

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To convert from a private limited company to a community interest company

Part A

Enter details of existing private limited company

Company name Gower Power Community Co-operative

Company number 08586218

Company type Company limited by guarantee

At a general meeting of the above company, duly convened and held at
The Bahram Centre, Parkmill, Swansea SA3 2EQ

On the following date 22nd February, 2015

The following three resolutions listed in Part B were passed as special resolutions

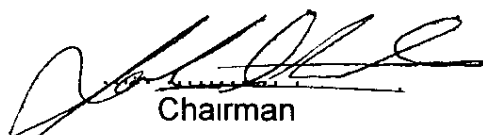
Part B

Enter details of proposed community interest company

RESOLUTION

That the following shall be added to the articles of association

- (1) The company name shall be changed to
Gower Power Co-op C I C.
- (2) The company shall be a community interest company
- (3) The articles of association shall be altered so as to comply with requirements in connection with becoming a community interest company
The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies


Chairman

Version 1 0 28/2/2012

FRIDAY



A11 13/03/2015 #304
COMPANIES HOUSE
A35 27/02/2015 #375
COMPANIES HOUSE

22 FEB 2015
Date

NOTES

- (1) On the formalities required when an existing company becomes a CIC, see generally section 37 of the Companies (Audit, Investigations and Community Enterprise Act) 2004 and Chapters 4.2, 5.1 and 5.3 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk)
- (2) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (3) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". In addition, section 32 of the Act, and regulations made under it (see Part 3 of, and Schedules 1 to 3 to, the Community Interest Company Regulations 2005) prescribe that certain provisions relating to the governance of the company, and transfers of its assets (the "prescribed provisions"), must be included in CICs' articles.
- (4) The precedent resolution complies with all these requirements. You may also want to make other changes. Broadly speaking, any provision of the company's articles can be changed by special resolution or notice of change of name by resolution, as appropriate. However, there are certain exceptions to this:
 - (i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland, and
 - (iii) any clause which the articles state is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.
- (5) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the articles as a result of section 32 and the Regulations, the resolution will simply substitute a complete new form of memorandum and articles which includes all the changes. If, instead, you wish to introduce the prescribed provisions required by the Regulations (see note 3 above) piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the articles as altered by any special resolution. It is an offence not to do so (see section 34 of the Companies Act 2006).

The Companies Act 2006

Community Interest Company Limited by Guarantee

Memorandum of Association

of

Gower Power Co-op C.I.C.

The Companies Act 2006
Community Interest Company Limited by Guarantee

Memorandum of Association

of

Gower Power Co-op C.I C

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

Authentication by each subscriber

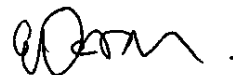
Ant Flanagan



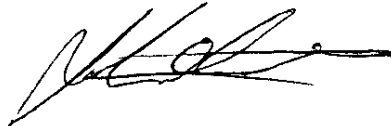
Chris Small

C.S. 

Eleanor Norton



John Whiten



Dated [25/02/15]

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION OF

Gower Power Co-op CIC

PRELIMINARY

- 1 The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail

INTERPRETATION

- 2 In these Articles:-
 - "the Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force.
 - "the area" means Wales
 - "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
 - "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company
 - "executed" includes any mode of execution
 - "the secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
- 3 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company

COMMUNITY INTEREST COMPANY

- 4 The Company is to be a community interest company.

OBJECTS AND ASSETS OF THE COMPANY

5 The objects of the Company shall be to:

- Carry out any entrepreneurial activity that leads to greater social, economic and environmental resilience and sustainability; whilst ensuring the representation and continued engagement of key stakeholders.
- Develop new and existing ideas, secure finance for, and create new and develop existing businesses to carry out the above.
- Develop and manage new and effective mechanisms of exchange, namely complimentary currencies that are designed for purpose.
- Create and improve quality standards, setting benchmarks in community development that are based the principles of ecological economics; thereby leading progression to a Steady State economy.
- Manage the 'Gower Power Co-op CIC' brand and market its ideology on behalf of its subsidiary businesses

Gower Power Co-op CIC will run as a Co-operative Community Interest Company.

The income and property of the Company shall be applied in accordance with the objects and powers of the Company and no portion shall be paid or transferred directly or indirectly to the members of the Company except by way of payment in good faith of reasonable and proper wages, and repayments (including loans) or expenses to any member or employee of the Company in return for any services actually rendered to the Company.

