FILE COPY

CERTIFICATE OF INCORPORATION OF A COMMUNITY INTEREST COMPANY

Company Number **10187314**

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

DARK OLIVE C.I.C.

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

N10187314C

Given at Companies House on **18th May 2016**.

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

160135/35

In accordance with Section 9 of the Companies Act 2006

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 this, please use form LL IN01

For further information, please refer to our guidance at

THURSDAY

A56CX35T
A05 05/05/2016 #81
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 ❶: DARK OLIVE C I C

For official use: 10187314

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **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 gov uk/companieshouse

A2 Company name restrictions ❷

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

❷ **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 gov uk/companieshouse

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

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

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website www gov uk/companieshouse

A4 Company type ❹

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

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

IN01
Application to register a company

A5 Situation of registered office ❶

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

❶ 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 ❷

Please give the registered office address of your company

Building name/number	London House
Street	Pen Y Stryt
Post town	Llandegla
County/Region	Denbighshire
Postcode	L L 1 1 3 A G

❷ 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 ❸

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

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

A8 Restricted company articles ❹

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

- ☐

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

IN01
Application to register a company

Part 2 Proposed officers

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

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

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

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation. **For a corporate secretary, complete Sections C1-C4.**

Title*	Mr
Full forename(s)	Darren
Surname	Knipe
Former name(s) ❷	

❶ **Corporate appointments**
For corporate secretary appointments, please complete section C1-C4 instead of section B.

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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2 Secretary's service address ❸

Building name/number	London House
Street	Pen Y Stryt
Post town	Llandegla
County/Region	Denbighshire
Postcode	L L 1 1 3 A G
Country	Wales

❸ **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

IN01
Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

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

❶ **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 ❷

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 ❸

Registration number

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

❸ 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 ❹

Registration number

❹ **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

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	Mr
Full forename(s)	Darren
Surname	Knipe
Former name(s) ❷	
Country/State of residence ❸	Wales
Nationality	British
Month/year of birth ❹	X X m 0 m 7 y 1 y 9 y 7 y 0
Business occupation (if any) ❺	

❶ **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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

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

Building name/number	London House
Street	Pen Y Stryt
Post town	Llandegla
County/Region	Denbighshire
Postcode	L L 1 1 3 A G
Country	Wales

❻ **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

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	Mrs
Full forename(s)	Amber
Surname	Knipe
Former name(s) ❷	Jones
Country/State of residence ❸	Wales
Nationality	British
Month/year of birth ❹	XX [m1][m0] [y1][y9][y7][y7]
Business occupation (if any) ❺	

❶ **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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

❹ **Month and year of birth**
Please provide month and year only

❺ **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 ❻

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

Building name/number	London House
Street	Pen Y Stryt
Post town	Llandegla
County/Region	Denbighshire
Postcode	L L 1 1 3 A G
Country	Wales

❻ **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

IN01
Application to register a company

Corporate director

E1 Corporate director appointments ❶

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

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **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 ❷

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 ❸

Registration number

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

❸ 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 ❹

If applicable, the registration number

❹ **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

IN01
Application to register a company

Part 3 Statement of capital

Does your company have share capital?
→ **Yes** Complete the sections below
→ **No** Go to **Part 4 (Statement of guarantee).**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary	1		100	£ 100
				£
				£
				£
		Totals	100	£ 100

F2 Share capital in other currencies

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

Currency

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

Currency

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

F3 Totals

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

Total number of shares	
Total aggregate nominal value ❹	

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

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

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

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

IN01
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	Ordinary
Prescribed particulars ❶	In all proceedings of directors each director must not have more than one vote All shares to be fully paid up and issued at nominal value to a Director No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue No share shall be issued to a person except a Director The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the Directors may determine the terms, conditions and manner of redemption of any such shares Unless the shareholders' resolution to declare or Directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

❶ 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

A separate table must be used for each class of share

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

IN01
Application to register a company

Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are

a particulars of any voting rights, including rights that arise only in certain circumstances,

b particulars of any rights, as respects dividends, to participate in a distribution,

c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and

d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01
Application to register a company

F5 Initial shareholdings

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

Please complete the details below for each subscriber

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

Initial shareholdings
Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Darren Knipe	Ordinary	50	£	£1		£50
Address London House Llandegla LL11 3AG						
Name Amber Knipe	Ordinary	50	£	£1		£50
Address London House Llandegla LL11 3AG						
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** (Consent to act)

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

❶ Name
Please use capital letters

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

❸ Amount guaranteed
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

IN01
Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ **Name**
Please use capital letters.

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

❸ **Amount guaranteed**
Any valid currency is permitted

Continuation pages
Please use a 'Subscribers' continuation page if necessary

Part 5 Consent to act

H1 Consent statement

Please tick the box to confirm consent

☑ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity

Part 6 Statement of compliance

This section must be completed by all companies.

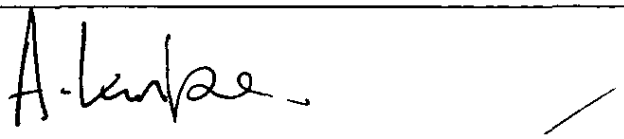
Is the application by an agent on behalf of all the subscribers?

- → **No** Go to **Section I1** (Statement of compliance delivered by the subscribers)
- → **Yes** Go to **Section I2** (Statement of compliance delivered by an agent).

I1 Statement of compliance delivered by the subscribers ❶

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

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

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

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

IN01
Application to register a company

12 Statement of compliance delivered by an agent

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

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

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

Agent's signature

Signature

X X

IN01
Application to register a company

Presenter information

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

Contact name

Company name

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 I2)

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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 and day of birth.

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 gov uk/companieshouse

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.gov uk/companieshouse or email enquiries@companieshouse gov.uk

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

The Companies Act 2006

Community Interest Company Limited by Shares'

Memorandum of Association

of

DARK OLIVE C I C "

The Companies Act 2006

Community Interest Company Limited by Shares

Memorandum of Association [iii]

of

DARK OLIVE C I C

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share

Name of each subscriber[iv]	Authentication by each subscriber
Amber Knipe	
Darren Knipe	

Dated 3rd April 2016

[i] On the different types of limited company forms available to CICs, see [Part 3] of the Regulator's information and guidance notes

[ii] Section 33 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 provides that the name of any community interest company which is not a public company must end with either the words "community interest company" or the letters "c i c " (or, if the articles state that the company's registered office is to be situated in Wales, with the words "cwmni buddiant cymunedol" or the initials "c b c ")

[iii] For companies incorporated after 1 October 2009 the memorandum of association will consist only of the names of the subscribers of the company If you are an existing company incorporated prior to 1 October 2009 and wishing to become a community interest company, you will need to incorporate the relevant provisions of your current memorandum into the articles of the community interest company

[iv] For illustration, space for one subscriber has been supplied here There is no upper limit to the number of subscribers and further entries may be added as appropriate

The Companies Act 2006

Community Interest Company Limited by Shares

Articles of Association[1]

of

DARK OLIVE C.I C

(CIC Limited by Shares, Schedule 3, Small Membership)

The Companies Act 2006
Community Interest Company Limited by Shares

INDEX TO THE ARTICLES

INTERPRETATION .. 1
1. Defined terms . 1
COMMUNITY INTERST COMPANY AND ASSET LOCK .. 1
2 Community Interest Company . 1
3. Asset Lock 1
4 Not for profit. . . 2
OBJECTS, POWERS AND LIMITATION OF LIABILITY.... 2
5 Objects . 2
6 Powers 2
7. Liability of shareholders 2
DIRECTORS . 2
DIRECTORS' POWERS AND RESPONSIBILITIES..... 2
8 Directors' general authority ... 2
9 Shareholders' reserve power 3
10. Chair .3
11. Directors may delegate 3
DECISION-MAKING BY DIRECTORS..... 3
12 Directors to take decisions collectively 3
13 Calling a Directors' meeting .3
14 Participation in Directors' meetings 4
15 Quorum for Directors' meetings 4
16 Chairing of Directors' meetings .5
17. Voting .5
18 Decisions without a meeting 5
19 Conflicts of interest 6
20 Directors' power to authorise a conflict of interest 6
21 Register of Directors' interests 7
APPOINTMENT AND RETIREMENT OF DIRECTORS 7
22. Methods of appointing Directors 7
23. Termination of Director's appointment 7
24 Directors' remuneration .8
25 Directors' expenses 8
SHARES. 9
26 All shares to be fully paid up and issued at nominal value to a Director 9
27. Powers to issue different classes of share 9
28 Company not bound by less than absolute interests 9
29 Share certificates 9
30 Replacement share certificates... 10
31. Share transfers .10
32. Purchase of own shares. 11
33 Transmission of shares .11
34 Exercise of transmittees' rights ..11
35 Transmittees bound by prior notices 11

DIVIDENDS AND OTHER DISTRIBUTIONS 12
36. Procedure for declaring dividends 12
37 Payment of dividends and other distributions 12
38 No interest on distributions. 13
39. Unclaimed distributions 13
40 Non-cash distributions 14
41 Waiver of distributions 14
CAPITALISATION OF PROFITS 14
42. Authority to capitalise and appropriation of capitalised sums 14
DECISION-MAKING BY SHAREHOLDERS 15
43 Shareholders Meetings 15
WRITTEN RESOLUTIONS 16
44. Written resolutions 16
ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS 17
45. Means of communication to be used 17
46. Irregularities 17
47 Minutes 17
48. Records and accounts 18
49 Indemnity 18
50. Insurance 19
51 Exclusion of model articles 19
SCHEDULE 20

The Companies Act 2006

Articles of Association

of

DARK OLIVE C.I C

INTERPRETATION

1. Defined terms

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

COMMUNITY INTERST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company shall be a community interest company

3. Asset Lock[2]

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

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

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body;

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body,

(c) the payment of dividends in respect of shares in the Company;

(d) the distribution of assets on a winding up;

(e) payments on the redemption or purchase of the Company's own shares,

(f) payments on the reduction of share capital, and

(g) the extinguishing or reduction of the liability of shareholders in respect of share capital not paid up on the reduction of share capital.

3.3 The conditions are that the transfer of

(a) assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company, and

(b) must not exceed any limits imposed by, or by virtue of, Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004.

3.4 If:

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

3.4 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to an asset-locked body [3]

4. Not for profit

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

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects[4]

The objects of the Company are to carry on activities which benefit the community

6. Powers

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

7. Liability of shareholders[5]

The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES[6]

8. Directors' general authority

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

9. Shareholders' reserve power

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

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

10. Chair

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they may determine and may at any time remove him or her from office

11. Directors may delegate[7]

11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decision or day to day management of the affairs of the Company

(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

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

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

DECISION-MAKING BY DIRECTORS

12. Directors to take decisions collectively[8]

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18 [In the event of the Company having only one Director, a majority decision is made when that single Director makes a decision]

13. Calling a Directors' meeting

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

13 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

13 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

13 2 1 all the Directors agree, or

13.2 2 urgent circumstances require shorter notice

13.3 Notice of Directors' meetings must be given to each Director

13.4 Every notice calling a Directors' meeting must specify:

13 4 1 the place, day and time of the meeting, and

13 4 2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13 5 Notice of Directors' meetings need not be in writing.

13 6 Notice of Directors' meetings may be sent by electronic means to an Address provided by the Director for the purpose

14. Participation in Directors' meetings

14.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when.

14 1.1 the meeting has been called and takes place in accordance with the Articles; and

14 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

14.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.[9]

14 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.

