



FILE COPY

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

Company No. 7188459

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

EMMAUS BRIGEND

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

Given at Companies House on **12th March 2010**



N07188459T



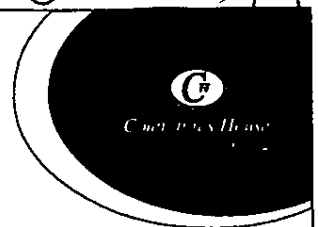
Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

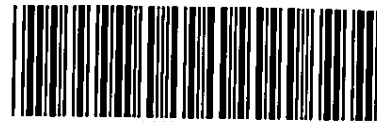


A fee is payable with this form.
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
private or public company

☒ What this form is NOT for
You cannot use this form to register
a limited liability partnership. If you
want to register this, please use form
LLP01.

TUESDAY
THU



AXHDI57
A09 09/03/2010 119
COMPANIES HOUSE

A0FQGHT5
A62 25/02/2010 62
COMPANIES HOUSE

Part 1 Company details

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

EMMAUS BRIDGEND

For official use

① Duplicate names

Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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

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

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

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ①

Please give the registered office address of your company

Building name/number

42

Street

TY-GUYN ROAD

PENYLAN

Post town

CARDIFF

County/Region

Postcode

CF23 5JG

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ①

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

① For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ①

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

☐

① Restricted company articles
 Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

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

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

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

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

Please use this section to list all the secretary appointments taken on formation
For a corporate secretary, complete Sections C1-C5.

Title*	MR
Full forename(s)	PETER NIGEL
Surname	CHALLANS
Former name(s) ①	—

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

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

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address**

Building name/number	THE COMPANIES REGISTERED
Street	OFFICE.
Post town	
County/Region	
Postcode	
Country	

③ Service address

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

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

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

B3**Signature**

I consent to act as secretary of the proposed company named in Section A1

Signature

Signature

X P Challans X

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		
Building name/number	NOT APPLICABLE.	
Street		
Post town		
County/Region		
Postcode		
Country		
	① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
C5	Signature ⑤	
	I consent to act as secretary of the proposed company named in Section A1 .	
Signature	Signature X	
	⑤ Signature The person named above consents to act as corporate secretary of the proposed company.	

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Application to register a company

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

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	ANTONY.
Surname	KENDALL
Former name(s) ②	/
Country/State of residence ③	UNITED KINGDOM.
Nationality	BRITISH.
Date of birth	05 07 1974.
Business occupation (if any) ④	PROJECT MANAGER.

① Appointments

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

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

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

④ Business occupation

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

Additional appointments

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

D2**Director's service address ①**

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

Building name/number	237
Street	LONGACRE. BLACKLA.
Post town	BRIDGEND.
County/Region	MID GLAMORGAN.
Postcode	CF31 2DH.
Country	UNITED KINGDOM.

① Service address

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

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

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

D3**Signature ①**

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X  X

① Signature

The person named above consents to act as director of the proposed company.

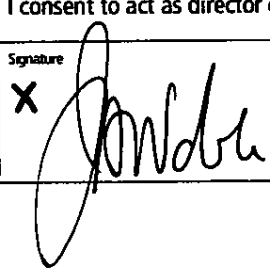
IN01

Application to register a company

Director

D1	Director appointments ①	<p>Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5</p>	<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Title*	MR		
Full forename(s)	JOHN ARTHUR		
Surname	NOBLE		
Former name(s) ②	/		
Country/State of residence ③	UNITED KINGDOM.		
Nationality	BRITISH		
Date of birth	20 01 1933		
Business occupation (if any) ④	RETIRED CHARTERED ACCOUNTANT		

D2	Director's service address ⑤	<p>Please complete the service address below. You must also fill in the director's usual residential address in Section D4.</p>	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Building name/number	SHURDINGTON HOUSE.		
Street	MAIN ROAD SHURDINGTON.		
Post town	CHELtenham		
County/Region	GLoucestershire.		
Postcode	GL51 4XJ.		
Country	UNITED KINGDOM.		

D3	Signature ⑥	<p>I consent to act as director of the proposed company named in Section A1.</p>	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
Signature	<p>Signature</p> <p>X  X</p>		

IN01 – continuation page

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5.

Title*	MRS
Full forename(s)	GILLIAN ANNE
Surname	NELSON.
Former name(s) ^②	HUMBLE ADAMS
Country/State of residence ^③	UNITED KINGDOM.
Nationality	BRITISH.
Date of birth	^d 1 ^m 0 ^y 07 '19'50
Business occupation (if any) ^④	COUNSELLOR IN SUBSTANCE MISUSE.

① Appointments

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

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

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

④ Business occupation

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

D2

Director's service address ^①

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

Building name/number	2
Street	TYDFIL PLACE ROATH PARK.
Post town	CARDIFF.
County/Region	
Postcode	CF23 5HP
Country	UNITED KINGDOM.

① Service address

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

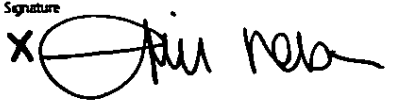
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature ^①

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
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① Signature

The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5			
Title*	MRS		
Full forename(s)	CATHERINE ANN		
Surname	LOWRY		
Former name(s) ^②	GRAYSON		
Country/State of residence ^③	UNITED KINGDOM.		
Nationality	BRITISH.		
Date of birth	01 10 1949		
Business occupation (if any) ^④	PAINTINGS CONSERVATOR.		

D2	Director's service address ^⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.			
Building name/number	98.		
Street	SEVERN GLOVE CANTON.		
Post town	CARDIFF.		
County/Region			
Postcode	CF11 9EQ		
Country			

D3	Signature ^⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.			
Signature	<p>Signature</p> <p>X <i>Kate Lowry</i> X</p>		

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Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the directors of the company
For a corporate director, complete Sections E1-E5.

Title*	MRS
Full forename(s)	GILLIAN
Surname	TUCK
Former name(s) ^②	/
Country/State of residence ^③	UNITED KINGDOM.
Nationality	BRITISH.
Date of birth	^d 0 ^d 5 ^m 0 ^m 5 ^y 19 ^y 40
Business occupation (if any) ^④	

① Appointments

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

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

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

④ Business occupation

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

D2

Director's service address ^①

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

Building name/number	4 MAES GLAS.
Street	COED Y CWM
Post town	PONTYPRIDD.
County/Region	MID GLAMORGAN.
Postcode	CF37 3EJ.
Country	

① Service address

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


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

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

D3

Signature ^①

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

① Signature

The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①		① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.			
Title*	MS		
Full forename(s)	ESTHER		
Surname	PRICE		
Former name(s) ^②	/		
Country/State of residence ^③	UNITED KINGDOM.		
Nationality	BRITISH		
Date of birth	06 10 1962		
Business occupation (if any) ^④	TRAINING & DEVELOPMENT OFFICE & COMPANY DIRECTOR		

D2	Director's service address ^⑤		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.			
Building name/number	79		
Street	CWMMAWR ROAD		
	DREFACH		
Post town	LLANELLI		
County/Region	CARMARTHENSHIRE.		
Postcode	SA11 4TA		
Country	UNITED KINGDOM.		

D3	Signature ^⑥		⑥ Signature The person named above consents to act as director of the proposed company.
I consent to act as director of the proposed company named in Section A1.			
Signature	Signature X [Signature] X		

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Application to register a company

Corporate director

E1	Corporate director appointments ①	<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number</p>
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm	NONE.	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
		<p>② EEA A full list of countries of the EEA can be found in our guidance. www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
E2	Location of the registry of the corporate body or firm	<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register</p>
<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>		
E3	EEA companies ②	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③		<p>⑤ Signature The person named above consents to act as corporate director of the proposed company</p>
Registration number		
E4	Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ③		
If applicable, the registration number		
E5	Signature ⑤	
I consent to act as director of the proposed company named in Section A1.		
Signature	<p>Signature</p> <p>X</p>	

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee). ✓

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium

② Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars
⑥

⑥ Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation pages

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

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Application to register a company

Class of share

Prescribed particulars

•

• Prescribed particulars of rights attached to shares

The particulars are

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

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

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

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

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	PETER NIGEL.
Surname ①	CHALLANS
Address ②	42- TY-BWYN ROAD, PENYLAN.
	CARDIFF
Postcode	CF23 5JG.
Amount guaranteed ③	ONE POUND. £1-00.

Subscriber's details

Forename(s) ①	ANTONY
Surname ①	KENDALL
Address ②	237 LONGACRE, BLACKLA.
	BRIDGEND
Postcode	CF31 2DH.
Amount guaranteed ③	ONE POUND £1-00.

Subscriber's details

Forename(s) ①	JOHN ARTHUR
Surname ①	NOBLE
Address ②	SHURDINGTON HOUSE, SHURDINGTON.
	CHELTENHAM
Postcode	GL51 4XJ.
Amount guaranteed ③	ONE POUND £1-00.

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	GILLIAN ANNE
Surname ①	NELSON
Address ②	2 TYDFIL PLACE, ROATH PARK CARDIFF
Postcode	CF23 5HP
Amount guaranteed ③	ONE POUND £1-00

Subscriber's details	
Forename(s) ①	CATHRINE ANN.
Surname ①	LOWRY
Address ②	98 SEVERN GROVE, GANTON. CARDIFF
Postcode	CF11 9EQ
Amount guaranteed ③	ONE POUND £1-00

Subscriber's details	
Forename(s) ①	GILLIAN
Surname ①	TUCK
Address ②	4 MAES GLAS, CORO & CWM. PONTYPRIDD
Postcode	CF37 3EJ
Amount guaranteed ③	ONE POUND £1-00

Subscriber's details	
Forename(s) ①	ESTHER
Surname ①	PRICE
Address ②	79 CWMMAWR Rd. DREFACH LLANELLI
Postcode	SA14 7AG
Amount guaranteed ③	ONE POUND £1-00

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ No Go to Section H1 (Statement of compliance delivered by the subscribers)

→ Yes Go to Section H2 (Statement of compliance delivered by an agent)




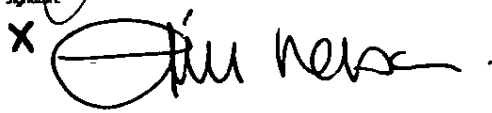
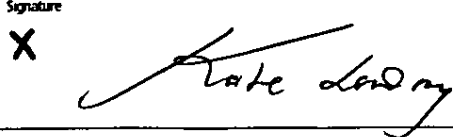


H1

Statement of compliance delivered by the subscribers ①

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

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

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X  X
Subscriber's signature ANTONY KENDALL	Signature X  X
Subscriber's signature JOHN A. NOBLE	Signature X  X
Subscriber's signature GILLIAN A NELSON	Signature X  X
Subscriber's signature CATHERINE A LOWRY	Signature X  X
Subscriber's signature GILLIAN TUCK	Signature X  X
Subscriber's signature ESTHER PRICE	Signature X  X
Subscriber's signature	Signature X X

Application to register a company

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

Statement of compliance delivered by an agent

APPLICABLE

201

IN01

Application to register a company



Presenter information

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

Contact name **PETER CHALLANS.**

Company name **—**

Address **42 TYBWYN ROAD.**

PENTLAN

Post town **CARDIFF**

Country/Region

Postcode **C F 2 3 5 J 6**

Country **UNITED KINGDOM.**

DX

Telephone **029 20 485577**

☒ **Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

☒ **Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House'



Where to send

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

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

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

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 NR Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

BRIDGEND

MEMORANDUM OF ASSOCIATION OF EMMAUS

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

Name of each subscriber

Signature of each subscriber

PETER NIGEL CHALLANS

P. Challans

ANTONY KENDALL

[Signature]

JOHN ARTHUR NOBLE

J. Noble

GILLIAN NELSON

Gillian Nelson

CATHERINE A. LOURY

Kate Loury

GILLIAN TUCK

G. Tuck

ESTHER PRICE

E. Price

Dated:

TWENTY SECOND OF FEBRUARY 2010

THURSDAY
TUESDAY

AXHDK158

A09

09/03/2010

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COMPANIES HOUSE

THE COMPANIES ACT 2006 - COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF EMMAUS []

1. INTERPRETATION

In these Articles

"the charity" means the company intended to be regulated by these Articles,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity,

"address" means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity,

"Articles" means these Articles of Association,

"clear days" means the period excluding both the day when notice is given or deemed to be given and the day for which such notice is given or on which it is deemed to take effect,

"the Commission" means the Charity Commission for England and Wales,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"executed" means any mode of execution,

"Memorandum" means the Memorandum of Association of the Charity,

"Office" means the registered office of the Charity,

"Rules" means the Rules and Byelaws made under article 42,

"Seal" means the common seal of the Charity if it has one,

"Secretary" means any person appointed to perform the duties of the secretary of the Charity,

"Trustees" means the directors of the Charity The directors are charity Trustees as defined by section 97 of the Charities Act 1993,

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland,

And

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations

Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

TUESDAY



A09 09/03/2010 117
COMPANIES HOUSE

2. MEMBERS

2.1 The liability of the members is limited

2.2 Every member of the Charity undertakes to contribute such amount as may be required but not exceeding one pound to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member towards the payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up

2.3 The subscribers to the Memorandum are the first members of the Charity. The subscribers Emmaus UK shall be members of the Charity so long as the Charity is a member of Emmaus UK

2.4 Membership is open to other individuals or organisations who

2.4.1 apply to the Charity in the form required by the Trustees, and

2.4.2 are approved by the Trustees

2.5 Membership is not transferable to anyone else

2.6 The Trustees must keep a register of the names and addresses of the members

2.7 Any member of the Charity may retire, provided that after any such retirement the number of members is not less than two

2.8 A member may be removed from membership by a Special Resolution in accordance with the Rules

2.9 Membership is terminated if the member dies or, if it is an organisation, ceases to exist

3. OBJECTS

The Charity's objects are specifically restricted to the alleviation and relief of poverty, hardship and distress arising therefrom, in conformance with the principles of the Emmaus Movement as published from time to time by Emmaus UK, to those in need without distinction by

3.1 The provision of accommodation, or assistance in such provision, for homeless people in the [] area and such other places as may seem appropriate from time to time (the "beneficiaries")

3.2 The rehabilitation of the beneficiaries as appropriate and the provision of education, training (including, without limitation, employment training) and work opportunities and satisfaction for the beneficiaries with the purpose of developing their skills to enable them to gain employment in the future and thereby develop a sense of self worth and dignity through having a self-supporting life

3.3 The support of the work of other Emmaus Communities and Groups or other agencies in the relief of poverty and homelessness whether in the United Kingdom or elsewhere in the world and in particular (without limitation) by the exchange of resources, information and expertise with other Emmaus projects world wide

3.4 The fulfilling of such other purposes as may from time to time be recognised by English Law as being charitable and which the Charity shall from time to time determine

4. POWERS

The Charity has power to do anything, subject to restrictions imposed by law, which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has powers

4.1 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity,

4.2 To appeal for and accept donations, subscriptions, covenants, sponsorships, legacies or any other form of financial benefit,

4.3 To raise funds, providing that in raising funds the Charity shall not undertake any substantial permanent trading activities (for the avoidance of doubt, this clause does not prevent the Charity from exercising a trade pursuant to clause 4.4 below);

4.4 To exercise a trade (mainly by the beneficiaries) in the course of the actual carrying out of the Objects of the Charity,

4.5 To purchase, sell, lease, licence, hire, take in exchange and generally to manage, insure and deal with any land or buildings whatsoever, or any interest therein or any rights and privileges necessary for the promotion of the Objects and to construct, maintain, improve or alter any buildings or works on land acquired by the Charity in such a manner as shall be thought fit. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,

4.6 To invest the money of the Charity not immediately required for the Objects in the purchase of or at interest upon the security of such shares (including those of subsidiary trading companies for the purpose of fund raising and those of any other private limited companies), stocks, funds, securities, land, buildings, chattels or any other investments or property of any nature and in any part of the world and whether involving liabilities or producing income or not as may be thought fit,

4.7 To lend all or any part of the money of the Charity not immediately required for the Objects to any person, company or unincorporated association for the purpose of furthering (whether directly or indirectly) the Objects of the Charity and upon such terms as to interest, repayment and security as may be thought fit, subject to conditions as may be for the time being imposed by law,

4.8 To borrow money on such terms as to interest, repayment or otherwise as may be thought fit without security or upon the security of the whole or any parts of the assets of the Charity. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

4.9 To delegate to persons who are qualified for that purpose and who are required to give regular accounts of their activities the management of any land acquired or the making and changing of investments,

4.10 Subject to Article 5 below, to employ any persons, firms or companies to manage or assist in managing the Charity as are necessary for the proper pursuit of the Objects and to employ staff to work for the Charity and to make all reasonable provision for the payment of pensions for such staff and their dependants,

4.11 To establish or support any charitable trust, association or institution formed for any of the above Objects,

4.12 To co-operate with other charities, voluntary bodies and statutory authorities operating within and outside of the Emmaus UK Federation in furtherance of the Objects or similar charitable purposes and to exchange information with them,

4 13 To pay out of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity, both as a company and as a charity,

4 14 To provide indemnity insurance for Trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 No such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether or not it was a breach of duty,

4 15 To set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves,

4 16 To educate the public in the needs of poor and marginalised people through whatever means of publicity or education the Charity deems fit,

4 17 To recruit and train workers to support their furtherance of the Objects,

4 18 To do all other such lawful things as are necessary for the achievement of the Objects

5. APPLICATION OF INCOME AND PROPERTY

5 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects;

5 2 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity

5 3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

5 4 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 41

5 5 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity This does not prevent a member who is not also a Trustee receiving

5 5 1 a benefit from the charity in the capacity of a beneficiary of the Charity,

5 5 2 reasonable and proper remuneration for any goods or services supplied to the Charity

6. TRUSTEES' BENEFITS

6 1 No Trustee or connected person may

6 1 1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public,

6 1 2 sell goods, services, or any interest in land to the Charity,

6 1 3 be employed by, or receive any remuneration from, the Charity;

6 1 4 receive any other financial benefit from the Charity,

Unless

6.1 5 the payment is permitted by article 6 2, or

- 6 1 6 the directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes
- 6 2 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way
- 6 2.1 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in section 73A to 73C of the Charities Act 1993
- 6 2.2 Subject to article 6 3 a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person
- 6 2.3 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% or more per annum below the base rate of a clearing bank to be selected by the Trustees
- 6 2.4 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 6 2.5 The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993
- 6 2.6 A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public
- 6 3 The Charity and its Trustees may only rely upon the authority provide by article 6 2 1 if each of the following conditions is satisfied
- 6 3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between
- I The Charity or its Trustees (as the case may be), and
 - II The Trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity
- 6 4 The amount or maximum amount of the payment does not exceed what is reasonable in the circumstances for the supply of the goods in question,
- 6 5 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so
- 6 6 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Charity,
- 6 7 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting,

6 8 The reason for their decision is recorded by the Trustees in the minute book

6 8 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 6

7 In articles 5 and 6

7 1 "Charity" shall include any company in which the Charity

7 1 1 Holds more than 50% of the shares, or

7 1 2 Controls more than 50% of the voting rights attached to the shares, or

7 1 3 Has the right to appoint one or more Trustees to the board of Trustees of the company

7 2 "Connected Person" means

7 2 1 A child, parent, grandchild, grandparent, brother or sister of the Trustee,

7 2 2 The spouse or civil partner of the Trustee or of any person falling within paragraph 7 2 1 above,

7 2 3 A person carrying on business in partnership with a Trustee or any person falling within 7 2 1 or 7 2 2 above,

7 2 4 An institution which is controlled by the Trustee or any connected person falling within 7 2 1, 7 2 2 or 7 2 3 above or by two or more persons in 7 2 1 when taken together,

7 2 5 A body corporate in which the Trustee or any connected person as defined above has a substantial interest, or two or more persons falling within 7 2 1 who, when taken together have a substantial interest

7 3 Paragraph 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause

8. CLASSES OF MEMBERSHIP

8 1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

8 2 The Trustee may not directly or indirectly alter the rights or obligations attached to a class of membership

8 3 The rights attached to a class of membership may only be varied if

8 3 1 Three-quarters of that class consent in writing to the variation, or

8 3 2 A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation

8 4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

9. TERMINATION OF MEMBERSHIP

Membership is terminated if

9 1 The member dies, or if it is an organisation, ceases to exist,

9 2 The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,

9 3 Any sum due from the member to the Charity is not paid in full within the six months of it falling due,

9 4 The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove the member from membership may only be passed if

9 4 1 The member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed,

9 4 2 The member or, at the option of the member, the member's representative has been allowed to make representations to the meeting

10. GENERAL MEETINGS

10 1 The Charity must hold its first annual general meeting within eighteen months after the date of incorporation

10 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

10 3 All general meetings other than annual general meetings shall be called extraordinary general meetings

10 4 The Trustees may call general meetings and, on requisition of members pursuant to the Act, shall convene an extraordinary general meeting for a date not later than eight weeks after receipt of such requisition

11. NOTICE OF GENERAL MEETINGS

11 1 The minimum periods of notice required to hold a general meeting of the Charity are

11 1 1 Twenty one clear days for an annual general meeting or an extraordinary meeting called for the passing of a special resolution,

11 1 2 Fourteen clear days for all other extraordinary general meetings

11 2 A general meeting may be called at shorter notice if so agreed

11 2 1 In the case of an annual general meeting, by all the members entitled to attend and vote,

11 2 2 In the case of an extraordinary general meeting, by a majority in number of members entitled to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at a meeting of all the members

11 3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15

11 4 The notice of a general meeting must be delivered to all members, to all Trustees and to the auditors, but the accidental omission to give notice of a meeting or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings of such meeting

12. PROCEEDINGS AT GENERAL MEETINGS

- 12 1 No business shall be conducted at any general meeting unless a quorum is present
- 12 2 A quorum is the greater of
- 12 2 2 Two persons entitled to vote upon the business to be transacted,
- 12 2 3 One tenth of the total membership for the time being
- 12 3 The authorised representative of a member organisation shall be counted in the quorum
- 12 4 If a quorum is not present within half an hour from the time appointed for the meeting or if during the meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine
- 12 5 The Chair of Trustees or, in his absence, some other Trustee elected by the Trustees at the meeting shall preside as Chair of the meeting. If there is only one Trustee present and willing to act he shall be Chair, but if there is no Chair presiding within fifteen minutes after the time for holding the meeting the members present and entitled to vote shall choose one of their number to be Chair
- 12 6 A Trustee whether or not a member shall be entitled to attend and speak at any general meeting

13. ADJOURNMENT OF A GENERAL MEETING

- 13 1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 13 2 The person chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specific in the resolution
- 13 3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place,
- 13 4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' clear notice shall be given of the reconvened meeting stating the date, time and place of the meeting

14. VOTING AT A GENERAL MEETING

- 14 1 Subject to article 8, every member, whether an individual or an organisation, shall have one vote
- 14 2 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands a poll is demanded
- 14 2 1 By the person chairing the meeting, or
- 14 2 2 By at least two members present in person or by proxy and having the right to vote at the meeting, or
- 14 2 3 By a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting
- 14 3 Unless a poll is demanded a declaration by the person chairing the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be

conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution

14 4 With the consent of the person chairing the meeting a demand for a poll may be withdrawn before the poll is taken in which event the result of a show of hands declared before the demand for the poll was made shall stand and the meeting shall continue as if the demand had not been made

14 5 A poll taken on the election of a person to chair the meeting or on a question of adjournment shall be taken immediately, but otherwise a poll shall be taken as the person chairing the meeting directs not more than thirty days after the poll is demanded. The person chairing the meeting may appoint scrutineers, who need not be members, and if the poll is not held immediately may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded

14 6 If the time and place at which a poll is to be taken are announced at the meeting at which the poll is demanded, no further notice needs to be given, but otherwise at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken

14 7 The demand for a poll shall not prevent continuance of a meeting for the transaction of other business other than the resolution on which the poll is demanded

15. PROXY NOTICES

15 1 Proxies may only validly be appointed by a notice in writing which

15 1 1 States the name and address of the member appointing the proxy,

15 1 2 Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

15 1 3 Is signed by or on behalf of the member appointing the proxy, and

15 1 4 Is delivered to the Charity in accordance with the articles and any instructions contained in the *notice of the general meeting* to which they relate

15 2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

15 3 Proxy notices may specify how the proxy appointed under them is to vote (or is to abstain from voting) on one or more resolutions

15 4 Unless a proxy notice indicates otherwise, it must be treated as,

15 4 1 Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

15 4 2 Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

16. DELIVERY OF PROXY NOTICES

16 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity on behalf of that person

16 2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom the proxy notice was given

16 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

16 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person to execute it on the appointor's behalf

20. WRITTEN RESOLUTIONS

20 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

20 1 1 A copy of the proposed resolution has been sent to every eligible member;

20 1 2 A simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

20 1 3 It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

20 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

20 2 In the case of a member that is an organisation, its authorised representative may signify its agreement

21. VOTES OF MEMBERS

21 1 Subject to article 8, every member, whether an individual or an organisation shall have one vote

21 2 No member shall be entitled to vote at any general meeting unless all moneys payable by such member to the Charity have been paid

21 3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

21 4 Any organisation which is a member of the Charity may by resolution of its governing body authorise any person to act as its representative at any meeting of the Charity and such person shall be entitled to act on behalf of the organisation as if it were an individual member of the Charity The organisation must give written notice to the Charity of the name of its representative The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity The Charity shall not be required to consider whether the representative has been properly appointed by the organisation

22. TRUSTEES

22 1 A Trustee may be a natural person aged 16 years or older

22.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 26

22 3 The number of Trustees shall not be less than five but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

22 4 The first Trustees shall be those persons notified to Companies House as the first directors of the company

22 5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees

23. POWERS OF TRUSTEES

23 1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution

23 2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees

23 3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees

24. RETIREMENT OF TRUSTEES

24 1 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office

24 2 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment If any Trustees were appointed on the same day those to retire shall be determined by agreement or, failing that, by lot

24 3 If the Charity does not, at the meeting at which a Trustee retires by rotation, fill the vacancy, the retiring Trustee shall be deemed to have been reappointed, unless it is resolved not to fill the vacancy or he is not willing to act or a resolution for reappointment is put to the meeting and is not passed

24 4 If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall be deemed to take effect at the conclusion of the meeting

25. APPOINTMENT OF TRUSTEES

25 1 The Charity may by ordinary resolution

25 1 1 Appoint a person who is willing to act to be a Trustee, and

25 1 2 Determine the rotation in which any additional Trustees are to retire

25 2 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless

25 2 1 He or she is recommended for re-election by the Trustees, or

25 2 2 Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that

i Is signed by a member entitled to vote at the meeting

ii States the member's intention to propose the appointment of a person as a Trustee,

- iii Contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
- iv Is signed by the person who is to be proposed to show his or her willingness to be appointed

25 3 All members who are entitled to receive notice of a general meeting must be given not less than *seven nor more than twenty-eight days'* clear notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation

25 4 The Trustees may appoint a person who is will to act as a Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees Any Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation

26. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he or she

26 1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee,

26 2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision,

26 3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

26 4 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or

26 5 is absent without permission of the Trustees from three consecutive meetings and the Trustees resolve that his or her office be vacated

27. REMUNERATION OF TRUSTEES

The Trustees must not be paid any remuneration unless it is authorised by article 5

28. PROCEEDINGS OF TRUSTEES

28 1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles

28 2 Any Trustee may call a meeting of the Trustees

28 3 The secretary must call a meeting of the Trustees if requested to do so by a Trustee

28 4 Questions arising at a meeting shall be decided by a majority of votes and, in the case of an equality of votes, the Chair shall have a second or casting vote

28 5 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly

28 6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. The quorum for transaction of the business of the Trustees may be fixed by them, save that it shall not be less than the greater of two or one third of their number.

28 7 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

29 If the number of Trustees is less than the number fixed as a quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

30 The Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment.

30 1 Unless he or she is unwilling to do so, such Chair shall preside at every meeting of the Trustees at which he or she is present and shall conform to any regulations that may be imposed by the Trustees. A person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated by the Trustees.

30 2 If no-one has been appointed to chair the meetings of the Trustees, or if the person appointed is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees may appoint one of their number to chair that meeting.

31 1 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the Trustees or a committee of Trustees duly convened and held provided that

31 1 1 A copy of the resolution is sent or submitted to all Trustees eligible to vote, and

31 1 2 A simple majority of Trustees has signified agreement to the resolution in an authenticated document or documents which are received at the registered office within the 28 days beginning with the circulation date.

31 2 The resolution in writing may comprise several documents containing the text of the resolution in the same form each signed by one or more of the Trustees.

32. DELEGATION

32 1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minutes.

32 2 The Trustees may impose conditions when delegating, including the conditions that

32 2 1 The relevant powers are to be exercised exclusively by the committee to whom they delegate,

32 2 2 No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed by the Trustees.

32 2 The Trustees may revoke or alter a delegation.

32 3 All acts and proceedings of any committees must be fully and promptly reported to the directors.

33. DECLARATION OF TRUSTEES' INTERESTS

A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest). A Trustee absents himself or herself from any such discussions cannot vote on the issue or be counted when considering whether a quorum is present for the discussion.

34. CONFLICTS OF INTEREST

34 1 If a conflict of interest arises for a Trustee because a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the Trustee must declare the nature and extent of the conflict of interest and the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply

34 1 1 The conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting the other organisation or person,

34 1 2 The conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and

34 1 3 The unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

34 2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or a connected person

35. VALIDITY OF TRUSTEES' DECISIONS

35 1 Subject to articles 35 2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee

35 1 1 Who was disqualified from holding office;

35 1 2 Who had previously retired or who had been obliged by the constitution to vacate office,

35 1 3 Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

If without

35 1 4 The vote of that Trustees, and

35 1 5 That Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting

35 2 Article 35 1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or a committee of Trustees if, but for article 35 1, the resolution would have been void, or if the Trustee has not complied with article 33

36. SEAL

The Charity shall not be obliged to have a seal but if it has one it must only be used with the authority of the Trustees or of a committee of two or more Trustees appointed for the purpose. Any instrument to which the seal is affixed shall be signed either by two Trustees or one Trustee and the secretary

37. MINUTES

- 37 1 The Trustees must keep minutes of all
 - 37 1 1 Appointments of officers made by the Trustees,
 - 37 1 2 Proceedings at meetings of the Charity,
 - 37 1 3 Meetings of the Trustees and committees of Trustees including
 - i The names of the Trustees present at the meeting,
 - ii The decisions made at the meetings, and
 - iii Where appropriate the reasons for the decisions
- 37 2 Minutes shall be circulated to all Trustees and to Emmaus UK

38. ACCOUNTS

- 38 1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 38 2 The Trustees must keep accounting records as required by the Companies Acts

39. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 39 1 The Trustees must comply with the requirements of the Charities Act 1993 with regard to the
 - 39 1 1 Transmission of the statements of account to the Charity Commission,
 - 39 1 2 Preparation of an Annual Report and its transmission to the Charity Commission,
 - 39 1 3 Preparation of an Annual Return and its transmission to the Charity Commission
- 39 2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

40. MEANS OF COMMUNICATION TO BE USED

- 40 1 Subject to the articles, anything sent or supplied by or to the Charity 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 to the Charity
- 40 2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being
- 40 3 Any notice to be given to or by a person pursuant to the articles
 - 40 3 1 Must be in writing, or
 - 40 3 2 Must be given in electronic form
- 40 4 The Charity may give any notice to a member either

40 4 1 Personally, or

40 4 2 By sending it in the post in a prepaid envelope addressed to the member at his or her address, or

40 4 3 By leaving it at the address of the member, or

40 4 4 By giving it in electronic form to the member's address

40 5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

40 6 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

40 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

40 8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

40 9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

40 9 1 48 hours after the envelope containing it was posted, or

40 9 2 In the case of an electronic form of communication, 48 hours after it was sent

41. INDEMNITY

41 1 The Charity shall indemnify every Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity

41 2 The provisions of this article refer to any Trustee or former Trustee of the Charity

42. RULES

42 1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity

42 2 The bye laws may regulate the following matters but are not restricted to them

42 2 1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

42 2 2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,

42 2 3 the setting aside of the whole or any parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,

42 2 4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles,

42 2 5 generally, all such matters as are commonly the subject matter of company rules

42 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

42 4 The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity

42 5 The rules and bye laws shall be binding on all members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

43. DISSOLUTION

If after the Charity is wound up or dissolved and all its liabilities have been satisfied there remains any property belonging to the Charity it shall be paid to Emmaus UK if that Charity shall still be in existence and unless it declines to accept the funds Such funds may be used by Emmaus UK as it thinks fit in furtherance of its objects to alleviate and relieve poverty, provide that if Emmaus UK has been wound up or is unable or unwilling to accept the funds then they shall be given or transferred to some other charity or charities having objects similar to the Objects with preference being given to any other charity adhering to the principles of the Emmaus Movement in the United Kingdom