MEMBERSHIP

6. The subscribers to the Memorandum are the first members of the Company.
7. Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
8. No person shall be admitted a member of the Company unless he or she is approved by the Directors
9. Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her
10. The Board of Directors may admit to membership;
 - a) any person who has attained the age of eighteen years and who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability, or
 - b) any society, company, local authority or unincorporated association which is in

agreement with the objects of the Company,

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 14.

- 11 A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person
- 12 Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article
13. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.

CATEGORIES OF MEMBERSHIP

- 14 Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors,
 - a) Community Members shall be members who have an interest within the community of the Gower and surrounding areas and support the aims and objectives of the Company
 - b) Corporate Members shall be members admitted under Article 10(b)

REGISTER OF MEMBERS

- 15 The Company shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the register of members. Members shall inform the Secretary of change of address.

TERMINATION OF MEMBERSHIP

16. Membership is not transferable to anyone else

17. Membership is terminated if:
- 17.1 the member dies or ceases to exist;
 - 17.2 otherwise in accordance with the Articles;
 - 17.3 or a member shall cease to be a member immediately that he/she or it:
 - a) ceases to fulfil any of the qualifications for membership as specified by Article 10 and Article 14; or
 - b) resigns in writing to the Secretary and the resignation is accepted by the Board of Directors; or
 - c) is expelled by a Special Resolution carried in accordance with Article 34 at an Extraordinary General Meeting called to consider the matter; or
 - d) dies, if an individual person, or
 - e) is wound up or goes into liquidation, if a corporate body or association
18. The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.

GENERAL MEETINGS

19. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it.
20. The business of an Annual General Meeting shall include,
- 20.1 The receipt of the reports of the Chairperson and Board of Directors of the Company;
 - 20.2 the consideration of audited accounts (if any) presented by the Board of Directors,
 - 20.3 the election of the Board of Directors;
 - 20.4 the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors,
 - 20.5 a decision on the application of any profits;
 - 20.6 the appointment and the fixing of the remuneration of the Auditors (if any)
 - 20.7 the election of the executive officers
- All other business transacted at an Annual General Meeting shall be deemed Special

21. Ordinary General Meetings of the Company shall be held at annual intervals. But the Company in General Meeting may decide to hold a General Meeting more or less frequently.
22. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or the members may convene an Extraordinary General Meeting as provided by section 303 of the Act

NOTICES

23. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 34 shall be called by giving at least twenty-one clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained
24. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post to them or their registered office or any address given by them for this purpose within the United Kingdom.
25. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified
26. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Notices may be sent by electronic communication, in accordance with the Act
27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

PROCEEDINGS AND VOTING AT GENERAL MEETINGS

28. A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
29. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting
30. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. Three members or if greater, one third of the membership, entitled to vote for the time being shall be the quorum
31. If within half an hour from the time appointed for the meeting a quorum is not

present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

32. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
33. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice
34. Decisions at General Meetings shall be made by passing resolutions:
 - a. Decisions involving an alteration to Articles 69, 72, and 80 and this Article 34(a) shall require the unanimous vote of all the members of the Company at an Extraordinary General Meeting testified by their signatures.
 - b. The decisions involving an alteration to the Articles of Association, other than those specified and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Company present and voting at an Extraordinary General Meeting
 - c. All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise
35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by -
 - a) the Chairperson, or
 - b) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
36. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without

proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

37. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
38. Votes may be given personally or by proxy appointed by the member.
39. Each member or proxy shall have one vote. A proxy has a right to speak at a General Meeting. In the case of an equality of votes the Chair shall not have a second or casting vote.
40. Written resolutions of the members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

BOARD OF DIRECTORS

41. The business of the Company shall be managed by a Board of Directors which shall be accountable to the members.
42. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve for one year. At the first Annual General Meeting following this period one third of the Directors shall retire and may offer themselves for re-election.
43. One Third of the Board of Directors, being those directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Company. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
44. Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Company.
45. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than three and not more than nine.
46. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Company, provided that the maximum number prescribed in Articles 45 is not exceeded and that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-

option but shall be eligible to be re-appointed thereafter

PROCEEDINGS OF THE BOARD OF DIRECTORS

47. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.
48. In the case of an equality of votes the Chairperson shall not have a second or casting vote.
49. Questions arising at a Directors' meeting shall be decided by a majority of votes
50. In all proceedings of Directors each Director must not have more than one vote
51. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
52. The quorum necessary for the transaction of business of the Board of Directors shall be three directors
53. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 45, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
54. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
55. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such minutes shall be open to inspection by any member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
56. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