15. Quorum for Directors' meetings[10]

15 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

15 2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is [two]

15.3 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

15.3 1 to appoint further Directors, or

15.3.2 to call a general meeting so as to enable the shareholders to appoint further Directors.

16. Chairing of Directors' meetings

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

17. Voting[11]

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

17.2 In all proceedings of directors each director must not have more than one vote [12]

17 3 In case of an equality of votes, the Chair shall have a second or casting vote.

18. Decisions without a meeting[13]

18 1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing

18 2 A decision which is made in accordance with Article 18 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

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

18 2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18 2,

18 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

18 2 4 the Recipient must prepare a minute of the decision in accordance with Article 47

19. Conflicts of interest[14]

19 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

19.2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must

19 2 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

19.2.2 not be counted in the quorum for that part of the meeting, and

19 2 3 withdraw during the vote and have no vote on the matter.

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

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

20. Directors' power to authorise a conflict of interest

20 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

20 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 19.3;

20 1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

20 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Trustees think fit and is subject always to their right to vary or terminate the authorisation, and

20 2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

20 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20 1 (subject to any limits or conditions to which such approval was subject)

21. Register of Directors' interests

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

APPOINTMENT AND RETIREMENT OF DIRECTORS[15]

22. Methods of appointing Directors

22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

22 2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors

22 3 Each member of the company shall be a Director

23. Termination of Director's appointment

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

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

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

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

(f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason

(g) the Director ceases to be a member

24. Directors' remuneration[16]

24 1 Directors may undertake any services for the Company that the Directors decide.

24.2 Subject to the Articles, and in particular Article 3, Directors are entitled to such remuneration as the Directors determine

(a) for their services to the Company as Directors; and

(b) for any other service which they undertake for the Company

24.3 Subject to the Articles, and in particular Article 3, 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

24 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

25. Directors' expenses

25 1 The Company 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 any class of shares or of debentures of the Company,

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

SHARES

26. All shares to be fully paid up and issued at nominal value to a Director

26 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue

26 2 This does not apply to shares taken on the formation of the Company by the subscribers to the Company's Memorandum

26 3 No share shall be issued to a person except a Director

27. Powers to issue different classes of share[17]

27 1 Subject to the Articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution

27.2 The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the Directors may determine the terms, conditions and manner of redemption of any such shares

28. Company not bound by less than absolute interests

Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the Articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

29. Share certificates

29 1 The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds

29.2 Every certificate must specify

(a) in respect of how many shares, of what class, it is issued,

(b) the nominal value of those shares,

(c) that the shares are fully paid, and

(d) any distinguishing numbers assigned to them

29 3 No certificate may be issued in respect of shares of more than one class.

29 4 If more than one person holds a share, only one certificate may be issued in respect of it

29.5 Certificates must

(a) have affixed to them the Company's common seal;[18] or

(b) be otherwise executed in accordance with the Companies Acts

30. Replacement share certificates

30.1 If a certificate issued in respect of a shareholder's shares is

(a) damaged or defaced, or

(b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

30.2 A shareholder exercising the right to be issued with such a replacement certificate.

(a) may at the same time exercise the right to be issued with a single certificate or separate certificates,

(b) must return the certificate which is to be replaced to the Company if it is damaged or defaced, and

(c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

31. Share transfers[19]

31 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of the transferor

31 2 No fee may be charged for registering any instrument of transfer or other Document relating to or affecting the title to any share

31.3 The Company may retain any instrument of transfer which is registered

31.4 The transferor remains the holder of a share until the transferee's name is entered in the register of shareholders as holder of it

31.5 The Directors may refuse to register the transfer of a share to a person of whom they do not approve

31.6 They may also refuse to register the transfer unless it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and by such other information, as they may reasonably require

31 7 If the Directors refuse to register such a transfer, they shall, within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal

31 8 The provisions of this Article apply in addition to any restrictions on the transfer of a share which maybe set out elsewhere in the Memorandum or Articles of the Company

32. Purchase of own shares[20]

Subject to the articles, the company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares Any share so purchased shall be purchased at its nominal value.

33. Transmission of shares[21]

33.1 If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share.

33.2 A transmittee who produces such evidence of entitlement to shares as the Directors may properly require

(a) may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and

(b) subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had

33 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

34. Exercise of transmittees' rights

34 1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the Company in Writing of that wish

34.2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it

34 3 Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

35. Transmittees bound by prior notices

35 1 If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of shareholders.

DIVIDENDS AND OTHER DISTRIBUTIONS

36. Procedure for declaring dividends

36 1 Subject to the Companies Acts, the Regulations and the Articles, the company may by ordinary resolution declare dividends, and the directors may, provided that such decision is authorised by an ordinary resolution of the shareholders, decide to pay interim dividends

36 2 For the avoidance of doubt the payment of dividends shall be considered to be a transfer of assets other than for full consideration and shall not be permitted other than in the circumstances prescribed in Article 3.

36.3 The Company may by ordinary resolution declare dividends, and the Directors may decide to pay interim dividends

36.4 A dividend must not be declared unless the Directors have made a recommendation as to its amount Such a dividend must not exceed the amount recommended by the Directors

36 5 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

36 6 Unless the shareholders' resolution to declare or Directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it

36 7 If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

36 8 The Directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment

36 9 If the Directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

37. Payment of dividends and other distributions

37 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:

(a) transfer to a bank or building society account indicated by the distribution recipient either in Writing or as the Directors may otherwise decide,

(b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered Address (if the distribution recipient is a holder of the share), or (in any other case) to an Address indicated by the distribution recipient either in Writing or as the Directors may otherwise decide;

(c) sending a cheque made payable to such person by post to such person at such Address as the distribution recipient has indicated either in Writing or as the Directors may otherwise decide; or

(d) any other means of payment as the Directors agree with the distribution recipient either in Writing or by such other means as the Directors decide

37.2 In the Articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable.

(a) the holder of the share, or

(b) if the share has two or more joint holders, whichever of them is named first in the register of members, or

(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

38. No interest on distributions

The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by.

(a) the terms on which the share was issued, or

(b) the provisions of another agreement between the holder of that share and the Company

39. Unclaimed distributions

39 1 All dividends or other sums which are

(a) payable in respect of shares, and

(b) unclaimed after having been declared or become payable,

may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed

39 2 The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it

39 3 If

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and

(b) the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

40. Non-cash distributions

40 1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

40.2 For the purposes of paying a non-cash distribution, the Directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

(a) fixing the value of any assets;

(b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

(c) vesting any assets in trustees

41. Waiver of distributions

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in Writing to that effect, but if

(a) the share has more than one holder; or

(b) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

42. Authority to capitalise and appropriation of capitalised sums

42 1 Subject to the Articles, the Directors may, if they are so authorised by an ordinary resolution

(a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a

preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve, and

(b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions

42 2 Capitalised sums must be applied

(a) on behalf of the persons entitled, and

(b) in the same proportions as a dividend would have been distributed to them

42 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

42 4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.

42 5 Subject to the Articles the Directors may

(a) apply capitalised sums in accordance with Articles 42 3 and 42.4 partly in one way and partly in another,

(b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments), and

(c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article

DECISION-MAKING BY SHAREHOLDERS

43. Shareholders Meetings[22]

43 1 The Directors may call a general meeting at any time.

43 2 General meeting must be held in accordance with the provisions regarding such meetings in the Companies Act [23]

43 3 A person who is not a shareholder of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures [24]

43 4 Article 43 3 shall not prevent a person who is a proxy for a shareholder or a duly authorised representative of a shareholder from voting at a general meeting of the Company

WRITTEN RESOLUTIONS

44. Written resolutions

44 1 Subject to Article 44 3, a written resolution of the Company passed in accordance with this Article 44 shall have effect as if passed by the Company in general meeting

44 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible shareholders

44.1 2 A written resolution is passed as a special resolution if it is passed by shareholders representing not less than 75% of the total voting rights of eligible shareholders A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

44.2 In relation to a resolution proposed as a written resolution of the Company the eligible shareholders are the shareholders who would have been entitled to vote on the resolution on the Circulation Date of the resolution

44 3 A shareholders' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

44 4 A copy of the written resolution must be sent to every shareholder together with a statement informing the shareholder how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts

44 5 A shareholder signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.

