

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

Conversion from an "ordinary" limited company to a community interest company

Company type: COMPANY LIMITED BY GUARANTEE

Company no 4536153

Company name: South West Food and Drink

At a general meeting of the above company, duly convened and held at Darts Farm Village, Topsham, Exeter, Devon EX4 3ZB

On 14th September 2011 the following resolution was passed as a special resolution

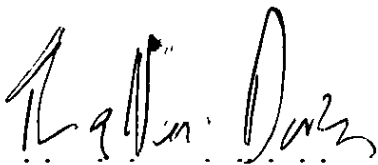
RESOLUTION

That The following be added to the company's articles of association

- 1) South West Food and Drink community interest company

"The company is to be a community interest company."

- 2) The company's name be changed to South West Food and Drink community interest company
- 3) The company's memorandum and articles of association be altered so as to take the form of the memorandum articles of association attached to this resolution, in substitution for, and to the exclusion of, any memorandum and articles of association of the company previously registered with the Registrar of Companies



CHAIRMAN

T. LANGDON-DAVIES

DATE

14/9/2011



A25 11/10/2011 84
COMPANIES HOUSE
A30 28/09/2011 120
COMPANIES HOUSE

CIC 37

Declarations on Conversion to a Community Interest Company¹

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

Company Number

4536153

Company Name in full

South West Food and Drink

**Proposed Company
Name in full**

South West Food and Drink Community
Interest Company

Community Interest Company/C.I.C. (**delete as
appropriate**)

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]³

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

People employed and linked to the food, drink and tourism industries in the United Kingdom.

COMPANY NUMBER

4536153

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by..)
Provide project services to small and medium sized food businesses utilising the skills and expertise within SWFD	The community benefits from the utilisation of resources developed by previous public investment together with increased employment opportunities and investment in the food and drink sector Skills training will offer opportunities for career development as well as increased business efficiency and competitiveness
Provide an economical and efficient hosting service for food, drink and tourism organisations.	There are many small bodies such as food groups that are linked to the food and drink industry who do not wish to or cannot afford significant administration costs. By building on the SWFD existing expertise and service these bodies, which help many areas of the community e.g. tourism and farming, would be able to devote more funds for community benefit.
If the company makes any surplus it will be used for ⁴ . Primarily for reinvesting in the business On closure funds may be paid to other food and drink bodies sharing similar objectives to SWFD with the agreement of the registrar as required	

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER

4536153

SECTION C: Declarations on conversion to a community interest company

Declaration 1

We/I, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company⁵

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator⁶ to the company's conversion to a community interest company

Declaration 2

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

(a) a political party;

(b) a political campaigning organisation; or

(c) a subsidiary of a political party or of a political campaigning organisation.⁷

SECTION D: SIGNATORIES

Each person who is a director of the company must sign the declarations.

Signed

Thah-Daz

Date

14/9/2011

Signed

D.A. Mergel

Date

14/9/2011

Signed

D. Mergel

Date

14/9/2011

Signed

M. L.

Date

14/9/2011

Signed

Ch. Marshall

Date

14 9 11

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

This form must be accompanied by the following documents:

- (a) Special resolution stating the company should become a community interest company.
- (b) Special resolution to alter the company's articles to state that it is to be a community interest company
- (c) Special resolution make such alterations of the company's articles as the company considers necessary to comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (d) Special resolution to change the company's name to comply with section 33 of the Act
- (e) Form NM01- Notice of change of name
- (f) A printed copy of the articles of the company as altered by the special resolutions
- (g) Any completed continuation sheets
- (h) A cheque for £25 made payable to Companies House.

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

David Lattimore	
South West Food and Drink,	
Darts Farm Village, Topsham, Exeter, Devon	
EX3 0QH	Tel 01285 771191
DX Number	DX Exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

For companies registered in England and Wales Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

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² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ It is expected that surpluses will be primarily used to benefit the community or be reinvested into the company to promote its aims rather than for the personal gain of shareholders and/or directors.

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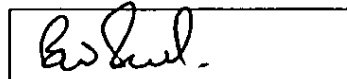
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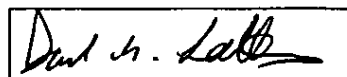
Signed



Date

14/09/11

Signed



Date

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Signed



Date

15/09/2011

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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**COMMUNITY INTEREST COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

-of-

SOUTH WEST FOOD AND DRINK

1 Name

The name of the company is South West Food and Drink (the **Company**)

2. Registered Office

The registered office of the Company is to be in England and Wales

3. Objects

The objects of the Company (the **Objects**) are

- 3.1 to promote and assist businesses (the **Businesses**) in the food and drink sector (the **Sector**) carrying on business from time to time within Cornwall, Devon, Dorset, Gloucestershire, Somerset and Wiltshire (the **South West**) and within the European Union and other Businesses associated with that area and to protect the commercial and other interests of those Businesses,
- 3.2 to assist and promote trade and economic growth and development both within the South West and elsewhere by such Businesses,
- 3.3 to provide for the formation and exchange of views on any question connected with the conduct of any trade or business with which any of the members of the Company is associated,
- 3.4 to represent, express and give effect to the majority opinions of the members of the Company on commercial or mercantile matters of all kinds,
- 3.5 to promote or oppose bills in Parliament or other measures affecting members of the Company and to lobby the European Commission and the European Parliament and any other regulatory body as the members so decide,
- 3.6 to collect and circulate commercial statistics and information of all kinds,
- 3.7 to enter into service agreements with other trade associations and other bodies for the advancement of trade and business and the protection of persons engaged in the Sector;
- 3.8 to subscribe to and promote the aims and objects of any society, association, organisation or movement having objects similar to all or any of the objects of the Company and to encourage and support any society, association, organisation or movement for the improvement of commerce in the Sector,
- 3.9 to subscribe to local and national charities and to grant donations for public purposes

4. Powers

The Company has the following powers, which may be exercised only in promoting the Objects

- 4.1. to promote or carry out research,
- 4.2. to provide advice,
- 4.3. to print and publish newspapers, periodicals, books, leaflets and to distribute information,
- 4.4. to provide training, hold seminars and lectures and to disseminate information,
- 4.5. to co-operate with other bodies,
- 4.6. to subscribe to, support, administer or set up control, manage, finance, subsidise, co-ordinate, or otherwise assist other persons, companies or organisations,
- 4.7. to amalgamate with any firm, company or organisation having objects wholly or in part similar to those of the Company,
- 4.8. to transfer to any body, or 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;
- 4.9. to raise funds and to accept any gifts of property or money,
- 4.10. to open and operate bank accounts,
- 4.11. to borrow money and give security for loans,
- 4.12. to acquire, hire, take on lease or in exchange, apply for, register and protect prolong and renew any property of any kind,
- 4.13. to develop, construct, repair, manage, maintain and alter any offices, buildings or installations,
- 4.14. to let, dispose of, mortgage, turn to account grant licences, options, rights and privileges or otherwise deal with any property of the Company of any kind,
- 4.15. to make grants or loans of money and to give guarantees,
- 4.16. to set aside funds for special purposes or as reserves against future expenditure,
- 4.17. to deposit or invest funds in any lawful manner;
- 4.18. to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required,
- 4.19. to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees of the Company, or of

any other company which is in any way allied to or associated with the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, or pension fund or employee' share scheme and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from such liability,

- 4 20 to employ paid or unpaid directors, agents, staff or advisers,
- 4 21 to enter into contracts to provide services to or on behalf of other bodies;
- 4 22 to pay the costs of forming the Company,
- 4 23 to do anything else within the law which promotes or helps to promote the Objects,

and so that none of the powers shall be restrictively construed and shall be given the widest possible interpretation

5. Benefits to Members and Directors

- 5.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members of the Company but
 - 5 1.1 any Director, Secretary, other officer, or employee of the Company may be paid reasonable and proper remuneration,
 - 5 1.2 members and Directors may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied,
 - 5 1.3 members and Directors may be paid interest at a reasonable rate on money lent to the Company,
 - 5 1 4 members and Directors may be paid a reasonable rent or hiring fee for property let or hired to the Company.
- 5.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except,
 - 5 2.1 as mentioned in clause 5 1
 - 5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Company,
- 5 3 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
 - 5 3 1 declare an interest at or before discussion begins on the matter,
 - 5 3 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

5.3 3. not be counted in the quorum for that part of the meeting,

5.3 4. withdraw during the vote and have no vote on the matter.

6. Limited Liability

The liability of members is limited.

7. Guarantee

Every member promises, if the Company is dissolved while he remains a member or within 12 months afterwards, to pay up to £1.00 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a member

8. Dissolution

8.1 If the Company is dissolved the assets (if any) remaining after provision has been made for all its liabilities shall not be distributed among the members of the Company, but shall be applied in one or more of the following ways

8.1 1 by transfer to one or more other bodies (whether or not a member of the Company) having objects similar to those of the Company, or

8.1 2. directly for the Objects

9. Interpretation

9.1 Words and expressions defined in the articles of association of the Company have the same meanings in this memorandum

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

The Companies Act 2006
Community Interest Company Limited by Guarantee

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The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association

of

South West Food and Drink Community Interest Company

The Companies Act 2006

Articles of Association

of

South West Food and Drink Community Interest Company

INTERPRETATION

1. Defined Terms

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

1.2 COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

2.1 The Company is to be a community interest company

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to.

- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

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

3.4 If:

3.4.1 the Company is wound up under the Insolvency Act 1986; and

3.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.

3.5 For the purposes of this Article 3, the Company's assets under Articles 3.2 and 3.4 shall go to an asset locked body with similar objectives to those of the company:

4. Not for profit

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

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to the Food and Drink Industry.

6. Powers

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

7. Liability of members

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

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
- 7.2 payment of the costs, charges and expenses of winding up, and
- 7.3 adjustment of the rights of the contributories among themselves

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES¹

8. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

9. Members' reserve power

- 9.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
- 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

10. Chair

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

11. Directors may delegate

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

11.1.1 to such person or committee,

11.1.2 by such means (including by power of attorney);

11.1.3 to such an extent;

11.1.4 in relation to such matters or territories; and

11.1.5 on such terms and conditions,

as they think fit

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

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

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively

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

13. Calling a Directors' meeting

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

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

13.2.1 all the Directors agree; or

13.2.2 urgent circumstances require shorter notice.

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

- 13.4 Every notice calling a Directors' meeting must specify
- 13.4 1 the place, day and time of the meeting; and
 - 13.4 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 13.5 Notice of Directors' meetings need not be in Writing.
- 13 6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

14. Participation in Directors' meetings

- 14.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when
- 14 1.1 the meeting has been called and takes place in accordance with the Articles, and
 - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 14 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other ²
- 14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for Directors' meetings

- 15 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 15 2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is four.
- 15 3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision
- 15.3 1 to appoint further Directors; or
 - 15 3 2 to call a general meeting so as to enable the members to appoint further Directors

16. Chairing of Directors' meetings

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

17. Decision-making at meetings

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

17.2 In all proceedings of Directors each Director must not have more than one vote.

17.3 In case of an equality of votes, the Chair shall have a second or casting vote.

18. Decisions without a meeting

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

18.2 A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

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

18.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2,

18.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

18.2.4 the Recipient must prepare a minute of the decision in accordance with Article 32.

19. Conflicts of interest

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

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

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

19.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

19.3.2 not be counted in the quorum for that part of the meeting, and

19.3.3 withdraw during the vote and have no vote on the matter.

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

20. Directors' power to authorise a conflict of interest

20.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided.

20.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19.3;

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

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

20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject)

21. Register of Directors' interests

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

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. Methods of appointing Directors

22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

22.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors

23. Termination of Director's appointment

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect); or
- (f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason.
- (g) the Director ceases to be a member.

24. Directors' remuneration

24.1 Directors may undertake any services for the Company that the Directors decide

24.2 Directors are entitled to such remuneration as the Directors determine

- (a) for their services to the Company as Directors; and
- (b) for any other service which they undertake for the Company.

24.3 Subject to the Articles, a Director's remuneration may:

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

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

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

25. Directors' expenses

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

- (a) meetings of Directors or committees of Directors;
- (b) general meetings; or
- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER³

26. Becoming a member

- 26.1 The subscribers to the Memorandum are the first members of the Company
- 26.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company
- 26.3 Each member of the company shall be a Director
- 26.4 No person shall be admitted a member of the Company unless he or she is approved by the Directors
- 26.5 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

27. Termination of membership

- 27.1 Membership is not transferable to anyone else
- 27.2 Membership is terminated if
- 27.2.1 the member dies or ceases to exist,
 - 27.2.2 otherwise in accordance with the Articles, or
 - 27.2.3 a member ceases to be a Director

DECISION MAKING BY MEMBERS

28. Members' meetings

- 28.1 The Directors may call a general meeting at any time.
- 28.2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 28.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.⁴
- 28.4 Article 28.3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company.

29. Written resolutions

- 29.1 Subject to Article 29.3, a written resolution of the Company passed in accordance with this Article 29 shall have effect as if passed by the Company in general meeting.
 - 29.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
 - 29.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members
A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 29.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 29.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 29.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- 29.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution
 - 29.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.

- 29.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means]
- 29.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 29.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

30. Means of communication to be used

- 30.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 30.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being
- 30.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

31. Irregularities

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

32. Minutes

- 32.1 The Directors must cause minutes to be made in books kept for the purpose:
- 32.1.1 of all appointments of officers made by the Directors;
- 32.1.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

32.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

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

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

33. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of.

33.1 annual reports,

33.2 annual returns; and

33.3 annual statements of account.

33.4 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

34. Indemnity

34 1 Subject to Article 34 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

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

(c) any other liability incurred by that Director as an officer of the Company or an associated company.

34 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

34.3 In this Article

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

35. Insurance

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

35.2 In this Article

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

SCHEDULE

INTERPRETATION

Defined terms

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

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1.2 “Articles”	the Company’s articles of association;
1.3 “asset-locked body”	means (i) a community interest company, a charity ⁵ or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.4 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.5 “Chair”	has the meaning given in Article 10;
1.6 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1.7 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.8 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1.9 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.10 “Company”	[] [Community Interest Company/C I.C.];
1.11 “Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company,

1.12	“Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.13	“Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.14	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.15	“Hard Copy Form”	has the meaning given to it in the Companies Act 2006,
1.16	“Memorandum”	the Company’s memorandum of association,
1.17	“participate”	in relation to a Directors’ meeting, has the meaning given in Article 14,
1.18	“Permitted Industrial and Provident Society”	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.19	“the Regulator”	means the Regulator of Community Interest Companies;
1.20	“Secretary”	the secretary of the Company (if any);
1.21	“specified”	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.22	“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006,
1.23	“transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property, and
1.24	“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise

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



Certificate of Incorporation on becoming a Community Interest Company

Company No. 4536153

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

SOUTH WEST FOOD AND DRINK

has by special resolution changed its name; is now a Community Interest Company; and is incorporated under the name of:

**SOUTH WEST FOOD AND DRINK COMMUNITY INTEREST
COMPANY**

Given at Companies House, Cardiff, the 13th October 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES