



FILE COPY

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

Company No. 8361162

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

**EAST SUSSEX PROFICIENCY TESTS COMMITTEE
LIMITED**

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 **15th January 2013**



N08361162E



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company

051775140



Companies House

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
this, please use form LL01

SATURDAY



A1ZWTVOR

A37 12/01/2013 #78
COMPANIES HOUSE

A25 05/01/2013 #307
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

EAST SUSSEX PROFICIENCY TESTS COMMITTEE
Limited

For official use

--	--	--	--	--	--	--	--

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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 on this is available in
our guidance booklet GP1 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 our
guidance booklet GP1 at
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

IN01

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 ②**

Please give the registered office address of your company

Building name/number **ESPTC OFFICE, PLUMPTON COLLEGE**

Street **DITCHLING ROAD**

PLUMPTON

Post town **LEWES**

County/Region **EAST SUSSEX**

Postcode **BN7 3AE**

② 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 ③**

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

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ④**

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

☐**④ Restricted company articles**

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

IN01

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 ①**

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

Title*	MRS
Full forename(s)	IRENE SYLVIA
Surname	DEAN
Former name(s) ②	

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 ①**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	ESPTC ^{office} , PLUMPTON COLLEGE DITCHLING ROAD, PLUMPTON
Post town	LEWES
County/Region	EAST SUSSEX
Postcode	B N 4 3 A E
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 secretaries as the company's registered office.

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

B3**Signature ①**

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

Signature	Signature X <i>S. Dean</i> X
-----------	---------------------------------

① 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		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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 <div style="display: flex; justify-content: space-between; align-items: center;"> X X </div>	
	⑤ Signature The person named above consents to act as corporate secretary of the proposed company	

IN01

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)	CHRISTOPHER IAN
Surname	DAVIS
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d 1 4 m 1 2 y 1 9 y 5 y 8
Business occupation (if any) ④	DIRECTOR

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 ⑤**

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

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	ESPTC OFFICE, PLUMPTON COLLEGE DITCHLING ROAD, PLUMPTON
Post town	LEWES
County/Region	EAST SUSSEX
Postcode	BN7 3AE
Country	

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.

D3**Signature ⑥**

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

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

⑥ 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**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)	GERALD WILLIAM CHARLES
Surname	DEAN
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d 1 d 5 m 0 m 3 y 1 y 9 y 4 y 8
Business occupation (if any) ④	RETIRED

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 ⑤**

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

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

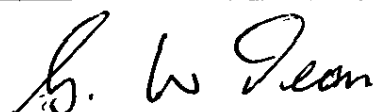
This is the address that will appear on the public record. This does not have to be your usual residential address.

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.

D3**Signature ⑥**

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

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

⑥ Signature

The person named above consents to act as director of the proposed 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*	MR
Full forename(s)	PHILLIP JAMES
Surname	HART
Former name(s) 2	
Country/State of residence 3	ENGLAND
Nationality	BRITISH
Date of birth	01 09 1961
Business occupation (if any) 4	LECTURER IN AGRICULTURE

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 5

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

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

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.

D3

Signature 6

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

Signature	Signature X P. J. HART X
-----------	-----------------------------

6 Signature

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

IN01

Application to register a company

✓

Corporate director**E1 Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director 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

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****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

Registration number

② EEAA 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)**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 ④

If applicable, the 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

E5 Signature ⑤I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

⑤ Signature

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

IN01

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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ❹

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

❶ Including both the nominal value and any
share premium

❷ Total number of issued shares in this class

❸ Number of shares issued multiplied by
nominal value of each share**Continuation Pages**Please use a Statement of Capital continuation
page if necessary

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

①

① 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

IN01

Application to register a company

Class of share

Prescribed particulars

1

1 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

IN01

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	CHRISTOPHER IAN DAVIS JR
Surname ①	DAVIS
Address ②	CHANDLERS LADE STREET OLD HEATHFIELD EAST SUSSEX
Postcode	TN21 9BS
Amount guaranteed ③	£10.00

Subscriber's details

Forename(s) ①	PULIP JAMES
Surname ①	HART
Address ②	PLUMPTON COLLEGE LEWES EAST SUSSEX
Postcode	BN7 3AE
Amount guaranteed ③	£10.00

Subscriber's details

Forename(s) ①	BRIAN VICTOR
Surname ①	JEFFRIES
Address ②	Hoadlye, Crawley Down Rd, Felbridge EAST GRINSTEAD WYK
Postcode	RH11 92PS
Amount guaranteed ③	£10.00

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	DESTON D PAUL
Surname ①	LAMBERT
Address ②	PLUMPTON COLLEGE LEWIS EAST SUSSEX
Postcode	BN7 3AE
Amount guaranteed ③	£10.00

Subscriber's details	
Forename(s) ①	BERNARD CHAIRVAUX
Surname ①	LEWIS
Address ②	82 LONDON ROAD BURGESS HILL
Postcode	RH15 8NB
Amount guaranteed ③	£10.00

Subscriber's details	
Forename(s) ①	ROBERT WILLIAM
Surname ①	EDRIDGE
Address ②	740 THE RIDGE ST. LEONARDS ON SEA
Postcode	TN3 77PS
Amount guaranteed ③	£10.00

Subscriber's details	
Forename(s) ①	GERALD WILLIAM CHARLES
Surname ①	DEAN
Address ②	1 THE FLINTS KINGSTON LEWIS EAST SUSSEX
Postcode	BN7 3JQ
Amount guaranteed ③	£10.00

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	£10.00

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

C Davis

X

Subscriber's signature

Signature

X

P J Hart

X

Subscriber's signature

Signature

X

By John

X

Subscriber's signature

Signature

X

D J L M

X

Subscriber's signature

Signature

X

Bernard Jones

X

Subscriber's signature

Signature

X

Mr. Elledge

X

Subscriber's signature

Signature

X

G W Jones

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

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

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

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

Company name

SILS & BETTELORE LLP

Address

46 SILVER STREET

Post town

LINCOLN

County/Region

LINCOLNSHIRE

Postcode

L N 2 1 E D

Country

ENGLAND

DX

11025 LINCOLN

Telephone

01522 542211

**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 Memorandum of Association
- ☐ 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 is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R 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


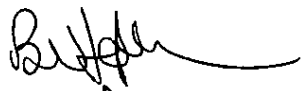
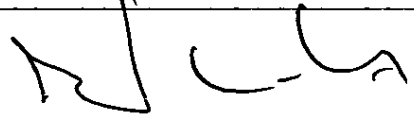
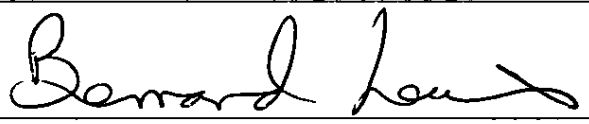
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THE COMPANIES ACT 2006

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
EAST SUSSEX PROFICIENCY TESTS COMMITTEE LIMITED

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

<u>Name of Subscriber</u>	<u>Authentication by each Subscriber</u>
CHRISTOPHER IAN DAVIS	
PHILLIP JAMES HART	P. J. Hart
Brian Victor Jeffries	
DESTON LAMBERT	
Bernard Lewis	
ROBERT WILLIAM ELDRIDGE	Mr. Eldridge
GERALD WILLIAM CHARLES DEAN	G. W Dean

Dated 3 January 2013

The Companies Act 2006

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

ARTICLES OF ASSOCIATION

of

**EAST SUSSEX PROFICIENCY TESTS COMMITTEE LIMITED
(the 'Charity')**

GENERAL

1. The model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies Model Articles Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time shall not apply to the Charity but the regulations contained in the following clauses (as originally adopted or from time to time altered by special resolution) shall be the Articles
2. The words standing in the first column of the table below shall bear the meaning set opposite to them in the second column thereof, if not inconsistent with the subject or context -

Act	The Companies Act 2006 as amended, restated or re-enacted from time to time
Administrator	The person appointed to fulfil the role of the Charity's administrator in accordance with Article 26
Articles	These articles of association as the same may be amended or replaced from time to time
Charity	The above-named company
clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect
Commission	The Charity Commission (as the same may be re-structured, renamed or replaced from time to time)
Directors	The directors of the Charity from time to time
Member	Such persons admitted into the membership of the Charity in accordance with Article 6

Month	A calendar month
Office	The registered office of the Charity
The United Kingdom	Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number, and vice versa,

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

OBJECTS

3. The objects of the Charity shall be the advancement of education and training by means of collaboration with the City and Guilds Land Based Services in the administration of schemes of Proficiency Tests, Vocational Qualifications, Certificates of Competence, Certificates of Qualification and other such awards in the land based industries as the Charity shall from time to time decide. The area of operation of the Charity will mainly cover the County of East Sussex but requests will be considered from any other area. The objects stated in this Article 3 shall not be restrictively construed and shall be given the widest interpretation.

POWERS

4. The Charity has the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Charity has the power
 - (a) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
 - (b) to buy, take on, lease hire or otherwise acquire any property and to maintain and equip it for use,
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply with sections 117 and 122 of the Charities Act 2011,
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land,
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes identified in the Charity's objects,

- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity,
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves as the same may be adopted by the Charity from time to time,
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity,
- (j) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- (k) to pay out of the funds of the Charity the costs of forming, registering, the Charity both as a company and as a charity

APPLICATION OF PROPERTY

- 5. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise by way of profit to the members of the Charity or the Directors provided that nothing shall prevent any payment in good faith by the Charity
 - (a) of reasonable and proper remuneration to any member, servant or consultant of the Charity for any services rendered to the Charity and of reasonable and proper travelling and expenses necessarily incurred in carrying out the duties of any such member, servant or consultation of the Charity,
 - (b) of interest on money lent by a member of the Charity or its Directors at a commercial rate of interest,
 - (c) to any Director of reasonable and proper out-of-pocket expenses or other costs as permitted further to the Articles,
 - (d) of reasonable and proper rent for premises demised or let by any member of the Charity,
 - (e) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability of any act or default of the Directors (or any of them) in relation to the Charity

MEMBERS

- 6. (1) The subscribers to the memorandum of association are the first members of the Charity
- (2) Membership is open to other individuals or organisations who
 - (a) apply to the Charity in the form required from time to time by the Directors, or
 - (b) who are recommended by existing members or the Administrator
- (3) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision to refuse the membership
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final and binding
- (4) Membership is not transferable and shall cease immediately on death, dissolution or on the failure of a member to comply or to continue to comply with any condition of membership set out in these Articles or any rules implemented from time to time pursuant to Article 58

(5) The Directors must keep at the Office a register of names and addresses of the members

LIABILITY OF MEMBERS

- 7 The liability of the members is limited to a sum not exceeding £10, being the amount each member undertakes to contribute to the assets of the Charity in the event of it being wound up while he is a member or within one year after he ceases to be a member, for
- (a) payment of the Charity's debts and liabilities incurred before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves

DUTIES OF MEMBERS

8. (1) The members shall be responsible for assessing, monitoring and maintaining standards relating to awards and qualifications in land-based industries and shall act on recommendations issued by City and Guilds. The members shall seek to promote and publicise the awards wherever possible and provide facilities to enable access to awards for any persons who may require them
- (2) Members shall appoint examiners and or assessors for awards and ensure that such examiners and assessors are regularly updated in accordance with the policies of the Directors from time to time

TERMINATION OF MEMBERSHIP

9. Membership is terminated if
- (1) the member dies or, if it is an organisation, ceases to exist,
 - (2) the member resigns by written notice to the Charity,
 - (3) any sum due from a member to the Charity from time to time is not paid in full within six months of it falling due,
 - (4) the member is removed from membership by way of a resolution of the Directors. A resolution to remove a member from membership by such means may only be passed if
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member has been allowed to make representations to the meeting of the Directors referred to in Article 4(a)

GENERAL MEETINGS

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

- (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 of the Charity

11. The following matters will be transacted at annual general meetings of the Charity

- (a) to receive and adopt the annual report,
- (b) to receive and adopt the statement of accounts,
- (c) to confirm members and Directors,
- (d) to approve the remuneration of the Administrator for the forthcoming 12 month period, and
- (e) to dispose of any other business which the Directors consider it appropriate or desirable to be dealt with at the annual general meeting in question

12 All general meetings, other than annual general meetings, shall be called extraordinary general meetings

13. The Directors may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the requisition of one tenth of the members pursuant to the provisions of the Act

14 Twenty-one clear days' notice in writing of every annual general meeting and of every meeting convened to pass a special resolution, and fourteen clear day's notice in writing of every other general meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given to such persons as are under these Articles or under the Act entitled to receive such notice from the Charity, but with the consent of all members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to give receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting

PROCEEDINGS AT GENERAL MEETINGS

16. (1) No business shall be transacted at any general meeting unless a quorum is present

- (2) A quorum is for these purposes
- (a) three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
 - (b) one tenth of the total membership of the Charity at the time whichever is the greater

(3) The authorised representative of a member organisation shall be counted in the quorum

17. (1) If

- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
- (b) during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Directors shall determine

(2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

18. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

- (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting

- (3) If there is only one Director present and willing to act, he shall chair the meeting

- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

19. (1) The members present in person or by proxy at a meeting of the members may resolve by ordinary resolution that the meeting shall be adjourned

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution

- (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

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

20. (1) Any vote at a meeting of the members 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

- (a) by the person chairing the meeting, or

- (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or

- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded

- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

- (4) A poll must be taken as the person who is chairing the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. In any event the poll must be taken within thirty days after it has been demanded
- (c) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (d) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

CONTENT AND DELIVERY OF PROXY NOTICES

- 21.** (1) Proxies may only validly be appointed by a notice in writing which
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine from time to time; and
 - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which the notice relates
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as
- (a) 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
 - (b) 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
- (5) 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 by or on behalf of that member
- (6) 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 member by whom or on whose behalf the proxy notice was given

- (7) 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
- (8) If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the member who executed it to execute it on the appointor's behalf

VOTES OF MEMBERS

- 22. Every member, whether an individual or an organisation, shall have one vote
- 23. 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
- 24. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the members
- (2) The member organisation must give written notice to the Charity of the name of its representative as the same may be appointed or replaced by the organisation from time to time. The representative may continue to represent the member organisation until written notice to the contrary is received by the Charity
- (3) Any notice given to the Charity as aforesaid will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the member organisation

WRITTEN RESOLUTIONS

- 25 (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
 - (a) a copy of the proposed resolution has been sent to every eligible member,
 - (b) 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
 - (c) it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date referred to in the notice
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) In the case of a member that is an organisation, an authorised representative of that organisation may signify its agreement to the resolution proposed to be passed by way of written resolution

ADMINISTRATOR

- 26 (1) The Directors shall appoint an Administrator and may replace the Administrator from time to time. Subject to the provisions of the Act the Administrator shall be appointed by the Directors for such

term and upon such conditions as they may think fit. The remuneration of the Administrator shall be reviewed and approved at each annual general meeting of the Charity unless the Directors otherwise determine from time to time.

- (2) The Administrator, who shall not be a member or Director of the Charity, shall be responsible for the administration of the Proficiency Testing Scheme, the organisation of proficiency tests and the day-to-day operations of the Charity generally subject to directions and authority conferred upon him from time to time by the Directors.
- (3) The Administrator shall be responsible for the circulation of relevant notes convening meetings of Directors and of the members and shall ensure that minutes of such meetings are kept and retained with the records of the Charity.
- (4) The Administrator shall be entitled to attend all meetings of the Directors and the members in an ex officio capacity but shall have no right to vote at any such meetings.
- (5) The members may invite any persons to attend their meetings as observer. Such persons shall be entitled, when invited to do so to express an opinion on the matters raised at any such meetings but shall not be entitled to vote thereat.

DIRECTORS

27. (1) A Director must be a natural person aged 16 years or older.

(2) No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 39.
28. The minimum number of Directors shall be three but shall not be subject to any maximum. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but if the number of Directors is less than the prescribed minimum at any stage the continuing Directors (or Director as the case may be) may only act for the purpose of filling vacancies in their number or calling a general meeting of the Charity.
29. The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
30. A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors held from time to time.

POWERS OF DIRECTORS

31. (1) The Directors 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 Act or the Articles.

(2) No alteration of the Articles or any resolution of the members from time to time shall have retrospective effect to invalidate any prior act of the Directors.

(3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

- (4) The Directors may delegate any of their powers to any committee consisting of one or more Directors or to the Administrator. Any such delegation may be made subject to any conditions that the Directors may impose and may be revoked or altered at any time.

