



FILE COPY

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

Company Number **9062455**

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

BRISTOL GREEN CAPITAL PARTNERSHIP CIC

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



N09062455I

Given at Companies House on **29th May 2014**.



Companies House



IN01

Application to register a company



Companies House

956090/35

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. To do
this, please use form LL IN01

FRIDAY



A38I8Z7E

A15

23/05/2014

#120

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

Bristol Green Capital Partnership CIC

For official use

9062455

→ Filing 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

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Application to register a company

A5

Situation of registered office ①

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

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

① Registered office

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

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

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

A6

Registered office address ②

Please give the registered office address of your company

Building name/number c/o Smith & Williamson, Portwall Place

Street Portwall Lane

Post town Bristol

County/Region

Postcode B S 1 6 N A

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*	
Full forename(s)	
Surname	
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	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

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

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of 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	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

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*	Mrs
Full forename(s)	Elizabeth
Surname	Zeidler
Former name(s)②	Nash
Country/State of residence③	UK
Nationality	British
Date of birth	d1 d3 m1 m2 y1 y9 y6 y8
Business occupation (if any)④	Chanty 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	
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	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div>  <div style="margin-left: 20px;">X</div> </div>

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*	Miss	
Full forename(s)	Nina Danielle	
Surname	Skubala	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	<div> <div>d0</div> <div>d4</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y8</div> <div>y1</div> </div>	
Business occupation (if any) ④	Business Network Manager	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.


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

D2	Director's service address 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	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
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	<div> <div>Signature</div> <div>X </div> <div>X</div> </div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①		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.
	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	<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			
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		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)
	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			
E4	Non-EEA companies		③ 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
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ③			
If applicable, the registration number			
E5	Signature ④		④ Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

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

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

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

F3 Totals

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

Total number of shares

Total aggregate nominal value ③

③ Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

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

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

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

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

Class of share

Prescribed particulars

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

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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. <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

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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	Elizabeth
Surname ①	Zeidler
Address ②	128 Cotham Brow
	Bristol
Postcode	B S 6 6 A E
Amount guaranteed ③	One pound

Subscriber's details

Forename(s) ①	Nina Danielle
Surname ①	Skubala
Address ②	Flat 4 Abi Clay Court
	1 Sevier Street, Bristol
Postcode	B S 2 9 Q S
Amount guaranteed ③	One pound

Subscriber's details

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

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Application to register a company

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

Subscriber's details

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

① Name

Please use capital letters

② Address

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

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

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

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)



H1

Statement of compliance delivered by the subscribers ^①

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

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

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

Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X 	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
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 **David Hunter**

Company name **Bates Wells & Braithwaite London**

LLP

Address **26 Cannon Street**

Post town **London**

County/Region

Postcode **E C 4 M 6 Y H**

Country

DX **42609 Chesyside 1**

Telephone **0207 551 7684**

**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

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


The Companies Act 2006
Community Interest Company Limited by Guarantee
Memorandum of Association
of
Bristol Green Capital Partnership CIC

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

Elizabeth Zeidler

 . 21/5/14.

Nina Skubala

 21-5-14

Dated 25 May 2014

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association
of
Bristol Green Capital Partnership CIC

(CIC Limited by Guarantee, Schedule 1, Large Membership)

Bates Wells & Braithwaite London LLP
2-6 Cannon Street
London EC4M 6YH
(Telephone: 020 7551 7777)
www.bwbllp.com
015201/0004/001241291

The Companies Act 2006

Community Interest Company Limited by Guarantee

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The Companies Act 2006
Articles of Association
of
Bristol Green Capital Partnership CIC

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company

3. Asset Lock

3 1 The Company shall not transfer any of its assets other than for full consideration

3 2 Provided the conditions in Article 3 3 are satisfied, Article 3 1 shall not apply to

3 2 1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and

3 2 2 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

3 3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company

3 4 If

3 4 1 the Company is wound up under the Insolvency Act 1986, and

3 4 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3 5 below.

3 5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3 2 and 3 4

Name Quartet Community Foundation

Charity Registration Number (if applicable) 1080418

Company Registration Number (if applicable) 039981052

Registered Office Royal Oak House, Royal Oak Avenue, Bristol BS1 4GB

4. Not for profit

The Company is not established or conducted for private gain any profits or assets are used principally for the benefit of the community

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular to facilitate, co-ordinate, promote and support (by financial means or otherwise) the activities of individuals, businesses, organisations and communities that, in themselves or collectively, further the vision of a low carbon city with a high quality of life for all. This shall include (without limitation).

