing directors

18 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by resolution of the member

19 Termination of director's appointment

A person ceases to be a director as soon as

19 1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,

19 2 a bankruptcy order is made against that person,

- 19 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 19 4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- 19 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 19 6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- 19 7 the director is removed by written notice by the member

20 Directors' remuneration

- 20 1 Directors may undertake any services for the company that the directors decide
- 20 2 Directors are entitled to such remuneration as the directors determine
 - 20 2 1 for their services to the company as directors, and
 - 20 2 2 for any other service which they undertake for the company
- 20 3 Subject to the articles, a director's remuneration may
 - 20 3 1 take any form, and
 - 20 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 20 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 20 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

21 Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- 21 1 meetings of directors or committees of directors,
- 21 2 general meetings, or
- 21 3 separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

PART 3 : MEMBERSHIP

Becoming and ceasing to be a member

22 Addaction SE shall be the sole corporate member of the company

23 The company secretary of Addaction SE from time to time (or such other person as is from time to time notified to the Company in writing by Addaction SE), shall be the duly authorised representative of Addaction SE

24 Meetings and Company Resolutions

24 1 Subject to the provisions of the Companies Acts, the company shall dispense with the holding of general meetings, and all resolutions of the company shall be passed by way of written resolution signed by the duly authorised representative of the corporate member. The date of each such written resolution, shall be the date on which the duly authorised representative of the corporate member signs

24 2 If in accordance with the Companies Acts, a general meeting is required to be called, then the provisions of the Model Articles shall apply to such meeting

24 3 The removal of a director or the auditors of the company, pursuant to Companies Acts, may only be done at a general meeting, of which special notice has been given

PART 4: Administrative Arrangements

25 Means of communication to be used

25 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

25 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

25 3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

26 Company seals

26 1 Any common seal may only be used by the authority of the directors

26 2 The directors may decide by whatever means and in whatever form any common seal is to be used

26 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

26 4 For the purposes of this article, an authorised person is

26 4 1 any director of the company,

26 4 2 the company secretary (if any), or

26 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

27 No right to inspect accounts and other records

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

28 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

Directors' indemnity and insurance

29 Indemnity

29 1 Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against

29 1 1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

29 1 2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the Companies Act 2006),

29 1 3 any other liability incurred by that director as an officer of the company or an associated company

29 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

29 3 In this article

29 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

29 3 2 a 'relevant director' means any director or former director of the company or an associated company

30 Insurance

30 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

30 2 In this article

- 30 2 1 a 'relevant director' means any director or former director of the company or an associated company,
- 30 2 2 a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- 30 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate