



FILE COPY

**CERTIFICATE OF INCORPORATION
ON BECOMING A
COMMUNITY INTEREST COMPANY**

Company No. 4716988

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

LIVING SUCCESS LIFE COACHING COMPANY LTD

having changed its name; is now a Community Interest Company; and is
incorporated under the name of:

EXPRESSIONS CHILD THERAPY CIC

Given at Companies House on **12th August 2009**



C04716988B



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

006090/25 WK/M

SPECIAL RESOLUTIONS
CONVERSION FROM AN "ORDINARY" LIMITED COMPANY TO A COMMUNITY INTEREST
COMPANY

Company no. 4716988

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

FRIDAY



SPECIAL RESOLUTION
OF
Living Success Life Coaching Company Limited

Passed 4TH August 2009

At a general meeting of the above company, duly convened and held at

61 Forest Road Mansfield, Notts NG18 4BY on 4th August 2009 at 10 am the following resolution was passed as a special resolution.

RESOLUTION

That:

(1) The company's name be changed to:

Expressions Child Therapy CIC

(2) The following clause be added to the company's memorandum of association

(1) Expressions Child Therapy CIC. The company is to be a Community Interest Company.

(3) The company's memorandum and articles of association be altered so as to take the form of the memorandum and articles of association attached to this resolution, in substitution for, and to the exclusion of, any memorandum or articles of association of the company previously registered with the Registrar of Companies.

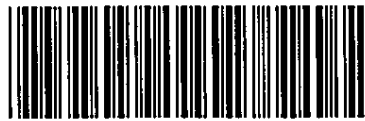
S. Lester Suzanne Lester
CHAIRMAN/DIRECTOR

8/8/09
DATE

Mark Chapman Mark Chapman
SECRETARY

8-8-09
DATE

FRIDAY



A29 *AH1DIC76* 408
07/08/2009
COMPANIES HOUSE

CIC 37

Declarations on Conversion to a Community Interest Companyⁱ

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

Company Number **4716988**

Company Name in full **Living Success Life Coaching Company Ltd**

Proposed Company
Name in full **Expressions Child Therapy CIC**

Community Interest Company

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 communityⁱⁱ. [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]ⁱⁱⁱ

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

children aged between 3 years and 14 years (occasionally for older adolescents) who may suffer from a wide range of psychological difficulties and complex life experiences and their parents and carers. Expressions also offers training for staff working with such children.

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. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by...)</i>
<p>Conduct assessments of children's emotional needs and identify the most suitable intervention that meets the needs of the child and their family circumstances.</p> <p>Deliver intensive one to one and group therapeutic intervention strategies that meet the needs of the child.</p>	<p>Parents/carers and professionals are able to understand the difficulties facing the child and be sign posted to a suitable intervention that meets their needs in the best possible way.</p> <p>Help reduce the suffering of children who experience a range of psychological difficulties and complex life experiences. Psychological difficulties include depression, anxiety, aggression, learning difficulties, social difficulties and ADHD. Difficult life experiences include abuse, grief, family breakdown, domestic violence and trauma. As a professionally trained play therapist I help children to increase insight, to decrease internal conflict and to increase resiliency, develop coping skills and increase emotional literacy.</p> <p>The company will help children modify their behaviours, clarify their self-concept and build healthy relationships. In Play Therapy, children enter into a dynamic relationship with the therapist that enables them to express, explore and make sense of their difficult and painful experiences. Play Therapy helps children find healthier ways of communicating, develop fulfilling relationships, increase resiliency and facilitate emotional literacy. Children use play as a form of communication. So often children referred to Play Therapy do not have the words to describe their thoughts, feelings and perceptions of their internal and external world.</p>
<p>To deliver support and guidance to parents of children who face the above difficulties.</p> <p>To deliver training to professionals who work with children who have suffered emotional difficulties</p>	<p>Improve parents understanding of their children's needs and the impact that their behaviour has and provide training to help them make positive changes. In the long term to reduce the effects of the children's life experiences on the local community. Many of the children are or will become at risk of school exclusion and/or other social difficulties and are often at a disadvantage due to their poor social skills and emotional well being. Play Therapy at a young age can address issues before they escalate and may redress some of the imbalance many of these children face as they are growing up.</p> <p>To increase the awareness and understanding of professionals working with children who have psychological difficulties and complex life experiences. Increase the amount of trained staff to support children and families in need.</p>
<p>If the company makes any surplus it will be used for...</p> <p>Any surplus will be devoted to expanding the business into more communities, setting up therapy services within community venues and delivering more training for parents, carers and professionals.</p>	