RETIREMENT BY ROTATION

32. At the first annual general meeting of the Charity all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. For the avoidance of doubt Directors retiring by rotation in the manner prescribed in this Article 32 shall be eligible for re-election.
33. The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

APPOINTMENT OF DIRECTORS

34. The Charity may by an ordinary resolution of its members
- (a) appoint a person who is willing to act to be a Director, and
 - (b) determine the rotation in which any additional Directors are to retire pursuant to Article 32.
35. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless
- (1) he is recommended for re-election by the Directors, or
 - (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
 - (a) is signed by a member entitled to vote at the meeting,
 - (b) states the member's intention to propose the appointment of a person as a Director,
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his willingness to be appointed.
36. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
37. (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting but shall be available (unless he declares otherwise) for re-election.
38. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors from time to time.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

39. A Director shall cease to hold office if he

- (a) ceases to be a Director by virtue of any provision of the Act or is otherwise prohibited by law from being a Director,
- (b) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions),
- (c) ceases to be a member of the Charity,
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (e) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
- (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his office be vacated

40. For so long as they are appointed as such the Directors must not be paid any remuneration or receive any other benefit from the Charity unless such benefit is permitted by virtue of Article 5

PROCEEDINGS OF DIRECTORS

41. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles and, to the extent applicable, the Act

(2) Any Director may call a meeting of the Directors

(3) The Administrator must call a meeting of the Directors if requested to do so by a Director

(4) Questions arising at a meeting of the Directors shall be decided by a majority of votes

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

42. (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. Present includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants

(2) The quorum shall be three directors or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors

(3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

43. The Directors may invite persons to attend their meetings as observers. Such persons shall be entitled, when invited to do so, to express an opinion on the issues raised at any such meetings but shall not be entitled to vote thereat.
44. (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him by the Directors.
45. (1) A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

DECLARATION OF DIRECTORS' INTERESTS

46. A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTERESTS

47. (1) If a conflict of interests arises for a Director because of 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 unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting, and
- (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

SEAL

48. If the Charity has a seal it must only be used with the authority of the Directors or of a committee of Directors authorised by the Directors or by the Administrator when authorised to do so by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Administrator or by a second Director.

MINUTES

49. The Directors shall ensure that minutes are taken and retained in respect of all
- (1) appointments of officers (including Directors and Administrator) made by the Directors from time to time,
 - (2) proceedings at general meetings convened and held from time to time,
 - (3) meetings of the Directors and committees of Directors including
 - (a) the names of the Directors present at the meeting, and
 - (b) the decisions made at the meetings

ACCOUNTS

50. The Directors shall cause accounting records of the Charity to be kept in accordance with the Act and any regulations made pursuant thereto from time to time. Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an appropriately qualified and insured accountant external to the Charity. The identity and fees of such accountant shall be approved by the members at each annual general meeting of the Charity.

ANNUAL REPORT AND RETURN

51. (1) The Directors must comply with the requirements of the Charities Act 2011 with regard to the
- (a) transmission of a copy of the annual statements of account to the Commission,
 - (b) preparation of an annual report and the transmission of a copy of it to the Commission, and
 - (c) preparation of an annual return and its transmission to the Commission
- (2) The Directors must notify the Commission promptly of any changes to the Charity's duly appointed officers by means of a suitable entry on the Central Register of Charities.

MEANS OF COMMUNICATION TO BE USED

52. (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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

53. Any notice to be given to or by any person pursuant to the Articles must be in writing

54. (1) The Charity may give any notice to a member

- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the member at his address, or
- (c) by leaving it at the address of the member, or

(2) 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

55. 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

56. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

(2) In accordance with section 1147 of the Act notice shall be deemed to be given 48 hours after the envelope containing it was posted

INDEMNITY

57. The Charity shall indemnify a relevant Director 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. In this article a 'relevant director' means any Director or former Director of the Charity

RULES

58. (1) The Directors 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

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

- (a) 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,
- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers as the same may be constituted from time to time,
- (c) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by the Articles, and
- (d) generally, all such matters as are commonly the subject matter of company rules

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

- (4) The Directors may adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- (5) The rules or 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

DISSOLUTION

59. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways
- (a) directly for the objects as prescribed from time to time, or
 - (b) by transfer to any charity or charities for purposes similar to the objects of the Charity, or
 - (c) to any charity or charities for use for particular purposes that fall within the objects of the Charity
- (2) Subject to any such resolution of the members of the charity, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred
- (a) directly for the objects as prescribed from time to time, or
 - (b) by transfer to any charity or charities for purposes similar to the objects of the Charity, or
 - (c) to any charity or charities for use for particular purposes that fall within the objects of the Charity
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no resolution in accordance with Article 59(1) or 59(2) is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Commission