POWERS OF THE BOARD OF DIRECTORS

57. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the Company and as are not by the Act or by these Articles required to be

exercised or done by the Company in General Meeting

58. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made
59. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party
60. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
61. The Directors of the Company, will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

62. The office of a director shall be immediately vacated if he/she.
 - a. ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or
 - b. becomes bankrupt or make any arrangement or composition with their creditors generally, or
 - c. is, or may be, suffering from mental disorder and either,
 - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
 - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
 - d. resigns their office by notice to the Company; or
 - e. shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
 - f. is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act

REMUNERATION OF DIRECTORS

63. Any remuneration of Directors shall only be in respect of services actually rendered to the Company including the payment of fair and proper wages in the case of Directors employed by the Company. Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company.

SECRETARY AND OTHER EXECUTIVE OFFICERS

- 64 Subject to the provisions of the Act, the secretary and other executive officers shall be appointed by the Members for such term, at such remuneration and upon such conditions as they may think fit, and any secretary or executive officer so appointed may be removed by them.

ACCOUNTS

- 65 The Board of Directors shall cause proper books of account to be kept with respect to:
- a All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
 - b. All sales and purchases of goods and/or services by the Company, and
 - c. The assets and liabilities of the Company.
- 66 Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
67. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting
68. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute

APPLICATION OF SURPLUS

- 69 The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting.
- a to create a general reserve for the continuation and development of the Company,
 - b to make a payment for social and charitable purposes

RULES OR BYE LAWS

70. The Board of Directors may from time to time make such Rules or Bye Laws as

they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.

INDEMNITY

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

DISSOLUTION

72. In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the members but shall be transferred in the furtherance of the Objects to any organisation having objects similar to or compatible with the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Article 5 above as may be determined by a General Meeting, or in so far as the assets are not transferred, shall be held for charitable purposes.

ASSET LOCK

73. The Company shall not transfer any of its assets other than for full consideration.
74. Provided the conditions in Article 72 are satisfied, Article 74 shall not apply to
- a) the transfer of assets to any specified asset-locked body,
 - b) or (with the consent of the Regulator) to any other asset-locked body;
 - c) and the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.
75. The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out

elsewhere in the Memorandum and Articles of the Company.

AMENDMENT TO ARTICLES

- 76 The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 34 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

SOCIAL AUDIT

- 77 A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.

LIMITED LIABILITY

- 78 The liability of the members is limited.
79. Every member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a member, in the event of the same being wound up while they are a member or within one year after they cease to be a member.

ENTRENCHMENT

80. Articles in the Articles of Association except for 34(a), 69, 72, and this article 80 may be altered by Special Resolution which is hereby defined as one passed by a majority of not less than three-fourths of the membership voting in person at an Extraordinary General Meeting. Articles 34(a), 69, 72, and this article 80 are entrenched in accordance with section 22 of the Act and may be altered only with the unanimous consent of the members.

We the persons whose names, addresses and signatures are subscribed wish to form a company pursuant to these Articles of Association:

Name	<u>CHRIS SMALL</u>	Signature	<u>C Small</u>
Name	<u>John Whitten</u>	Signature	<u>[Signature]</u>
Name	<u>Eleanor Norton</u>	Signature	<u>[Signature]</u>
Name	<u>ANTHONY FRANKLIN</u>	Signature	<u>[Signature]</u>

Dated this _____ day of _____

CIC 37**Declarations on Conversion to a
Community Interest Company¹**

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

Company Number

08586218

Company Name in full

Gower Power Community Co-operative

**Proposed Company
Name in full**

Gower Power Co-op C.I.C

C.I.C

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

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

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

Anyone within the community of the Gower Peninsula and the surrounding areas that support the aims and objectives of the Company

COMPANY NUMBER**08586218****SECTION B: Community Interest Statement – Activities & Related Benefit**

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

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
Carry out any entrepreneurial activity that leads to greater social, economic and environmental resilience and sustainability. This includes the following, but the list is not exclusive: - developing renewable energy projects - developing community supported agriculture schemes - develop ecological housing projects	The community will become more resilient The community will benefit from cleaner energy, better food and healthier lifestyles The community will take active ownership of the future and become more socially entrepreneurial and ecologically aware The community will have better access to essential resources
Engaging members and the wider community in fundraising activity, whether through community shares, bonds, crowdfunding or any other suitable fundraising activity to help to develop ideas and projects	The community will become actively involved in creating and receiving social and financial return The community members will become active citizens
If the company makes any surplus it will be used for ⁴ Furthering the objects of the company or from time to time donating to member organisations and projects that aim to achieve the similar goals	

(Please continue on separate sheet if necessary.)