To promote sustainable development for the benefit of the public by

- (a) the preservation, conservation and the protection of the environment and the prudent use of resources,
- (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities,
- (c) the promotion of sustainable means of achieving prosperity and regeneration

To advance the education of the public in subjects relating to sustainable development and the protection, enhancement and rehabilitation of the environment and to promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

7. Liability of members

- 7.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

7.1.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,

7.1.2 payment of the costs, charges and expenses of winding up, and

7.1 3 adjustment of the rights of the contributories among themselves

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

9. Members' reserve power

9 1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9 2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

10. Chair and Vice Chair

10 1 The Chair and Vice Chair shall be elected on an annual basis by a vote among all those individuals and organisations that have committed to the Partnership Pledge on the Company's website on the date four weeks prior to such election

10 2 An elected Chair and Vice Chair may serve in office for a maximum term of two years and may stand again for election if out of office for at least twelve months

10 3 The Chair and Vice Chair shall be Directors whilst serving their term of office as Chair or Vice Chair

10 4 The position of Chair and/ or Vice Chair may be held jointly by two individuals, if elected on that basis. Only one of those individuals may exercise the vote of the Chair or Vice Chair (as appropriate) on any one occasion

11. Directors may delegate

11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles

11 1 1 to such person or committee,

11 1 2 by such means (including by power of attorney);

11 1 3 to such an extent,

11.1 4 in relation to such matters or territories, and

11 1 5 on such terms and conditions,

as they think fit

11 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

12. Committees

12 1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors

12 2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19

14. Calling a Directors' meeting

14 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

14 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

14 2.1 all the Directors agree; or

14.2 2 urgent circumstances require shorter notice

14 3 Notice of Directors' meetings must be given to each Director

14 4 Every notice calling a Directors' meeting must specify

14 4 1 the place, day and time of the meeting, and

14 4 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

14.5 Notice of Directors' meetings need not be in Writing

14 6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Directors' meetings

15 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15.1.1 the meeting has been called and takes place in accordance with the Articles;
and

15.1.2 they can each communicate to the others any information or opinions they
have on any particular item of the business of the meeting

15.2 In determining whether Directors are participating in a Directors' meeting, it is
irrelevant where any Director is or how they communicate with each other

15.3 If all the Directors participating in a meeting are not in the same place, they may
decide that the meeting is to be treated as taking place wherever any of them is

16. Quorum for Directors' meetings

16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted
on, except a proposal to call another meeting

16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of
the Directors, but it must never be less than two, and unless otherwise fixed it is two
or one-third of the total number of Directors, whichever is the greater

16.3 If the total number of Directors for the time being is less than the quorum required,
the Directors must not take any decision other than a decision

16.3.1 to appoint further Directors, or

16.3.2 to call a general meeting so as to enable the members to appoint further
Directors

17. Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the
Directors present shall preside as chair of each Directors' meeting

18. Decision making at meetings

18.1 Questions arising at a Directors' meeting shall be decided by a majority of votes

18.2 In all proceedings of Directors each Director must not have more than one vote

18.3 Notwithstanding Articles 18.1 and 18.2, in case of an equality of votes, the Chair shall
have a second or casting vote

19. Decisions without a meeting

19.1 The Directors may take a unanimous decision without a Directors' meeting in
accordance with this Article by indicating to each other by any means, including
without limitation by Electronic Means, that they share a common view on a matter.
Such a decision may, but need not, take the form of a resolution in Writing, copies of
which have been signed by each Director or to which each Director has otherwise
indicated agreement in Writing

19 2 A decision which is made in accordance with Article 19 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

19 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

19 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 19 2,

19 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

19 2 4 the Recipient must prepare a minute of the decision in accordance with Article 47

20. Conflicts of interest

20 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

20 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

20 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must

20 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

20 3 2 not be counted in the quorum for that part of the meeting, and

20.3 3 withdraw during the vote and have no vote on the matter

20 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

21. Directors' power to authorise a conflict of interest

21 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

21 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20 3,

- 21 1 2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum, and
- 21 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation
- 21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed
- 21 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21 1 (subject to any limits or conditions to which such approval was subject)

22. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared

APPOINTMENT AND RETIREMENT OF DIRECTORS

23. Methods of appointing Directors

- 23.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors The total number of Directors in office at any time (including the Chair and Vice Chair) shall not exceed eight
- 23 2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director
- 23 2 1 by ordinary resolution,
- 23 2 2 by a decision of the Directors, or
- 23 2 3 by virtue of being elected as Chair or Vice Chair
- 23 3 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member
- 23 4 For the purposes of Article 23 3, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

24. Termination of Director's appointment

24 1 A person ceases to be a Director as soon as

24 1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law,

24 1.2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

24 1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

24 1.4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,

24 1.5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect),

24 1.6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason,

24 1.7 (in respect of the Chair or Vice Chair only) their term of office ceases or terminates for other reason);

24 1.8 as a result of the operation of Article 54, or

24 1.9 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views

25. Directors' remuneration

25.1 Directors may undertake any services for the Company that the Directors decide

25 2 Directors are entitled to such remuneration as the members approve by ordinary resolution

25 2.1 for their services to the Company as Directors, and

25 2.2 for any other service which they undertake for the Company

25 3 Subject to the Articles, a Director's remuneration may

25 3.1 take any form, and

25 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

25 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

25 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

26. Directors' expenses

26 1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

26 1 1 meetings of Directors or committees of Directors,

26 1 2 general meetings, or

26 1 3 separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company only where the principle of such payment has been approved by an ordinary resolution of the members

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Becoming a member

27 1 The subscribers to the Memorandum are the first members of the Company.

27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

27 3 No person shall be admitted a member of the Company unless he or she is approved by the Directors

27 4 The members of the Company shall be the chairs of the Action Groups in existence from time to time, chosen by the members of the respective Action Groups, together with the Chair and Vice Chair

27 5 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.

28. Termination of membership

28 1 Membership is not transferable to anyone else

28 2 Membership is terminated if

28 2 1 the member dies or ceases to exist,

28 2 2 otherwise in accordance with the Articles, or

28 2 3 the member gives at least seven Clear Days' notice in Writing to the Company of his, her or its intention to withdraw,

28 2 4 the member ceases to be chair of an Action Group, or the Chair or Vice Chair, or

28 2 5 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her

ORGANISATION OF GENERAL MEETINGS

29. General meetings

29 1 The Directors may call a general meeting at any time

29 2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

30. Length of notice

30 1 All general meetings must be called by either

30 1 1 at least 14 Clear Days' notice, or

30 1 2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting

31. Contents of notice

31 1 Every notice calling a general meeting must specify the place, day and time of the meeting, and the general nature of the business to be transacted

31 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution

- 31 3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting

32. Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company

33. Attendance and speaking at general meetings

- 33 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

- 33 2 A person is able to exercise the right to vote at a general meeting when

33 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

33 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

- 33 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

- 33 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

- 33 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

34. Quorum for general meetings

- 34 1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present

- 34.2 Six persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly Authorised Representative of a member); or 50% of the total membership (represented in person or by proxy or by Authorised Representative), whichever is greater, shall be a quorum

- 34 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place 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 those present and entitled to vote shall be a quorum

35. Chairing general meetings

- 35 1 The Chair or in his or her absence the Vice Chair or some other Director nominated by the Directors will preside as chair of every general meeting
- 35 2 If neither the Chair, Vice Chair, nor such other Director nominated in accordance with Article 35 1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting
- 35 3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting

36. Attendance and speaking by Directors and non-members

- 36 1 A Director may, even if not a member, attend and speak at any general meeting
- 36 2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

37. Adjournment

- 37 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
 - 37 1 1 the meeting consents to an adjournment, or
 - 37 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 37 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 37 3 When adjourning a general meeting, the chair of the meeting must
 - 37 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - 37 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 37 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it
 - 37 4 1 to the same persons to whom notice of the Company's general meetings is required to be given; and

- 37 4 2 containing the same information which such notice is required to contain
- 37 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38. Voting: general

- 38 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 38 2 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
- 38 3 Article 38 2 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company

39. Votes

- 39.1 On a vote on a resolution on a show of hands at a meeting every person present in person (who is a member, proxy or Authorised Representative of a member) shall have one vote provided that if such person attends the meeting in more than one capacity, he or she is not entitled to cast more than one vote
- 39 2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy or Authorised Representative shall have one vote
- 39 3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have
- 39.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.
- 39.5 The following provisions apply to any organisation that is a member ("a Member Organisation")
- 39 5 1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company,
- 39 5 2 the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary,

- 39 5 3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company,
- 39 5 4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation;
- 39 5 5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member,
- 39 5 6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting, and
- 39 5 7 the power to appoint an Authorised Representative under this Article 39 5 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a proxy or a corporate representative

40. Poll votes

- 40 1 A poll on a resolution may be demanded:
- 40 1 1 in advance of the general meeting where it is to be put to the vote, or
- 40 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 40.2 A poll may be demanded by.
- 40 2 1 the chair of the meeting;
- 40 2 2 the Directors,
- 40 2 3 two or more persons having the right to vote on the resolution,
- 40 2 4 any person, who, by virtue of being appointed proxy or Authorised Representative for one or more members having the right to vote at the meeting, holds two or more votes, or
- 40 2 5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- 40.3 A demand for a poll may be withdrawn if
- 40 3 1 the poll has not yet been taken, and

40 3 2 the chair of the meeting consents to the withdrawal

40 4 Polls must be taken immediately and in such manner as the chair of the meeting directs

41. Errors and disputes

41 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

41 2 Any such objection must be referred to the chair of the meeting whose decision is final

42. Content of proxy notices

42 1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which

42.1 1 states the name and address of the member appointing the proxy,

42 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

42 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and

42 1 4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

42 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

42 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

42 4 Unless a Proxy Notice indicates otherwise, it must be treated as

42 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

42 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

43. Delivery of proxy notices

43 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person

43 2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given

43 3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

44. Amendments to resolutions

44 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

44 1 1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

44 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

44 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

44 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

44 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

44 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS

45. Written resolutions

45 1 Subject to Article 45 3, a written resolution of the Company passed in accordance with this Article 45 shall have effect as if passed by the Company in general meeting

45 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members

45 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members
A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

45 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution

- 45 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 45 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- 45 5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 45 5 1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature
- 45 5 2 If the Document is sent to the Company in Electronic Form, it is authenticated if the identity of the member is confirmed in a manner specified by the Company or where no such manner has been specified by the Company if the communication contains or is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement
- 45.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 45 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

46. Means of communication to be used

46 1 Subject to the Articles

46 1 1 anything sent or supplied by or to the Company under the Articles, and

46 1 2 anything sent or supplied by the Company under the Companies Acts,

may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company (as the case may be)

46 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

46 3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

47. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice

48. Minutes

The Directors must cause minutes to be made in books kept for the purpose

- 48 1 of all appointments of officers made by the Directors,
- 48 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and
- 48 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

49. Records and accounts

- 49 1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of
 - 49 1 1 annual reports,
 - 49 1 2 annual returns, and
 - 49 1 3 annual statements of account

50. Indemnity

- 50 1 Subject to Article 50 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against
 - 50 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - 50 1 2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an

occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

50 1 3 any other liability incurred by that Director as an officer of the Company or an associated company

50.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

50 3 In this Article

50 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

50 3 2 a “relevant Director” means any Director or former Director of the Company or an associated company

51. Insurance

51 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

51 2 In this Article

51 2 1 a “relevant Director” means any Director or former Director of the Company or an associated company,

51 2 2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and

51 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

52. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded

53. Public meetings

The Company shall hold meetings on a quarterly basis to which members of the public and organisations are invited to hear about and contribute to discussion around the activities of the Company

54. Retirement of Directors by rotation

54 1 At least one third of the Directors (excluding the Chair and Vice Chair) must stand down annually. The members may or may not elect to reappoint them.

