



FILE COPY

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

Company Number **9223473**

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

**CUMBRIA PRIMARY HEADTEACHERS'
ASSOCIATION**

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

Given at Companies House on **17th September 2014**



N09223473H



Companies House



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

IN01

Application to register a company

021328/40

Oyez

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

THU
FRI
SATURDAY



A10 13/09/2014 #8
COMPANIES HOUSE

A19 07/08/2014 #388
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

Cumbria Primary Headteachers' Association

For official use

9223473

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

1 Duplicate names

Duplicate names are not permitted
A list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions 2

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

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

2 Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

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

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

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

3 Name ending exemption

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

A4 Company type 4

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

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

4 Company type

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

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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

6

Street

Victoria Place

Post town

Carlisle

County/Region

Cumbria

Postcode

C A 1 1 E S

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

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 ³**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

3 Service address

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

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

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

B3**Signature ⁴**

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

Signature	<div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;"> <div style="font-size: 2em; margin-right: 10px;">X</div> <div style="font-size: 2em;">X</div> </div>
-----------	--

4 Signature

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

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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

Country

1 Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2

Location of the registry of the corporate body or firm

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

- ▶ Yes Complete Section C3 only
- ▶ No Complete Section C4 only

C3

EEA companies 2

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered 3

Registration number

2 EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered 4

Registration number

4 Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5

Signature 5

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

Signature

Signature

X

X

5 Signature

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

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Application to register a company

Director

D1

Director appointments ¹

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

Title*	Mr
Full forename(s)	Alistair Robert
Surname	Mason
Former name(s) ²	
Country/State of residence ³	United Kingdom
Nationality	British
Date of birth	d ¹ d ⁸ m ⁰ m ⁴ y ¹ y ⁹ y ⁸ y ⁸
Business occupation (if any) ⁴	Solicitor

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>Signature</div> <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

Director

D1

Director appointments 1

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

Title*	Mr
Full forename(s)	Richard Martin Vaughan
Surname	Jones
Former name(s) 2	
Country/State of residence 3	United Kingdom
Nationality	British
Date of birth	d1 d5 m0 m8 y1 y9 y5 y9
Business occupation (if any) 4	Solicitor

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 6

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	

6 Service address

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

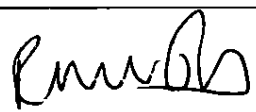
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

D3

Signature 8

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

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

8 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	
	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	<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		
	¹ Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? ► Yes Complete Section E3 only ► No Complete Section E4 only	
E3	EEA companies ²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ³		
Registration number		
	² 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)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		
	⁴ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
E5	Signature ⁵	
	I consent to act as director of the proposed company named in Section A1	
Signature	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 5px;"> Signature <div style="font-size: 2em; margin-top: 10px;">X</div> </div> <div style="border: 1px solid black; padding: 5px; width: 100px; height: 100px; display: flex; align-items: center; justify-content: center;"> <div style="font-size: 4em;">X</div> </div> </div>	
	⁵ Signature The person named above consents to act as corporate director of the proposed company	

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

- **Yes** Complete the sections below
 ► **No** Go to **Part 4 (Statement of guarantee)**

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

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

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

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

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

F3**Totals**

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

Total number of shares

Total aggregate
nominal value ⁽⁴⁾

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

⁽¹⁾ Including both the nominal value and any
 share premium

⁽³⁾ 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

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

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

Class of share

Prescribed particulars

1

1) Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

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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), andd 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	Richard Martin Vaughan
Surname ¹	Jones
Address ²	The Company's Registered Office 6 VICTORIA PLACE CARLISLE
Postcode	CA1 1 E S
Amount guaranteed ³	£1

Subscriber's details

Forename(s) ¹	Alistair Robert
Surname ¹	Mason
Address ²	The Company's Registered Office 6 VICTORIA PLACE CARLISLE
Postcode	CA1 1 E S
Amount guaranteed ³	£1

Subscriber's details

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

Application to register a company

Subscriber's details	
Forename(s) ¹	
Surname ¹	
Address ²	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Amount guaranteed ³	

- 11 Commerce #01-44 Elected Chief Executive Officer - Departmental Decisions/01/04/16

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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

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

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

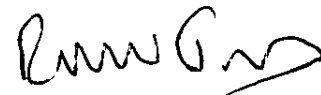


X

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	Burnetts Solicitors	
Building name/number	6 Victoria Place	
Street	Carlisle	
	Cumbria	
Post town		
County/Region		
Postcode	C A 1 1 E S	
Country		
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with		
Agent's signature	Signature X	X

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Application to register a company



Presenter information

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

Contact name

Company name

Burnetts Solicitors

Address

6 Victoria Place

Carlisle

Cumbria

Post town

County/Region

Postcode

C A 1 1 E S

Country

DX

DX 63005 CARLISLE

Telephone

01228 552222



Certificate

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below.

- ☐ At the registered office address (Given in Section A6)
☐ At the agent's 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

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**MEMORANDUM OF ASSOCIATION OF
CUMBRIA PRIMARY HEADTEACHERS' ASSOCIATION**

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

Richard Martin Vaughan Jones



Alistair Robert Mason



Dated 11 September 2014

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
CUMBRIA PRIMARY HEADTEACHERS' ASSOCIATION

PART 1

INTERPRETATION, LIMITATION OF LIABILITY AND APPLICATION OF INCOME AND PROPERTY

- 1 Defined terms
- 2 Liability of Members
- 3 Application of income and property

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

- 4 Directors' general authority
- 5 Members' reserve power
- 6 Directors may delegate
- 7 Committees

DECISION-MAKING BY DIRECTORS

- 8 Directors to take decisions collectively
- 9 Unanimous decisions
- 10 Calling a Directors' meeting
- 11 Participation in Directors' meetings
- 12 Quorum for Directors' meetings
- 13 Chairing of Directors' meetings
- 14 Casting vote
- 15 Conflicts of interest
- 16 Records of decisions to be kept

- 17 Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

- 18 Methods of appointing Directors
19 Termination of Director's appointment
20 Directors' remuneration
21 Directors' expenses

PART 3

MEMBERS

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1 1 In these Articles, unless the context requires otherwise

“Annual Subscription” means the annual subscription payable by each Member to the Company the amount of which, and the arrangement for payment, shall be as decided upon from time to time (on an annual basis) by the Directors,

“Articles” means the Company’s Articles of association,

“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,

“Chairperson” has the meaning given in Article 13,

“Chairperson of the meeting” has the meaning given in Article 26,

“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,

“Company” means Cumbria Primary Headteachers’ Association, the Company intended to be regulated by these Articles,

“Designated Area” means each of (i) West Cumbria, (ii) Barrow and South Lakeland, and (iii) Carlisle/East Cumbria (such are as being as defined (as at the incorporation of the Company) by Cumbria County Council),

“Director” means a director of the Company, and includes any person occupying the position of Director, by whatever name called,

“Document” includes, unless otherwise specified, any document sent or supplied in Electronic Form,

“Electronic Form” has the meaning given in section 1168 of the Companies Act 2006,

“Eligible” means (in the context of Membership) a person who is a Primary head teacher in a non-fee paying setting within Cumbria including Pupil Referral units with Primary school-aged pupils,

“Executive Committee” means the board of Directors,

“Member” has the meaning given in section 112 of the Companies Act 2006, and “Membership” shall be construed accordingly,

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006,

“Participate”, in relation to a Directors’ meeting, has the meaning given in Article 11,

"Proxy Notice" has the meaning given in Article 32,

"Special Resolution" has the meaning given in section 283 of the Companies Act 2006,

"Vice-Chairperson" means a person elected as such under Article 18 1 3 to co-ordinate and represent the Designated Area which he or she represents, and

"Writing" means 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

- 1 2 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

Objects

- 2 1 The Company's objects (Objects) are specifically limited to the following
- 2 1 1 To promote high-quality education for 3-11 year olds in Cumbria, and
 - 2 1 2 To support Primary Head Teachers in Cumbria in their leadership and management roles
 - 2 1 3 To facilitate the collaboration and communication of Primary Headteachers and their schools within Cumbria

Powers

- 2 2 The Company has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so In particular, the Company has power
- 2 3 to raise funds,
 - 2 4 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - 2 5 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company,
 - 2 6 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation,
 - 2 7 to co-operate with other companies, charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
 - 2 8 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes,

- 2 9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company,
- 2 10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 2 11 to employ and remunerate such staff as are necessary for carrying out the work of the Company The Company may employ or remunerate a director only to the extent it is permitted to do so by article 3 and provided it complies with the conditions in that article,
- 2 12 to
 - 2 12 1 Deposit or invest funds
 - 2 12 2 Employ a professional fund manager
 - 2 12 3 Arrange for the investment or other property of the Company to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- 2 13 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- 2 14 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a Company

Liability of Members

- 2 15 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 is a Member or within one year after he ceases to be a Member, for
 - 2 15 1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,
 - 2 15 2 payment of the costs, charges and expenses of winding up, and
 - 2 15 3 adjustment of the rights of the contributories among themselves

Application of income and Property

- 3 1 The income and property of the Company shall be applied solely towards the promotion of its objects, which shall include
 - 3 1 1 the promotion of high-quality education for 3-11 year olds in Cumbria, and

- 3 1 2 support for Primary Head Teachers in Cumbria in their leadership and management roles
- 3 2 A Director is entitled to be reimbursed from the property of the Company reasonable expenses properly incurred when acting on behalf of the Company as set out in Article 21
- 3 3 A Director may receive an indemnity from the Company in the circumstances specified in Article 41
- 3 4 A Director may benefit from insurance purchased at the Company's expense as set out in Article 41
- 3 5 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company This does not prevent any Member receiving reasonable and proper remuneration for any goods or services supplied to the Company

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

- 4 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

Members' reserve power

- 5 1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action
- 5 2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

Directors may delegate

- 6 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles
 - 6 1 1 to such person or committee,
 - 6 1 2 by such means (including by power of attorney),
 - 6 1 3 to such an extent,
 - 6 1 4 in relation to such matters or territories, and
 - 6 1 5 on such terms and conditions,

as they think fit

- 6 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
- 6 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

- 7 1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as possible on those provisions of the Articles which govern the taking of decisions by Directors
- 7 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

Directors to take decisions collectively

- 8 1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9
- 8 2 If at any time the Company only has one Director, and no provision of the Articles requires it to have more than one Director, the general rule does not apply, and the sole Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making

Unanimous decisions

- 9 1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter
- 9 2 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in Writing
- 9 3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting
- 9 4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting

Calling a Directors' meeting

- 10 1 The Chairperson shall convene meetings of the Directors on a half-termly basis

- 10 2 The Chairperson or any other Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Company secretary (if any) to give such notice
- 10 3 Notice of any Directors' meeting must indicate—
 - 10 3 1 its proposed date and time,
 - 10 3 2 where it is to take place, and
 - 10 3 3 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
- 10 4 Notice of a Directors' meeting must be given to each Director, but need not be in Writing
- 10 5 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

Participation in Directors' meetings

- 11 1 Subject to the Articles, Directors Participate in a Directors' meeting, or part of a Directors' meeting, when
 - 11 1 1 the meeting has been called and takes place in accordance with the Articles, and
 - 11 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
- 11 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
- 11 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

Quorum for Directors' meetings

- 12 1 At a Directors' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting
- 12 2 The quorum for Directors' meetings shall be eight
- 12 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
 - 12 3 1 to appoint further Directors, or

- 12 3 2 to call a general meeting so as to enable the Members to appoint further Directors

Chairing of Directors' meetings

- 13 1 The Chairperson shall chair meetings of the Directors
- 13 2 If the Chairperson is not Participating in a Directors' meeting within ten minutes of the time at which it was to start, the Participating Directors must appoint one of the Vice-Chairpersons or (if none are present) one of themselves to chair it

Voting at Directors Meetings

- 14 1 Each Director shall have one vote
- 14 2 If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting shall not have a casting vote

Conflicts of interest

- 15 1 Any Director (or any firm, company or organization of which the Director is a director, member or employee) may enter into a contract with the Company to supply goods and services in return for a payment or other material benefit but only if
- 15 1 1 the goods or services are actually required by the Company, and
- 15 1 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and the arrangements are approved in accordance with the procedure in Article 15 2
- 15 2 Whenever a Director has a personal interest whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the Directors or a committee, the Director concerned must declare an interest at or before discussion begins on the matter. Having declared his interest, then, unless the Directors resolve otherwise, the Director concerned shall
- 15 2 1 be counted in the quorum for the meeting, and
- 15 2 2 be entitled to participate in the discussions relating to the matter, and
- 15 2 3 be entitled to vote on the matter

Records of decisions to be kept

- 16 The Directors must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors

Directors' discretion to make further rules

- 17 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors

APPOINTMENT OF DIRECTORS

Methods of appointing and removing Directors

- 18 1 The Executive Committee shall be made up as follows
- 18 1 1 The Members in each Designated Area shall nominate (at meetings, held in such manner as the Designated Area in question shall from time to time consider fit five Directors. Each Director so appointed shall be nominated by a minimum of two Members and shall (subject to these Articles) serve a term of [three years] from his or her appointment. Any such term may be extended (if the Directors so resolve) if there is no nomination to replace the Director in question at the end of his or her term of office. (For the avoidance of doubt a Director may be appointed to consecutive terms of office),
 - 18 1 2 The Chairperson shall be elected for a period of two years (or such other period as the Executive Committee may from time to time stipulate) by the Directors from among the Vice-Chairpersons (or, if no Vice-Chairperson wishes to serve as Chairperson, from among the Directors), and may not represent any Designated Area,
 - 18 1 3 Three Vice-Chairpersons, elected (subject to Article 18 1 4 from among the Executive Committee to represent each Designated Area, for a period of three years (or such other period as the Executive Committee may from time to time stipulate). The Vice-Chairperson from each Designated Area shall be one of the directors nominated by that Designated Area. A Vice-Chairperson who is elected as Chairperson shall be replaced as a Vice-Chairperson by election in accordance with these Articles
 - 18 1 4 The immediate past Chairperson (who shall, unless requested by the Directors to remain in office, cease to hold office as such and as a Director upon the Chairperson ceasing to hold office). The immediate past Chairperson shall not be eligible to serve as a Vice-Chairperson,
 - 18 1 5 The Treasurer (who, for the avoidance of doubt, shall be a Director),
 - 18 1 6 an executive officer, if so appointed by the Directors
- 18 2 Each Director so appointed shall (with the exception of the executive officer, if appointed) be a Head Teacher, Principal or equivalent in Cumbria
- 18 3 Any Director may at any time be removed from office by the Designated Area which appointed him

- 18 4 If a Director nominated by a Designated Area shall die or be removed from or vacate office for any cause, the relevant Designated Area shall appoint another person to be a Director in his place
- 18 5 Any appointment or removal of a Director pursuant to this Article 18 shall be in writing, and delivered to the Chairperson, the Company Secretary (if appointed) or to a duly constituted meeting of the Directors of the Company Any such appointment or removal will take effect when received or at such later time as shall be specified in such notice
- 18 6 No Director shall be appointed or removed otherwise than pursuant to these Articles, except as provided by law
- 18 7 For the avoidance of doubt, the Members and Directors will take all reasonable steps to implement and enforce the rights and duties conferred on each Member pursuant to the Articles

Termination of Director's appointment

- 19 A person ceases to be a Director as soon as—
- 19 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,
- 19 2 a Bankruptcy order is made against that person,
- 19 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 19 4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- 19 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 19 6 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,
- 19 7 that person is absent without the permission of the Directors from three consecutive meetings held within a period of twelve months (or, in the view of the Chairperson, has had a high intermittent absence rate over a longer period) and the Directors resolve that his office be vacated,
- 19 8 that person ceases to be a Primary Head Teacher, Principal or equivalent within Cumbria
- 19 9 (In the case of a director who is nominated under Article 18 1 1) that person ceases to be a Primary Head Teacher within the Designated Area which nominated him or her as a Director,

19 10 that person ceases to be a Member,

19 11 that person does not pay the Annual Subscription when due for payment and the Directors resolve that his office be vacated

Directors' remuneration

20 1 Directors may undertake any services for the Company that the Directors decide

20 2 Directors are entitled to such remuneration as the Directors determine—

20 2 1 for their services to the Company as Directors, and

20 2 2 for any other service which they undertake for the Company

20 3 Subject to the Articles, a Director's remuneration may

20 3 1 take any form, and

20 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

20 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

20 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 any other body corporate in which the Company is interested

Directors' expenses

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

21 1 meetings of Directors or committees of Directors, or

21 2 general meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

22 1 The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company

- 22 2 Any person who is Eligible for Membership shall, upon making a written application for Membership and paying the Annual Subscription, be admitted as a Member by the Directors

Termination of Membership

- 23 1 A Member may withdraw from Membership of the Company by giving not less than 14 days' notice to the Company in Writing
- 23 2 Membership is not transferable
- 23 3 A person's Membership terminates when that person ceases to be Eligible to be a Member, or dies
- 23 4 The Directors may resolve to terminate the membership of any Member who has not paid the Annual Subscription when due for payment
- 23 5 A Member shall cease to be a Member of the Company with immediate effect if three quarters in number of the Directors in office at the date of a resolution proposing his or her removal resolve to remove that Member from membership of the Company A Member so removed shall not be Eligible for re-admission to Membership

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 24 1 At least one meeting of the Members (whether or not a formal general meeting) shall be called in every academic term The business of each such meeting shall (subject to the provisions of the Companies Act 2006) be decided upon by the Executive Committee
- 24 2 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
- 24 3 A person is able to exercise the right to vote at a general meeting when—
- 24 3 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 24 3 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
- 24 3 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
- 24 3 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

- 24 3 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

Quorum for general meetings

- 25 1 No business other than the appointment of the Chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- 25 2 Twenty persons being entitled to vote upon the business being transacted, each being a Member, or a proxy for a Member, shall be a quorum

Chairing general meetings

- 26 1 The Chairperson of the Directors shall chair general meetings if present and willing to do so
- 26 2 If the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- 26 1 1 the Directors present, or
- 26 1 2 (if no Directors are present), the meeting,
- must appoint a Director or Member to chair the meeting, and the appointment of the Chairperson of the meeting must be the first business of the meeting
- 26 3 The person chairing a meeting in accordance with this Article is referred to as “the Chairperson of the meeting”

Attendance and speaking by Directors and non-Members

- 27 1 Directors may attend and speak at general meetings, whether or not they are Members
- 27 2 The Chairperson of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting

Adjournment

- 28 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it.
- 28 2 The Chairperson of the meeting may adjourn a general meeting at which a quorum is present if
- 28 2 1 the meeting consents to an adjournment, or

- 28 2 2 it appears to the Chairperson 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
- 28 3 The Chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting
- 28 4 When adjourning a general meeting, the Chairperson of the meeting must
- 28 4 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
- 28 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 28 5 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 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- 28 5 1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 28 5 2 containing the same information which such notice is required to contain
- 28 6 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

