



**FILE COPY**

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

Company Number **9259314**

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

**ETHICALBAY LTD**

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 **10th October 2014**



**\*N09259314K\***



**Companies House**



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

268/40  
**IN01**

# Application to register a company



Companies House

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

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

☒ **What this form is NOT for**  
You cannot use this form to  
register a limited liability partnership.  
If you wish to register this, please use form LL IN01.

TUESDAY



A04 \*A314W3E\* 07/10/2014 #56  
COMPANIES HOUSE  
B40 \*B3H529BD\* 25/09/2014 #38  
COMPANIES HOUSE

## Part 1 Company details

<b>A1</b>	<b>Company name</b>  To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option: <b>www.companieshouse.gov.uk/info</b>  Please show the proposed company name below  Proposed company name in full <b>ETHICALBAY LTD</b>  For official use <b>9259314</b>	<b>Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *  <b>① Duplicate names</b> 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: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>
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<b>A2</b>	<b>Company name restrictions</b>  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  <input type="checkbox"/> 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	<b>② Company name restrictions</b> A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>
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<b>A3</b>	<b>Exemption from name ending with 'Limited' or 'Cyfyngedig'</b>  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  <input type="checkbox"/> 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	<b>③ Name ending exemption</b> 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 <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>
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<b>A4</b>	<b>Company type</b>  Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)  <input type="checkbox"/> Public limited by shares <input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Private unlimited with share capital <input type="checkbox"/> Private unlimited without share capital	<b>④ Company type</b> If you are unsure of your company's type, please go to our website <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>
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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 CENTRAL HALL

Street ALICE STREET

Post town KEIGHLEY

County/Region WEST YORKSHIRE

Postcode B D 2 1 3 J D

**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](http://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](http://www.companieshouse.gov.uk)

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Application to register a company

## Part 2

## Proposed officers

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

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

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

### Secretary

**B1**

#### Secretary appointments 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; padding: 5px; display: inline-block;"> Signature X </div> <div style="border: 1px solid black; padding: 5px; display: inline-block; margin-left: 20px;"> X </div>
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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

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

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**Director**

<b>D1</b>	<b>Director appointments <sup>ⓐ</sup></b>	
	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)	ROBERT TOM	
Surname	THORP	
Former name(s) <sup>ⓑ</sup>		
Country/State of residence <sup>Ⓒ</sup>	ENGLAND	
Nationality	BRITISH	
Date of birth	29 08 1960	
Business occupation (if any) <sup>Ⓓ</sup>	LOCAL GOVERNMENT OFFICER	

**ⓐ 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.

**ⓑ 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.

**Ⓒ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

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

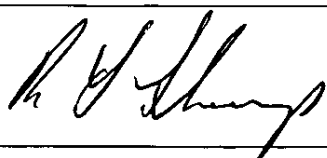
**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

<b>D2</b>	<b>Director's service address <sup>ⓐ</sup></b>	
	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		

**ⓐ 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.

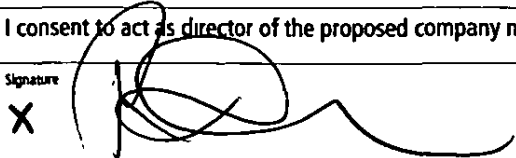
<b>D3</b>	<b>Signature <sup>ⓐ</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div style="text-align: center;">X</div> <div style="text-align: center;">  </div> <div style="text-align: center;">X</div> </div>	

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

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Application to register a company

**Director**

<b>D1 Director appointments ①</b>	
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 CHARLES
Surname	DILLON
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	29 04 1965
Business occupation (if any) ④	REGISTERED NURSE
<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p><b>Additional appointments</b> If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>	
<b>D2 Director's service address ⑤</b>	
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	
<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
<b>D3 Signature ⑥</b>	
I consent to act as director of the proposed company named in Section A1.	
Signature	<p>Signature</p> <p>X  X</p>
<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>	

# IN01 – continuation page

Application to register a company

## Director

<b>D1 Director appointments <sup>①</sup></b>	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.	
Title*	MRS
Full forename(s)	LINDA MARY
Surname	GOMILA
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	ENGLAND
Nationality	BRITISH
Date of birth	19 12 1956
Business occupation (if any) <sup>④</sup>	COOPERATIVE & MEMBERSHIP OFFICER

**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.

<b>D2 Director's service address <sup>⑤</sup></b>	
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 ADDRESS 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.