- 54.2 The Directors who stand down will be those Directors who have held office for the longest time (since their appointment, or last reappointment) The chair may decide, by drawing lots, who is to be treated as in office for the longest time, if more than one Director was appointed or reappointed on the same day

SCHEDULE

INTERPRETATION

Defined terms

- 1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

Term	Meaning
1.1 “Action Group”	a group formed to contribute to the aims and activities of the Company, which works with the other Action Groups and the Company and is recognised by the Company as such,
1.2 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1.3 “Articles”	the Company’s articles of association,
1.4 “Authorised Representative”	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 39,
1.5 “asset-locked body”	means (i) a community interest company, a charity ¹ or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
1.6 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
1.7 “Chair”	has the meaning given in Article 10,
1.8 “chair of the meeting”	has the meaning given in Article 35;
1.9 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1.10 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
1.11 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit)

Investigations and Community Enterprise) Act 2004,

- 1.12 “Companies Acts”** means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,
- 1.13 “Company”** Bristol Green Capital Partnership CIC [Community Interest Company/C I C],
- 1.14 “Conflict of Interest”** any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company,
- 1.15 “Director”** a director of the Company, and includes any person occupying the position of director, by whatever name called,
- 1.16 “Document”** includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
- 1.17 “Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
- 1.18 “Hard Copy Form”** has the meaning given to it in the Companies Act 2006;
- 1.19 “Memorandum”** the Company’s memorandum of association;
- 1.20 “paid”** means paid or credited as paid,
- 1.21 “participate”** in relation to a Directors’ meeting, has the meaning given in Article 15,
- 1.22 “Permitted Industrial and Provident Society”** an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
- 1.23 “Proxy Notice”** has the meaning given in Article 42,
- 1.24 “the Regulator”** means the Regulator of Community Interest Companies,
- 1.25 “Secretary”** the secretary of the Company (if any),

- 1.26 **“specified”** means specified in the memorandum and articles of association of the Company for the purposes of this paragraph,
- 1.27 **“subsidiary”** has the meaning given in section 1159 of the Companies Act 2006,
- 1.28 **“sustainable development”** personal and societal development which meets the needs of the present without compromising the ability of future generations to meet their own needs,
- 1.29 **“transfer”** includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property,
- 1.30 **“Vice Chair”** has the meaning given in Article 10, and
- 1.31 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
- 2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
- 3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company
-

CIC 36

Declarations on Formation of a Community Interest Company¹

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

Company Name in full

Bristol Green Capital Partnership CIC

Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

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

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

The people of the city region of Bristol and those who engage with the city region of Bristol in any capacity

COMPANY NAME

Bristol Green Capital Partnership CIC

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

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by)
SUPPORT the work of individuals, businesses, organisations and communities (together "Stakeholders") that contributes to a low carbon city with a high quality of life for all ("the Vision")	Greater engagement in the sustainable development of the city region and more capacity to deliver diverse solutions
Support the COLLABORATION and CONNECTION of Stakeholders so that they are aware of other related activities taking place within the city region which may be connected to their own projects, bringing Stakeholders together where there may be opportunities to collaborate and work collectively to support the Vision	Spreading of best practice, creation of collaborative models, and increased support to viable cross-sector solutions
If the company makes any surplus it will be used for If any surplus is generated, it will be used for the furtherance of the Company's objects	

(Please continue on separate sheet if necessary.)

CIC36/CIC37

Continuation Sheet

COMPANY NAME

Bristol Green Capital Partnership CIC

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? (The community will benefit by)
To promote the activities of Stakeholders so that across the city region of Bristol and beyond awareness is raised of those activities and projects and Stakeholders are encouraged and inspired to engage with those activities or initiate complementary ones	By providing greater support for, interest in and understanding of best practice in sustainable development across the city region
To EDUCATE to as widely as possible, and by any appropriate means available, on the values underpinning the Vision and the many ways it is possible to contribute towards its realisation	By educating individuals, communities and organisations in the challenges and solutions to achieving sustainable development in the city region and beyond

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>
To work closely with partner organisations to deliver a lasting legacy from Bristol's year as European Green Capital in 2015	The Bristol region and its communities will receive the support, resources and connections they need to ensure they achieve, or surpass their ambitious sustainable development targets by 2020 and beyond
If the company makes any surplus it will be used for	

COMPANY NAME

Bristol Green Capital Partnership CIC



SECTION C:

1. 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.⁴

SECTION D:

Each person who will be a first director of the company must sign the declarations.

Signed		Date	21/5/14
Signed		Date	21/5/14
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

CHECKLIST**Have the first directors signed the CIC36?**

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque for £35 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.

David Hunter	
Bates Wells & Braithwaite LLP	
2-6 Cannon Street	
London EC4M 6YH	Tel 020 7551 7684
DX Number 42609	DX Exchange Cheapside 1

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

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.