Voting: general

- 29 1 Subject to article 11, every member, whether an individual or an organization shall have one vote
- 29 2 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
- 29 3 Every Member shall have one vote on a show of hands or on a poll as the case may be Votes may be cast personally, or by proxy
- 29 4 For the avoidance of doubt, if the number of votes for and against a proposal are equal, the Chairperson of the meeting shall not have a second or casting vote

Errors and disputes

- 30 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
- 30 2 Any such objection must be referred to the Chairperson of the meeting whose decision is final

Poll votes

- 31 1 A poll on a resolution may be demanded
 - 31 1 1 in advance of the general meeting where it is to be put to the vote, or
 - 31 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
- 31 2 A poll may be demanded by
 - 31 2 1 the Chairperson of the meeting,
 - 31 2 2 the Directors, or
 - 31 2 3 two or more persons having the right to vote on the resolution
- 31 3 A demand for a poll may be withdrawn if
 - 31 3 1 the poll has not yet been taken, and
 - 31 3 2 the Chairperson of the meeting consents to the withdrawal
- 31 4 Polls must be taken immediately and in such manner as the Chairperson of the meeting directs

Content of Proxy Notices

- 32 1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which
 - 32 1 1 states the name and address of the Member appointing the proxy,
 - 32 1 2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
 - 32 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
 - 32 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
- 32 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 32 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
- 32 4 Unless a Proxy Notice indicates otherwise, it must be treated as—
 - 32 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

- 32 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

Delivery of Proxy Notices

- 33 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
- 33 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
- 33 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 33 4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Amendments to resolutions

- 34 1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if
- 34 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 Chairperson of the meeting may determine), and
- 34 1 2 the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution
- 34 2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if
- 34 2 1 the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 34 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 34 3 If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson's error does not invalidate the vote on that resolution

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 35 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 35 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
- 35 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 a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

- 36 1 Any common seal may only be used by the authority of the Directors
- 36 2 The Directors may decide by what means and in what form any common seal is to be used
- 36 3 Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 36 4 For the purposes of this Article, an authorised person is—
- 36 1 1 any Director of the Company,
- 36 1 2 the Company secretary (if any), or
- 36 1 3 any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

- 37 Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member

Provision for employees on cessation of business

- 38 The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company

Secretary

- 39 Subject to the provisions of the Act the Company secretary (if any) shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by the Directors

Accounts

- 40 Accounts shall be prepared in accordance with the Act and where relevant the Regulations

Incorporation

- 41 Those provisions of these Articles which relate to the number, qualifications, appointment, and meetings of directors and/or members shall not apply to the subscribers in relation to whom the relevant provisions of the Companies (Model Articles) Regulations 2008 (as amended) shall apply until their resignation
- 42 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways
- 42 1 directly for the Objects, or
- 42 2 by transfer to any group, association, company, charity or charities for purposes similar to the Objects, or
- 42 3 to any group, association, company, charity or charities for use for particular purposes that fall within the Objects.
- 43 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred
- 43 1 directly for the Objects, or
- 43 2 by transfer to any group, association, company, charity or charities for purposes similar to the Objects, or
- 43 3 to any group, association, company, charity or charities for use for particular purposes that fall within the Objects
- 44 In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company and if no resolution in accordance with article 42 is passed by the members or the directors the net assets of the Company shall be applied for such purposes as directed by the Court

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 42 1 Subject to Article 42 2, a relevant Director of the Company may be indemnified out of the Company's assets against

- 42 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,
- 42 1 2 any liability incurred by that Director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- 42 1 3 any other liability incurred by that Director as an officer of the Company
- 42 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
- 42 3 In this Article a “relevant Director” means any Director or former Director of the Company

Insurance

- 43 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
- 43 2 In this Article—
 - 43 2 1 a “relevant Director” means any Director or former Director of the Company,
 - 43 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, or any pension fund or employees’ share scheme of the Company