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER 4716988

SECTION C: Declarations on conversion to a community interest company

Please delete either DECLARATION 1A or DECLARATION 1B below.^{iv}.

Declaration 1A.

We/I further declare that:

(i) the company is not a charity (as defined in the Charities Act 1993) or a Scottish charity^v or a Northern Ireland charity^{vi}. (as defined in section 63(1) of the Companies (Audit, Investigations and Community Enterprise) Act 2004 ("the Act").

Declaration 1B.

We/I further declare that:

~~(i) the Charity Commissioners have given the company written consent to change its name to comply with section 33 of the Act^{vii}~~

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.^{viii}

SECTION C: SIGNATORIES

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

This form must be accompanied by the following documents:

- (a) Special resolution to alter the company's memorandum to state that it is to be a community interest company
- (b) Special resolutions under the Companies Act 1985 or Companies (Northern Ireland) Order 1986 to make such alterations of the company's memorandum and 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
- (c) Special resolution to change the company's name to comply with section 33 of the Act
- (d) Copy of the memorandum and articles of the company as altered by the special resolutions
- (e) Any completed continuation sheets

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

Suzanne Hester	
Tel 07985 412953	
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, Edinburgh, EH3 9FF DX 235 Edinburgh or LP - 4 Edinburgh 2

For companies registered in Northern Ireland: Companies Registry, Department of Enterprise, Trade and Investment, Waterfront Plaza, 8 Laganbank Road Belfast BT1 3BS

NOTES

ⁱ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

ⁱⁱ 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.

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

^{iv} A community interest company cannot benefit from charitable status. An existing company which wishes to become a community interest company must either not have charitable status (in which case delete declaration 1B) or must satisfy the criteria set out in paragraph 2B (in which case delete declaration 1A).

^v A Scottish charitable company is a company, which is a Scottish charity. A Scottish charity is a body entered in the Scottish Charity register, kept by the Office of the Scottish Charity Regulator under the Charities and Trustee Investment (Scotland) Act 2005.

^{vi} Northern Ireland charity is a company, which is a Northern Ireland charity. A Northern Ireland charity is a body that has applied to the Inland Revenue and been granted charitable status for tax purposes.

^{vii} Scottish charities and Northern Ireland charities may not at present become community interest companies (although this is expected to change). The permission of the Charity Commissioners is required before a charitable company, which is a charity under the law of England, and Wales can change its name to become a community interest company.

^{viii} A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

The Companies Acts 1985 and 2006

Company Limited by Shares

Memorandum

and

Articles of Association

Expressions Child Therapy

Community Interest Company

The Companies Acts 1985 and 2006

Company Limited by Shares

Memorandum of Association

of

Expressions Child Therapy CIC

1 Expressions Child Therapy CIC

The Company is to be a community interest company.

2 NAME

The Company's name is Expressions Child Therapy CIC

3 REGISTERED OFFICE

The Company's registered office will be in England.

4 OBJECTS

The Company's object is to carry on activities which benefit the community and in particular to

- Deliver child therapy for children aged between 3 years and 14 years old (occasionally for older adolescents)
- Conduct assessments of children's needs
- Deliver intensive 1:1 therapeutic work
- Deliver group therapy sessions,
- Deliver parenting therapy sessions with parents and carers of children with emotional needs
- Deliver interventions that are designed around individual and family needs
- Deliver training and offer support to professionals working with children to raise awareness and improve their skills in how to develop children's social, emotional and psychological wellbeing.

- Contribute to the early intervention and prevention of future mental health problems
- Increasing the confidence of staff who work with children and young people
- Promote emotional health and resilience in children and young people
- Increasing in the number of staff to support the emotional health needs of children
- Training practitioners to identify and assess the early signs of anxiety, emotional distress and behavioural problems among children and to be able to assess whether a specialist should be involved.
- To work in partnership with professionals from health, social care, education and voluntary and community sectors

5 POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

6 LIMITED LIABILITY

The liability of the Members is limited.


7 SHARE CAPITAL

The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each.

We, the subscribers to this Memorandum, wish to form a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names, Addresses and Signatures of Subscribers

Number of Shares subscribed for

1. Signature: 

Name: Suzanne Lester

Address: 61 Forest Road, Mansfield, Notts NG18 4BY

Date: 4th August 2009

Witness to the above signature:

Signature: 

Name: Mark Chapman

Address: 61 Forest Road, Mansfield, Notts NG18 4BY

4-8-09

The Companies Acts 1985 and 2006

Company Limited by Shares

Articles of Association
of
Expressions Child Therapy CIC

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PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings.

Term	Meaning
"The Companies Acts"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
"2004 Act"	the Companies (Audit, Investigations and Community Enterprise) Act 2004
"address"	in relation to electronic communications, includes any number or address used for the purposes of such communications
"Articles"	the Company's Articles of Association
"Asset Locked Body"	a community interest company, a Charity, Scottish Charity or Northern Ireland Charity or a body established outside the United Kingdom that is equivalent to any of those persons
"Chair"	the meaning given in article 16
"Charity"	(except in the phrases "Scottish Charity" and "Northern Ireland Charity") the meaning given by Section 96 of the Charities Act 1993
"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
"Company"	<i>[insert name]</i> _____ _____ _____ Community Interest Company
"Director"	a Director of the Company, including any person occupying the position of Director, by whatever name called

"Directors' functions"	the meaning given in article 5(1)
"electronic communication"	the meaning given in the Electronic Communications Act 2000
"holder"	in relation to any shares, the Member whose name is entered in the Company's register of members as the holder of those shares
"in writing"	written printed or transmitted writing including by electronic communication
"majority decision"	the meaning given in article 11
"Members"	the members of the Company as defined in the 1985 Act
"Memorandum"	the Company's Memorandum of Association
"Northern Ireland Charity"	a charity within the meaning of the Charities Act (Northern Ireland) 1964
"Regulations"	the Community Interest Company Regulations 2005
"Regulator"	the Regulator of Community Interest Companies
"relevant quorum"	the meaning given in article 15(1)
"remuneration"	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director's or employee's services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
"Scottish Charity"	a body entered in the Scottish Charity Register
"Secretary"	the individual appointed as Company Secretary under article 39
"shares"	shares in the Company
"subsidiary"	the meaning given in section 736 of the Companies Act

“unanimous decision” the meaning given in article 10.

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in:

- (a) the Companies Acts,
- (b) the 2004 Act, or
- (c) the Regulations,

have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1):

- (a) **“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;
- (b) **“financial year”** has the meaning given in section 223 of the 1985 Act; and
- (c) **“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, or, in Scotland, a right, title or interest in or over any property.

(3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

(4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.

(5) All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

3 TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply.

PART TWO: ASSET LOCK

4 TRANSFER OF ASSETS

- (1) The Company shall not transfer any of its assets other than for full consideration.
- (2) Provided the conditions specified in paragraph (3) are satisfied, paragraph (1) shall not apply to:
- (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body;
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body;
- (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 or the Articles;
- (4) If:
- (a) the Company is wound up under the Insolvency Act 1986; and
 - (b) all its liabilities have been satisfied,
- then any residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this article.
- (5) For the purposes of this article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under paragraphs (2) and (4).

Name: The Brunts School Fund

Registered Charity Number : 1107797

Registered Office / Principal office address:
The Park, Mansfield, Notts, NG18 2AT

PART THREE: DIRECTORS' FUNCTIONS

5 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

- (1) The Directors' functions are:
- (a) to manage the Company's business; and
 - (b) to exercise all the powers of the Company for any purpose connected with the Company's business.

(2) The Directors may delegate their functions in accordance with the Articles.

6 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

(1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.

(2) The Directors must not delegate to any person who is not a Director any decision connected with:

- (a) the taking of decisions by Directors;
- (b) the appointment of a Director or the termination of a Director's appointment; or
- (c) the declaration of a dividend.

(3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated.

7 COMMITTEES OF DIRECTORS

(1) Two or more Directors are a "committee" if the Directors have:

- (a) delegated any of the Directors' functions to them; and
- (b) indicated that they should act together in relation to that function.

(2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART FOUR: DECISION-MAKING BY DIRECTORS

8 SCOPE OF RULES

(1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.

(2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:

- (a) when the Company only has one Director; or
- (b) to decisions delegated to a single Director.

9 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take:

- (a) must be either a unanimous decision or a majority decision; and
- (b) may, but need not, be taken at a meeting of Directors.

10 UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- (2) A unanimous decision need not involve any discussion between Directors.

11 MAJORITY DECISIONS

- (1) The Directors take a majority decision if:
 - (a) every Director has been made aware of a matter to be decided by the Directors;
 - (b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - (c) a majority of those Directors vote in favour of a particular conclusion on that matter.
- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.
- (3) In case of an equality of votes, the Chair shall have a second or casting vote.
- (4) A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
- (5) Except as provided by paragraphs (3) and (4), in all proceedings of Directors each Director must not have more than one vote.
- (6) Directors participating in the taking of a majority decision otherwise than at a meeting of Directors:
 - (a) may be in different places, and may participate at different times; and
 - (b) may communicate with each other by any means.

12 MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors.
- (2) Every Director must be given reasonable notice of a meeting of Directors.
- (3) Paragraph (2) does not require notice to be given:
 - (a) in writing; or
 - (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.
- (4) Directors participating in a meeting of Directors:
 - (a) must participate at the same time, but may be in different places; and
 - (b) may communicate with each other by any means.

13 CONFLICTS OF INTEREST

- (1) In this article, a "relevant interest" is:
 - (a) any interest which a Director has in; or
 - (b) any duty which a Director owes to a person other than the Company in respect of,

an actual or proposed transaction or arrangement with the Company.
- (2) For the purposes of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if:
 - (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;
 - (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement; or
 - (c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement.
- (3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.

(4) Subject to paragraphs (5) and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:

- (a) no Director who has such a relevant interest may vote on that matter; and
- (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.

(5) Paragraph (4) does not apply:

- (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or
- (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.

(6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision.

(7) Subject to the Companies Acts, if a Director complies with paragraph (3):

- (a) that Director:
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
- (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.

(8) For the purposes of paragraph (3):

- (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and
- (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.

14 RECORDS TO BE KEPT

(1) The Directors are responsible for ensuring that the Company keeps a record, in writing, of:

- (a) every unanimous or majority decision taken by the Directors; and
- (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company.

(2) Any record kept under paragraph (1) must be kept:

- (a) for at least ten years from the date of the decision or declaration recorded in it;
- (b) together with other such records; and
- (c) in such a way that it is easy to distinguish such records from the Company's other records.

15 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

(1) Subject to paragraph (2), no majority decision shall be taken by the Directors unless 2 participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken, unless when 1 director is in office. If Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision:

- (a) to appoint further Directors; or
- (b) that will enable the Members to appoint further Directors.

16 CHAIRING OF MAJORITY DECISION MAKING PROCESSES

(1) The Directors shall appoint a Director to chair the taking of all majority decisions by them.

(2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process.

(3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time.

(4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- (1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.
- (2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

18 DEFECT IN APPOINTMENT

- (1) This article applies if:

- (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and
- (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director;
 - (ii) had ceased to hold office as a Director at the time of the decision;
 - (iii) was not entitled to take that decision; or
 - (iv) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken.

- (2) Where this article applies:

- (a) the discovery of any defect of the kinds specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

19 MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than 1

20 APPOINTMENT OF DIRECTORS

- (1) The first Directors shall be the persons named in the Form 10 upon incorporation.

(2) Thereafter, Directors may be appointed:

- (a) by decision of the Directors; or
- (b) by ordinary resolution of the Members,

provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

(3) No person may be appointed as a Director:

- (a) unless that person is willing to serve as a Director and has attained the age of 18 years; or
- (b) in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.

(4) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members.

21 TERMINATION OF DIRECTORS' APPOINTMENT

(1) 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 Acts or is prohibited by law from being a Director;
- (b) any notification to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed);
- (c) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director;
- (d) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors.

(2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:

- (a) the majority of the remaining Directors having been appointed by persons who are not Members; or
- (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,

but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

22 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the Companies Acts, the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.
- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

23 DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with:

- (a) the exercise of their functions; or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

PART SIX: SHARES

24 ALL SHARES TO BE FULLY PAID AND ISSUED AT NOMINAL VALUE

- (1) Upon allotment, all shares shall be fully paid-up in respect of their nominal value.
- (2) No share shall be issued at a price greater than its nominal value.

25 SHARE CERTIFICATES

The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

26 TRANSFER OF SHARES

(1) The Directors may refuse to register the transfer of a share:

- (a) to a person of whom they do not approve;
- (b) to a person who is not an Asset Locked Body
- (c) if it is not lodged at the registered office of the Company or such other place as the Directors may appoint; or
- (d) if it is not accompanied by:
 - (i) such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (ii) such other information as they may reasonably require.

(2) If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

(3) The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles.

27 TRANSMISSION OF SHARES

(1) If a Member dies, the Company shall purchase that Member's shares in accordance with the Articles and that Member's personal representatives (or, in Scotland, executors), or that Member, shall sell such shares to the Company at their nominal value.

(2) Each Member and each Member's personal representatives (or, in Scotland, executors) irrevocably appoint the Company to be his, her, its or their attorney or agent in his, her, its or their name and on his, her, its or their behalf to do all such things and to sign all such documents as may be necessary in order to give the Company the full benefit of the provisions of this article (and in particular but without limitation, in respect of any third party a certificate signed by any duly authorised officer of the Company that any thing or document falls within the authority hereby conferred shall be conclusive evidence that this is the case).

28 PURCHASE OF OWN SHARES

Subject to the Articles, the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

29 ALTERATION OF CAPITAL

(1) Subject to the Companies Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine.

(2) The Members may by special resolution:

- (a) increase the Company's share capital by new shares of such amount as the resolution prescribes;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others;
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

PART SEVEN: DIVIDENDS

30 PROCEDURE FOR DECLARING DIVIDENDS

Subject to the 1985 Act, the 2004 Act, the Regulations and the Articles, the Directors may decide to declare and pay such dividends to Members which are Asset Locked Bodies as:

- (a) appear to the Directors to be justified by the Company's profits;
- (b) are in accordance with Members' respective rights; and
- (c) are authorised by an ordinary resolution of the Members.

31 PAYMENT OF DIVIDENDS

(1) Subject to paragraphs (2) and (3), the Company shall pay any dividend or other money payable by it in respect of a share by means of:

- (a) a transfer to a bank account specified in writing by the holder; or
- (b) a cheque sent by post to the registered address of the holder.