<b>D3 Signature <sup>⑥</sup></b>	
I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature X  X</div>

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

# IN01 – continuation page

## Application to register a company

### Director

D1 Director appointments <sup>1</sup>	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	MRS
Full forename(s)	MYRA LUDWIG
Surname	WOOD
Former name(s) <sup>2</sup>	TRIGLOE
Country/State of residence <sup>3</sup>	UK
Nationality	ENGLISH
Date of birth	10/05/1963
Business occupation (if any) <sup>4</sup>	NURSING ASSISTANT

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

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

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

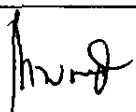
**4 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address <sup>5</sup>	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	OFFICE THE COMPANY'S REGISTERED ADDRESS
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 <sup>6</sup>	
I consent to act as director of the proposed company named in Section A1.	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div style="text-align: center;"> X  </div> <div style="text-align: center;"> X </div> </div>

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

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>1</sup></b>	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title*	Mr	
Full forename(s)	JACK	
Surname	THORP	
Former name(s) <sup>2</sup>		
Country/State of residence <sup>3</sup>	ENGLAND	
Nationality	BRITISH	
Date of birth	d 1 d 3 m 0 m 8 y 1 y 9 y 9 y 4	
Business occupation (if any) <sup>4</sup>		

**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.

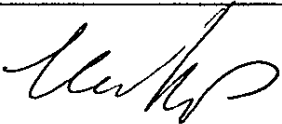
**4 Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>1</sup></b>	
	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		

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

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

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

<b>D3</b>	<b>Signature <sup>1</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X  X	

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

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## Application to register a company

### Corporate director

<b>E1</b>	<b>Corporate director appointments ①</b>	
	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		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> 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	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies ②</b>	
	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		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
<b>E4</b>	<b>Non-EEA companies</b>	
	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		
	<b>④ Non-EEA</b> 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	
<b>E5</b>	<b>Signature ⑤</b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	Signature <span style="float: right;">X</span> <div style="text-align: center;">X</div>	
	<b>⑤ Signature</b> 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

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

③ Total number of issued shares in this class.

Continuation Pages  
Please use a Statement of Capital continuation  
page if necessary

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Application to register a company

**F4**

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

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

Class of share

Prescribed particulars

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"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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.</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b> Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

# IN01

## Application to register a company

**F5**

### Initial shareholdings

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

Please complete the details below for each subscriber

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

#### Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

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

IN01

Application to register a company

**Part 4****Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to Part 5 (Statement of compliance)**G1****Subscribers**

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

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

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

**1 Name**

Please use capital letters.

**2 Address**

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

**3 Amount guaranteed**

Any valid currency is permitted

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

Forename(s) 1	ROBERT TOM
Surname 1	THORP
Address 2	2 LAUREL CRESCENT KEIGHLEY, WEST YORKSHIRE
Postcode	B D 2 1 2 H N
Amount guaranteed 3	ONE POUND STERLING

**Subscriber's details**

Forename(s) 1	LINDA MARY
Surname 1	GOMILA
Address 2	6 HOULTS LANE GREETLANDS, HALIFAX, WEST YORKSHIRE
Postcode	H X 4 8 H N
Amount guaranteed 3	ONE POUND STERLING

**Subscriber's details**

Forename(s) 1	RICHARD CHARLES
Surname 1	DILLON
Address 2	4 BROOMHILL WALK KEIGHLEY, WEST YORKSHIRE
Postcode	B D 2 1 1 L Q
Amount guaranteed 3	ONE POUND STERLING

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	SHAUN
Surname ①	O'HARE
Address ②	83 PROVIDENCE CRESCENT, OAKWORTH WEST YORKSHIRE
Postcode	B D 2 2 7 J D
Amount guaranteed ③	ONE POUND STERLING

Subscriber's details	
Forename(s) ①	MARIA LUZDIVI
Surname ①	<del>LUZDIVI</del> NOOD
Address ②	47 MANNVILLE WALK KEIGHLEY, WEST YORKSHIRE
Postcode	B D 2 2 6 A Q
Amount guaranteed ③	ONE POUND STERLING

Subscriber's details	
Forename(s) ①	JACK
Surname ①	THORP
Address ②	54A ORMISTON GROVE LONDON
Postcode	W 1 2 0 J S
Amount guaranteed ③	ONE POUND STERLING

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

IN01

Application to register a company

**Part 5**

**Statement of compliance**

This section must be completed by all companies

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

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

**H1**

**Statement of compliance delivered by the subscribers**

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

*[Handwritten signature]*

X

Subscriber's signature

Signature

X

*[Handwritten signature]*

X

Subscriber's signature

Signature

X

*[Handwritten signature]*

X

Subscriber's signature

Signature

X

*[Handwritten signature]*

X

Subscriber's signature

Signature

X

*[Handwritten signature]*

X

Subscriber's signature

Signature

X

*[Handwritten signature]*

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

Application to register a company

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

<b>H2</b>		<b>Statement of compliance delivered by an agent</b>									
		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	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
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	ROBERT TOM THORP
Company name	
Address	
Post town	
County/Region	
Postcode	
Country	
DX	
Telephone	



### 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](http://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

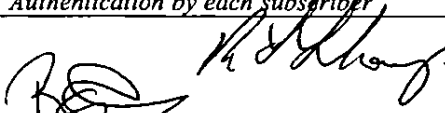


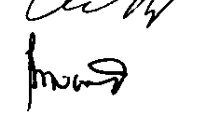
For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## COMPANY NOT HAVING A SHARE CAPITAL

### Memorandum of association of ETHICALBAY LTD

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

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
ROBERT TOM THORP	
RICHARD CHARLES DILLON	
SHAUN O'HARE	
LINDA MARY GOMILA	
JACK THORP	
MARIA NEBO X	

Dated

9/9/2014.

# Articles of Association of ethicalBay Ltd

being a co-operative company limited by guarantee

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- 2 Purpose and application of income and property 3 Profit of the co-operative
- 4 Dissolution
- 5 Liability of members

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- 7 Members' reserve power
- 8 Directors may delegate
- 9 Committees
- 10 Directors' decisions
- 11 Calling a directors' meeting
- 12 Participation in directors' meetings
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- 15 Conflicts of interest
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Annexe A Statement on the Co-operative Identity

## Defined terms

1. In the articles, unless the context requires otherwise

**"The act"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

**"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,

**"the board of directors"** or **"board"** means all those persons appointed or delegated to perform the duties

of directors of the co-operative,

**"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,

**"consensus"** means a decision made to which all parties explicitly agree to being implemented

**"the co-operative"** means the above named company,

**"The Co-operative Principles"** means the principles as defined from time to time by the International

Co-operative Alliance and contained in their Statement of Co-operative Identity These are reproduced in

Annexe A,

**"The Co-operative Values"** means the values as defined from time to time by the International Co-operative

Alliance and contained in their Statement of Co-operative Identity These are reproduced in Annexe A, **"director"** means a director of the co-operative,

**"facilitator"** has the meaning given in article 14 and article 30 respectively,

**"member"** has the meaning given in section 112 of the Companies Act 2006,

**"ordinary resolution"** has the meaning given in section 281 of the Companies Act 2006

**"participate"**, in relation to a directors' meeting, has the meaning given in article 12, **"proxy notice"** has the meaning given in article 35,

**"special resolution"** *choose either A or B*

**Option A – Consensus Option B – Voting**

Option A

**"special resolution"** is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires the decision to be made by consensus

Option B

**"special resolution"** is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires a 75% majority of those members present and eligible to vote In any vote on a special resolution each member shall have one vote 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 co-operative

## Purpose of the co-operative and application of income and property of the co-operative

2 (1) The objects for which the co-operative is established are

- (a)
  - i) to plan, develop, build, and manage innovative products and services for ethical and cooperative, trading, enterprises and communication,
  - ii) to raise finance, secure resources and hold assets for ethical and cooperative trading enterprises and communication,
  - iii) provide consultancy, education and training for ethical and cooperative trading and enterprises
- (b) To abide by and implement the co-operative values and the co-operative principles, support and encourage the growth of the co-operative movement; promote the co-operative principles, enterprises and activities To encourage equality and democratic control over the workplace
- (c) To advance the education of its members in co-operative principles and practice, and to promote the physical, emotional and mental well-being of employees of the co-operative and its subsidiaries by providing employment which is satisfying, safe and useful
- (d) To have regard to promoting the physical emotional and mental well-being of the community generally, including those persons who, as customers or suppliers of the co-operative, as residents residing in the area where the co-operative is trading, or as employees in other enterprises engaged in similar trading, may be affected by the co-operative's activities
- (e) To carry on any trade or business whatever which can in the opinion of the directors of the co-operative be advantageously carried on in connection with or ancillary to any of the objects and activities of the co-operative
- (f) To do all such other activities, enterprises, projects or ventures which can, in the opinion of the directors of the co-operative, be deemed incidental or conducive (either directly or indirectly) to the attainment of the objects of the co-operative or any of them

