

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06750575

The Registrar of Companies for England and Wales hereby certifies that
COTSWOLD CVS TRADING LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the company is limited.

Given at Companies House on 17th November 2008



N06750575M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6750575

Company name

COTSWOLD CVS TRADING LIMITED

I,

NICHOLAS CHARLES BRAYSHAW HOLLIDAY

of

**MILL HOUSE CROFTS HILL
OAKRIDGE LYNCH
STROUD
GLOUCESTERSHIRE
UNITED KINGDOM
GL6 7NY**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **14/11/2008**



*Company Name
in full:* **COTSWOLD CVS TRADING LIMITED**

*Proposed Registered
Office:* **23 SHEEP STREET
CIRENCESTER
GLOUCESTERSHIRE
UNITED KINGDOM
GL7 1QW**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **COMPANY REGISTRATIONS ONLINE LIMITED**
Agent's Address: **CARPENTER COURT MAPLE ROAD
BRAMHALL
STOCKPORT
CHESHIRE
SK7 2DH**

Company Secretary

Name **GRAHAM NOEL**

Address: **DOWNS VIEW MURCOTT LANE
CRUDWELL
MALMESBURY
WILTSHIRE
UNITED KINGDOM
SN16 9EU**

Consented to Act: **Y** *Date authorised* **17/11/2008** *Authenticated:* **YES**

Director 1:

Name **NICHOLAS CHARLES BRAYSHAW HOLLIDAY**

Address: **MILL HOUSE CROFTS HILL
OAKRIDGE LYNCH
STROUD
GLOUCESTERSHIRE
UNITED KINGDOM
GL6 7NY**

Nationality: **BRITISH**

Business occupation: **RETIRED**

Date of birth: **01/10/1957**

Consented to Act: **Y** *Date Authorised:* **17/11/2008** *Authenticated:* **YES**

Director 2:

Name **JOHN GOWANS PATERSON**

Address: **11 ELIZABETH GARDENS
MEYSEY HAMPTON
CIRENCESTER
GLOUCESTERSHIRE
UNITED KINGDOM
GL7 5LP**

Nationality: **BRITISH**

Business occupation: **INDUSTRIAL ENGINEER**

Date of birth: **05/09/1946**

Consented to Act: **Y** *Date Authorised:* **17/11/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **14/11/2008**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 & 2006

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

Cotswold CVS Trading Limited

1. The name of the Company is "Cotswold CVS Trading Limited".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - A To carry on the business as a general commercial company.
 - B To do all such lawful things in connection with or ancillary to any of the general business of the Company and which are consistent with the objects and values of the sole member, are calculated directly to benefit the company or enhance the value of or render profitable any of the Company's property or rights or are required by any customers of or persons dealing with the Company.
 - C To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes and property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department of it.
 - D To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - E To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purpose of and in connection with the borrowing or raising of money by the Company to become a member of any building society.
 - F To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and to issue at par or at a premium or discount, and for such consideration as may be thought fit, debentures and debenture stock, either permanent or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
 - G To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company,

or in whose business or undertaking the Company is interested, whether directly or indirectly.

- H To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of customers and others.
- I To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- J To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- K To accept payment of any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, payment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgage or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and so hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- L To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation or to amalgamate with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company, and to acquire and hold, sell, deal with or dispose of shares, stock, or securities of any such company, and to guarantee the contracts or liabilities of, or payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- M To establish or promote or concur in establishing or promoting any company the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- N To make any donations for social or charitable purposes either in cash or assets which the Company may deem expedient, and in particular to support the company known as Cotswold Council for Voluntary Service, registered company number, 04953960, registered charity number, 1103109.
- O To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- P To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

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- Q To obtain, acquire and purchase all necessary permits, licences or trade marks required for the purpose of enabling the Company to carry on its said business upon such terms and conditions as it may think fit.
- R To enter into any contract with the company known as Cotswold Council for Voluntary Service, registered company number, 04953960, registered charity number, 1103109, which is considered beneficial to the Company, provided that any such contract (other than one entered into in the ordinary course of the Company's business) shall be committed to writing.
- S To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

And it is hereby declared that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The Company is a Single Member Private Limited Company within the meaning of the Companies (Single Member Private Limited Companies) Regulations 1992. The liability of the member is limited.
5. The sole member of the Company (as represented by its governing body for the time being) undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a member or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member such amount as may be required not exceeding one pound.
6. In the event of winding up or dissolution the Liquidator shall first, according to law, use the assets of the Company to satisfy its debts and liabilities. Any balance of assets remaining shall be transferred by the Liquidator to the company known as Cotswold Council for Voluntary Service, registered company number, 04953960, registered charity number, 1103109 if for any reason this should prove impossible, to such other non-profit organisations having objects similar to or compatible with those of the aforementioned company as may be determined at or before the time of winding up or dissolution.

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association.

Name and Address of Subscriber

COTSWOLD COUNCIL FOR VOLUNTARY SERVICE
11 ELIZABETH GARDENS
MEYSEY HAMPTON
CIRENCESTER
GLOUCESTERSHIRE
GL7 5LP
UNITED KINGDOM

Dated: 14 November 2008

THE COMPANIES ACTS 1985 & 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Cotswold CVS Trading Limited

Interpretations

1. In these Articles:
 "The Act" means the Companies Act 1985 as amended by the Companies Act 1989 including and statutory modification or re-enactment for the time being in force and any of the provisions of the Companies Act 2006 for the time being in force.
 "Address", in relation to electronic communications, includes any number or address given to the Company for that purpose.
 "The Company" means the above-named company.
 "Electronic means" shall be taken to mean the same as in the Electronic Communications Act 2000.
 In these articles of association the expression **Board [of Directors] meeting** or **"meeting of the Board [of Directors]"** includes, except where inconsistent with any legal obligation:
 - a physical meeting
 - a meeting held by electronic means.
 "Secretary" means any person appointed to perform the duties of the Secretary of the Company.
 "The Board [of Directors]" means all those persons for the time being appointed to perform the duties of directors of the Company.
 "The Seal" means the common seal of the Company.
 "In writing" shall be taken to include references to printing, photocopying, facsimile reproduction and other modes of representing or reproducing words in a visible form.
2. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.
 Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

3. The Company is a Single member Private Limited Company within the meaning of the Companies (Single Member Private Limited Companies) Regulations 1992.
4. The sole member of the Company shall be the company known as Cotswold Council for Voluntary Service, registered company number, 04953960, registered charity number, 1103109.

Register of Members

5. The Company shall maintain a Register of Members in accordance with the provisions of the Act. In the event that the membership of the Company increases from one to two or more members this event shall be recorded in the Register of members, with the name and address of the body which was formerly the sole member, a statement that the Company has ceased to have only one member together with the date on which that event occurred.
6. The sole member may provide their consent to receive communications by electronic means. If the sole member gives their consent in this way it shall notify the Company Secretary within seven days, either in writing or by electronic means, of a change to their details.

General Meetings

10. A General Meeting may be called by the Board or by the sole member at any time.
11. Notice of every General Meeting shall be given in writing, or by electronic means if consent has been received to do so, to the auditors and to such other persons who are entitled to receive notice. Any General Meeting which is to consider such a resolution shall be called by at least 14 days notice and such resolution shall be specified in the notices calling the meeting. Where a Company places communications required by these articles on its web-site, notification must be given to the sole member, and such other persons who have given their consent to receive communications in this way, that documents have been placed for their consideration. Notice shall also include the right of the sole member to appoint a proxy.
12. At any General Meeting the sole member may be represented by any such person or persons as it may select. Any decisions taken at a General Meeting shall be committed to writing and copies shall be supplied, including by electronic means, as soon as is practicable to all members of the Board for the time being.
13. Subject to the provisions of the Act, a resolution in writing signed on behalf of the sole member shall be valid and effective as if the same had been passed at a General Meeting duly convened. Copies of any decisions taken by means of a written resolution shall be supplied as soon as is practicable to all members of the Board for the time being and to the Company's auditors.

Board of Directors

14. The first members of the Board shall be those persons who have given their consent to become the first directors of the Company and provided their details for the purpose of incorporation. After which, the Board shall have a minimum of 2 members who shall be appointed by the sole member.
15. At the Annual General Meeting of the sole member following the incorporation of the company all members of the Board shall stand down. At every subsequent Annual

General Meeting of the sole member, one-third of the members of the Board, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last appointment. Regarding members of the Board who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-appointment.

16. A Board member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly.
17. Board members may be paid all reasonable fees or wages for any service actually rendered to the Company if requested so to act by the Board.
18. Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Company or in connection with the business of the Company.
19. The office of a Board member shall be immediately vacated if s/he:
 - (a) is removed or replaced by the sole member;
 - (b) resigns in writing;
 - (c) is, or may be, suffering from a mental disorder and either:-
 - (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to her/his property or affairs;
 - (d) becomes bankrupt; or
 - (e) is disqualified from acting as a company director.

Powers and Duties of the Board

20. The affairs of the Company shall be managed by the Board who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
21. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time decide.
22. Without prejudice to its general powers, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Proceedings of the Board

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23. Members of the Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, including by electronic means.
 24. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
 25. The Secretary on the requisition of any two Board members shall summon a meeting of the Board by giving reasonable notice to all Board members. It shall not be necessary to give notice of a meeting of the Board to any of its members for the time being absent from the United Kingdom unless s/he has notified the Secretary of an address for the serving of notices.
 26. The quorum necessary for the transaction of the business of the Board shall be one half of the Board, provided that always at least one director of the parent company (name and details of the sole member) is present at each meeting of the Board.
 27. At every Board meeting the Chairperson of the Board, if there is one, shall preside, but if there be no Chairperson or if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Board members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
 28. The Board shall cause accurate records to be made, in books provided for that purpose, of:
 - (a) the name, details, and date of appointment of all persons appointed to office;
 - (b) the names of the Board members, officers, members and other persons present at all General, Board and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Board and Sub-Committee meetings of the Company;
 - (d) all applications of the Seal to any document.
 29. All such records and minutes shall be open to inspection during normal working hours by any member of the Board.
 30. The Board may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board.
 31. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, even if it be afterwards discovered that there was some defect in the appointment of any Board member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
 32. A resolution in writing, signed by the requisite majority of the Board members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board, and may consist of several documents in the same form each signed by one or more Board members.

33. The Board may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

34. The Board shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
35. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

36. If the Company has a Seal, it shall only be used by the authority of the Board and every instrument to which the Seal shall be applied shall be signed by a Board member and shall be countersigned by the Secretary or by a second Board member. Every such application of the Seal shall be minuted.

Accounts

37. The Board shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.
- Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
38. The accounts shall be kept at the Registered Office of the Company or, subject to the Act, at such other place or places as the Board thinks fit.
39. The Board shall from time to time, in accordance with the Act, prepare such income and expenditure accounts, balance sheets, auditor's report (if required) and any reports referred to in the Act.
40. Copies of such income and expenditure accounts, balance sheets, auditor's report (if required) and any reports referred to the Act shall be provided to the sole member and every holder of debentures of the Company. Copies shall be sent by post to the address recorded in the Register of Members, or by electronic means provided that this regulation shall not require a copy of these documents to more than one of the joint holders of any debentures.

Audit

41. Subject to any regulations from time to time in force, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

42. Auditors shall be appointed and their duties regulated in accordance with the Act.

Application of Profits

43. Any profits of the Company shall be applied as follows, in such manner and in such proportion as the Board may decide:
- (a) to creating a general reserve for the continuation and development of the Company;
 - (b) to making payments for social or charitable purposes compatible with the objects of the Company, and in particular to making payments to the company known as Cotswold Council for Voluntary Service, registered company number, 04953960, registered charity number, 1103109.

Indemnity

44. Every Board member, Secretary, auditor and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of his/her office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:
- (a) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
 - (b) negligence; or
 - (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

Dissolution

45. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

Name and Address of Subscriber

COTSWOLD COUNCIL FOR VOLUNTARY SERVICE
11 ELIZABETH GARDENS
MEYSEY HAMPTON
CIRENCESTER
GLOUCESTERSHIRE
GL7 5LP
UNITED KINGDOM

Dated: 14 November 2008