(2) If two or more persons hold a share, or are jointly entitled to it by reason of the death or bankruptcy (or, in Scotland, sequestration) of the holder (or one of two or more joint holders), the Company shall pay any dividend or other money payable by it in respect of the share:

- (a) by means of a transfer to a bank account specified in writing by the holder who is named first in the register of Members, or a cheque sent by post to that holder's registered address; or
 - (b) (if the death or bankruptcy (or, in Scotland, sequestration) of the first named holder has resulted in two or more persons becoming jointly entitled to the share) by means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them.
- (3) The Company may agree another means of paying such dividend or other money with any person entitled to specify a bank account for the payment of a dividend or other money under paragraph (2).

32 RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so decide, be forfeited and cease to remain owing by the Company.

PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)

33 GENERAL MEETINGS

- (1) The Directors may decide to call a general meeting at any time.

34 NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any) in accordance with the provisions of the Companies Acts.
- (2) All general meetings shall be called by at least 14 clear days' notice in writing.
- (3) Every notice calling a general meeting shall specify:
- (a) the place, date and time of the meeting; and
 - (b) the general nature of the business to be transacted.
- (4) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

35 QUORUM

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) The quorum for a general meeting shall be **[insert quorum]** persons present who are entitled to vote on the business to be transacted, each person being a Member, a proxy for a Member or a duly authorised representative of a corporate Member.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

36 CONDUCT OF BUSINESS – GENERAL

- (1) The Chair shall preside as the chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director willing to preside is present) Member to preside.
- (2) The chair:
 - (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present; and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles.
- (3) No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- (4) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

37 VOTING PROCEDURES

- (1) Subject to the Articles, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the show of hands.
- (2) A poll may be demanded by:
 - (a) the Chair;
 - (b) at least two Members; or

- (c) a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting.

(3) On a poll, Members shall have one vote for each share which they own. On a show of hands every Member who is an individual present in person or by proxy, and every corporate Member present by proxy or by its duly authorised representative, shall have one vote, except that:

- (a) a Member present in person who is also the proxy or representative of another Member, and

- (b) a person who is the proxy or representative of more than one Member,

has only one vote.

(4) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).

(5) Paragraphs (3) and (4) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

(6) Unless a poll is held:

- (a) a declaration by the chair that a resolution has been:

- (i) carried;

- (ii) carried unanimously, or by a particular majority;

- (iii) lost; or

- (iv) not carried by a particular majority, and

an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(7) A poll shall be taken at the general meeting as the chair directs and the chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- (8) The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.
- (9) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

38 MINUTES

- (1) The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company.
- (2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

PART NINE: MISCELLANEOUS

39 COMPANY SECRETARY

- (1) Subject to the provisions of the Companies Acts, the Directors may decide to appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit.
- (2) The Directors may decide to remove a person from the office of Secretary at any time.

40 ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (2) Subject to paragraph (3), the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

41 NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.
- (2) The Company may give any notice to any person under the Articles:
 - (a) in person;
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose; or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
- (3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- (4) Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted; or
 - (b) that an electronic communication or fax has been transmitted to the correct address or number,shall be conclusive evidence that the notice was given.
- (5) A notice shall, unless the contrary is proved, be deemed to be given:
 - (a) at the expiration of 48 hours after the envelope containing it was posted; or
 - (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted.

42 INDEMNITY

- (1) Subject to the Companies Acts, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:
 - (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
 - (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);

- (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).
- (2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
- (3) This article is without prejudice to any other indemnity to which a Director may be entitled.

Names, Addresses and Signatures of Subscribers


1. Signature: 

Name: Suzanne Lester

Address: 61 Forest Road, Mansfield, Notts. NG18 4BY

Date: 8th August 2009

Witness to the above signature:

Signature: 

Name: Mark Chapman

Address: 61 Forest Road, Mansfield, Notts NG18 4BY

8.8.09