(2) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative as set out herein and no portion shall be paid or transferred directly or indirectly to the members of the co-operative except by way of payment in good faith to any member of the co-operative in return for services actually rendered to the co-operative, of reasonable wages, bonuses and repayments of expenses, interest on money lent or reasonable rent on premises demised or let to the co-operative Interest paid by the co-operative on money borrowed from members shall not exceed such rate as is necessary to attract and retain the capital required to further the co-operative's objects

(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Profit of the co-operative

**3. (1)** The profit of the co-op shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time

- (a) To a general reserve for the continuation and development of the co-operative,
- (b) To a bonus to all employees in proportion to the hours worked with the co-operative according to a formula to be applied equally to all members,
- (c) To promote and assist the formation of new workers' co-operatives or common ownership enterprises by donation to such co-operatives or common ownership enterprises, or to common funds to be used exclusively for their benefit,
- (d) To make payments for social, co-operative, community or charitable objects

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Dissolution

**4. (1)** In the event of wind up or dissolution of the co-operative the liquidator shall, according to the law, use the assets of the co-operative to satisfy its debts and liabilities. Any balance of assets remaining must not be distributed among the members of the co-operative but shall be transferred by the liquidator to one or several of the following

- (a) A co-operative or common ownership enterprise having aims similar or compatible to those of the co-operative, and which shall prohibit the distribution of its income among its membership to an extent at least as great as is imposed on the co-operative under Article 2,
- (b) A fund maintained for the benefit or promotion of common ownership enterprises,
- (c) A charity or charities having aims similar or compatible to those of the co-operative in such a manner as the members decide at or before the time of winding up or dissolution

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Liability of members

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

- (a) payment of the co-operative's debts and liabilities contracted before she or he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and (c) adjustment of the rights of the contributories among themselves

## Directors' general authority

6. Subject to the articles, the directors are responsible for the management of the co-operative's business, for which purpose they may exercise all the powers of the co-operative

## Members' reserve power

7. (1) The members may, by consensus decision at a general meeting direct the directors to take, or refrain from taking, specified action

(2) No such consensus decision invalidates anything which the directors have done before the passing of the resolution

(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Directors may delegate

8 (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

(a) to such person or committee,

(b) by such means (including by power of attorney),

(c) to such an extent,

(d) in relation to such matters or territories, and

(e) on such terms and conditions,

as they think fit

(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

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

## Committees

9. (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

(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

## Directors' decisions

### Directors to take decisions by consensus

10. (1) Any decision of the directors must be taken by consensus

(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

(3) Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the co-operative in general meeting

(4) When deciding procedures for reaching consensus the directors may include an option of taking a vote in case of directors' inability to reach any decision by consensus

(5) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Calling a directors' meeting

11. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors

(2) Notice of any directors' meeting must indicate its proposed date and time, where it is to take place, and

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

(3) Notice of a directors' meeting must be given to each director, but need not be in writing

(4) 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 co-operative 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

12. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

the meeting has been called and takes place in accordance with the articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

(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

(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

13 (1) At a directors' meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the directors or two, whichever is greater

(3) If the total number of directors for the time being is less than the two, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors

## Facilitation of directors' meetings

14 (1) The directors may appoint a member to facilitate their meetings

(2) The person so appointed for the time being is known as the facilitator

(3) The directors may terminate the facilitator's appointment at any time

(4) If the facilitator is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to facilitate it

## Conflicts of interest

15. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the co-operative in which a director is interested, that director is not to be counted as participating in that part of the meeting for quorum or decision making purposes

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the co-operative is to be counted as participating in the decision making process for quorum and decision making purposes

(3) This paragraph applies when

(a) the board decides to disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision making process,

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(c) the director's conflict of interest arises from a permitted cause

(4) For the purposes of this article, the following are permitted causes

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the co-operative or any of its subsidiaries,

(b) subscription, or an agreement to subscribe, for securities of the co-operative or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the co-operative or any of its subsidiaries which do not provide special benefits for directors or former directors

(5) For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting

(6) If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for decision making or quorum

purposes, the question may, before the conclusion of the meeting, be decided upon by the board