CIC36/CIC37

Continuation Sheet

COMPANY NAME 08586218

SECTION B: COMPANY ACTIVITIES – CONTINUATION SHEET

Please indicate how it is proposed that the company's activities will benefit the community (or a section of the community). Please provide as much detail as possible to enable the Regulator to make a properly informed decision about whether your company is eligible to be a community interest company. We would find it useful if you brought out how you think your company will be different from a commercial company providing similar services or products for individual, personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
Develop and manage new and effective mechanisms of exchange, namely complimentary currencies that are designed for purpose.	The community will become more resilient There will be more solidarity within the community and more mutual support networks Community members will become more socially and ecologically aware Community members will become better off economically
Deliver biodiversity measures	Biodiversity decline will be reversed Community members will become more ecologically aware and sensitive

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
Facilitate local ownership of local assets and facilitate community development	<p>The community will become more resilient</p> <p>The community will have more control of natural resources and other assets</p> <p>Communities will become more integrated with each other and their surroundings</p>
Build awareness and educate members and the wider community about ecological economics, the Steady State and associated ideologies	Communities will learn that they can live in symbiosis with surrounding ecosystems and ultimately live and healthier, happier and more fulfilling lives

If the company makes any surplus it will be used for
Furthering the objects of the company or from time to time donating to member
organisations and projects that aim to achieve the similar goals

COMPANY NUMBER

08586218

SECTION C: Declarations on conversion to a community interest company

Declaration 1

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

(a) cannot be an incorporated charity and a community interest company^v

AND;

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

Declaration 2

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

(a) a political party;

(b) a political campaigning organisation; or

(c) a subsidiary of a political party or of a political campaigning organisation.^{vi}

**SECTION D:
SIGNATORIES**

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

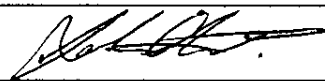
Signed

CSmaw

Date

25/02/2015

Signed



Date

25/02/2015

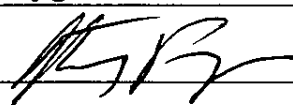
Signed



Date

25/2/2015

Signed



Date

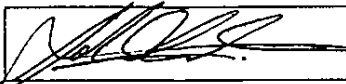
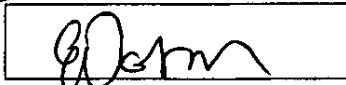
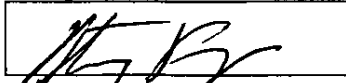

25/2/2015

Signed

Date

Signed

Date

Signed		Date	25 Feb 2015
Signed		Date	25/2/15
Signed		Date	25/2/15
Signed		Date	

(Please continue on separate sheet if necessary.)

COMPANY NUMBER 08586218

CHECKLIST

Have the first directors signed the CIC37?

This form must be accompanied by the following documents:

- (a) Special resolution stating the company should become a community interest company. ✓
- (b) To make such alterations of the articles of association as it considers necessary to comply with the requirements imposed by and by virtue of section 32 or otherwise appropriate in connection with becoming a community interest company, and ✓
- (c) To change the company's name to include one of the following designates, community interest company/ c i c. / community interest public company/ community interest p.l c or the Welsh equivalent. ✓
- (d) Form NM01- Notice of change of name ✓
- (e) A printed copy of the articles of the company as altered by the special resolutions ✓
- (f) Any completed continuation sheets ✓
- (g) A cheque for £25 made payable to Companies House

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

Ant Flanagan	
Tel 01792 371401 or	
DX Number	DX Exchange
	0782 4860803

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

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

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



Certificate of Incorporation on becoming a Community Interest Company

Company No. 8586218

The Registrar of Companies for England and Wales hereby
certifies that under the companies Act 2006:

GOWER POWER COMMUNITY CO-OPERATIVE

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

GOWER POWER CO-OP C.I.C.

Given at Companies House on **19th March 2015**



Companies House



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