## Directors' discretion to make further rules

16. Subject to the articles, the co-operative in general meeting or the board of directors may make any rule which they think fit about the running of the co-operative

## Methods of appointing directors

17. (1) Only Members of the co-operative who are permitted by law to do so may be appointed to be a director. Directors shall be appointed by decision of a general meeting of members of the co-operative

(2) Subject to any decision of the co-operative in general meeting, all members of the co-operative shall also be directors. Upon becoming a member of the co-operative a person shall be appointed to the board of directors and if a person ceases to hold office as a director they will also cease to be a member of the co-operative

(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Termination of director's appointment

18. A person ceases to be a director as soon as

(a) 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,

(b) a composition is made with that person's creditors generally in satisfaction of that person's debts,

(c) a registered medical practitioner who is treating that person gives a written opinion to the co-operative stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

*Optional This clause makes the co-op collectively managed, delete this if your co-op is to elect a board of directors (and then renumber (3) to (2))*

(2) Subject to any decision of the co-operative in general meeting, all members of the co-operative shall also be directors. Upon becoming a member of the co-operative a person shall be appointed to the board of directors and if a person ceases to hold office as a director they will also cease to be a member of the co-operative

(d) 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,

(e) notification is received by the co-operative from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,

(f) that person ceases to be a member of the co-operative,

(g) that person is removed from office by an ordinary resolution of the co-operative in general meeting in accordance with these articles and the Companies Acts

## Directors' remuneration

19 (1) Directors may undertake any services for the co-operative that the board decides

(2) Directors are entitled to such remuneration as the directors determine

(a) for their services to the co-operative as directors, and

(b) for any other service which they undertake for the co-operative

(3) Subject to the articles, a director's remuneration may

(a) take any form, and

(b) 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

Directors' expenses

20. The co-operative may pay any reasonable expenses which the directors properly incur in connection with their attendance at

(a) meetings of directors or committees of directors, (b) general meetings, or

(c) separate meetings of the holders of debentures of the co-operative, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the co-operative

## Accounts

21. (1) The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view

(2) The Directors must keep accounting records as required by the Act

(3) Accounts shall always be open to the inspection of all members and other persons authorised by the co-operative in a general meeting

## Membership

22 (1) Only employees of the co-operative may be members, but any or all employees may be members of the co-operative, and employees shall be encouraged to become members  
However

(a) newly appointed employees may be excluded from membership during such reasonable probationary period as agreed by the co-operative in general meeting, The period of probation may be extended at the discretion of the co-operative in general meeting

(b) and employees working less than a prescribed number of hours per month may be excluded from membership provided that any prescribed number of hours worked are applied equally to all employees

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

**23. (1)** Members agree to take an active interest in the running of the co-operative, including but not limited to attendance at general meetings.

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

**24. (1)** A person ceases to be a member as soon as

the member ceases to be in employment of the co-operative,  
notification is received by the co-operative from the member that the member is resigning,  
or

**(c)** subject to any disciplinary procedure adopted by the co-operative that person's membership is terminated by a resolution of the co-operative in general meeting provided that the concerned member shall be given not less than twenty-eight days notice of the date, time and place of the meeting and the alleged conduct notifying the member of his/her or its rights to attend the meeting and to make representations to it, or

**(d)** that person dies

**(2)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## **General Meetings**

**25 (1)** In the case that not all members are directors of the co-operative, there shall be held at least four general meetings annually

**(2)** Members in general meeting may require directors to prepare and present to the members such regular financial reports, results and cash flow predictions showing the current financial position of the co-operative

**(3)** Members in general meeting may require directors to prepare and present to the members such accounts of the co-operatives activities as to measure the social, co-operative, environmental and ethical impact of the co-operative's activities

**(4)** All members in general meeting shall have the opportunity to review the management of the business and the general meeting shall ensure that the co-operative is functioning in accordance with the co-operative values and principles

## **Calling a general meeting**

**26. (1)** The board of directors may call a general meeting

**(2)** The members may require the directors to call a general meeting of the co-operative. The directors are required to call a general meeting once the co-operative has received requests to do so from at least 10% of members.

**(3)** A request for a general meeting from at least 10% of members may specify

- (a)** its date and time, and
- (b)** where it is to take place

## **Attendance and speaking at general meetings**

**27. (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.

**(2)** A person is able to exercise the right to participate in decision making at a general meeting when

**(a)** that person is able to participate in decision making during the meeting on resolutions raised at the meeting, and

**(b)** that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting.

**(3)** The co-operative in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or participate in the decision making at it.

**(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.

**(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 participate in decision making at that meeting, they are (or would be) able to exercise them.

## **Quorum for general meetings**

**28. (1)** No business is to be transacted at a general meeting if the persons attending it, or represented by proxy, do not constitute a quorum.

**(2)** The quorum for general meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the members or three members, whichever is greater. If at the time of a general meeting the co-operative has less than three members then the quorum shall be all members.

## **Facilitating general meetings**

**29. (1)** The meeting must appoint a member to facilitate the meeting, and the appointment of the facilitator of the meeting must be the first business of the meeting

**(2)** The person facilitating a meeting in accordance with this article is referred to as "the facilitator of the meeting"

### **Attendance and speaking by directors and non-members**

**30. (1)** The co-operative in general meeting may permit other persons who are not members of the co-operative to attend and speak at a general meeting

## **Adjournment**

**31. (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 facilitator of the meeting must adjourn it

**(2)** The facilitator of the meeting may adjourn a general meeting at which a quorum is present if

**(a)** the meeting consents to an adjournment, or

**(b)** it appears to the facilitator 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

**(3)** The facilitator of the meeting must adjourn a general meeting if directed to do so by the meeting

**(4)** When adjourning a general meeting, the facilitator of the meeting must

**(a)** 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 members, and

**(b)** have regard to any directions as to the time and place of any adjournment which have been given by the meeting

**(5)** If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the co-operative 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)

**(a)** to the same persons to whom notice of the co-operative's general meetings is required to be given, and

**(b)** containing the same information which such notice is required to contain

**(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

## Decisions at general meetings

**32. (1)** Any decision of the members, including ordinary and special resolutions, must be taken by consensus

**(2)** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible member or to which each eligible member has otherwise indicated agreement in writing

**(3)** Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the co-operative in general meeting

**(4)** In the case of a poll being taken a resolution decided by poll requires approval by 75% of the members

**(5)** This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## Poll votes

**33. (1)** A poll on a resolution may be demanded at a general meeting, either before or immediately after a decision has been confirmed by the facilitator

**(2)** As required by the Acts, a poll may be demanded by

**(a)** five or more members, or

**(b)** ten percent of the membership

**(3)** A demand for a poll may be withdrawn if the poll has not yet been taken

**(4)** Polls must be taken at such a time in that same meeting and in such manner as the facilitator of the meeting directs

**(5)** In the case of a poll being taken each member shall have one vote

## Content of proxy notices

**34 (1)** A member who is absent from a general meeting may appoint any member to act as their proxy. No member however may act as proxy for more than three members at any one time in any general meeting

**(2)** Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

**(a)** states the name and address of the member appointing the proxy,

**(b)** identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

**(c)** is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and

**(d)** is delivered to the co-operative in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

**(3)** The co-operative may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

**(4)** Proxy notices may specify how the proxy appointed under them is to represent their views or in the case of a poll to vote (or that the proxy is to abstain from voting) on one or more resolutions

**(5)** Unless a proxy notice indicates otherwise, it must be treated as

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

**(b)** appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

## **Delivery of proxy notices**

**35. (1)** A member who is entitled to participate in any decision 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 co-operative by or on behalf of that person

**(2)** An appointment under a proxy notice may be revoked by delivering to the co-operative a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

**(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

**(4)** If a proxy notice is not signed 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 appointer's behalf

## **Means of communication to be used**

**36. (1)** Subject to the articles, anything sent or supplied by or to the co-operative 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 co-operative

**(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

(3) A director may agree with the co-operative 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

## Annexe A (being a part of the Articles of Association of ethicalbay Ltd)

### Statement on the Co-operative Identity

#### Definition

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically- controlled enterprise

#### Values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others

#### Principles

The co-operative principles are guidelines by which co-operatives put their values into practice

#### **1st Principle: Voluntary and Open Membership**

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination

#### **2nd Principle: Democratic Member Control**

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner

#### **3rd Principle: Member Economic Participation**

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually

receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible, benefiting members in proportion to their transactions with the co-operative, and supporting other activities approved by the membership.

**4th Principle: Autonomy and Independence**

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

**5th Principle: Education, Training and Information**

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public – particularly young people and opinion leaders – about the nature and benefits of co-operation.

**6th Principle. Co-operation among Co-operatives**

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

**7th Principle: Concern for Community**

Co-operatives work for the sustainable development of their communities through policies approved by their members.