44.5.1 If the Document is sent to the Company in hard copy form, it is authenticated if it bears the shareholder's signature.

44 5 2 If the Document is sent to the Company by electronic means, it is authenticated [if it bears the shareholder's signature] or [if the identity of the shareholder is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the shareholder and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the shareholder to the Company for the purposes of receiving Documents or information by electronic means]

44.6 A written resolution is passed when the required majority of eligible shareholders have signified their agreement to it

44 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

45. Means of communication to be used

45 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

45 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.

45 3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

46. Irregularities

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

47. Minutes

47 1 The Directors must cause minutes to be made in books kept for the purpose

47 1 1 of all appointments of officers made by the Directors,

47.1 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

47 1 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at

(b) a "relevant Director" means any Director or former Director of the Company or an associated company

50. Insurance

50.1 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

50.2 In this Article.

(a) a "relevant Director" means any Director or former Director of the Company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

51. Exclusion of model articles

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

which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any shareholder or Director of the Company, be sufficient evidence of the proceedings

47.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

48. Records and accounts[25]

The Directors shall comply with the requirements of the Companies Acts as to maintaining a shareholders' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

48 1 annual reports,

48.2 annual returns, and

48.3 annual statements of account

48.4 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

49. Indemnity

49 1 Subject to Article 49 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

(a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

(b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that Director as an officer of the Company or an associated company.

49 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

49 3 In this Article·

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

SCHEDULE

INTERPRETATION

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

Term	Meaning
"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
"Articles"	means the Company's articles of association;
"asset-locked body"	means (i) a community interest Company or a charity[26] or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
"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;
"Chair"	has the meaning given in Article 10;
"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
"Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"community"	is to be construed in accordance with the section 35(5) of the Companies (Audit, Investigations and Community Enterprise) Act 2004,
"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"	[ ] [Community Interest Company/C.I C],

"Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts or might conflict with the interests of the Company,
"Director"	means a director of the Company, and includes any person occupying the position of director, by whatever name called,
"distribution recipient"	has the meaning given in Article 37,
"Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form,
"Electronic Form and Electronic Means"	have the meanings respectively given to them in section 1168 of the Companies Act 2006,
"fully paid"	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company,
"Hard Copy Form"	has the meaning given in section 1168 of the Companies Act 2006,
"holder"	in relation to shares means the person whose name is entered in the register of shareholders as the holder of the shares;
"instrument"	means a document in Hard Copy Form,
"Memorandum"	the Company's memorandum of association,
"paid"	means paid or credited as paid,
"participate"	in relation to a Directors' meeting, has the meaning given in Article 14;
"Permitted Industrial and Provident Society"	means an industrial and provident society which has a restriction on the use of its assets in accordance with regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
"the Regulations"	means the Community Interest Company

	Regulations 2005 (as amended),
"the Regulator"	means the Regulator of Community Interest Companies,
"Secretary"	the secretary of the Company (if any);
"shareholder"	means a person who is the holder of a share,
"shares"	means shares in the Company;
"specified"	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph,
"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006,
"transfer"	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property,
"transmittee"	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; 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

2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company

1 On articles of association generally, see [Part 5] of the Regulator's information and guidance notes If you are an existing company wishing to become a community interest company, there is no need to adopt completely new articles, but you must comply with the requirements of the Regulations by including the provisions set out in Schedule 3 to the Regulations in the articles of your company

2 See [Part 6] of the Regulator's information and guidance notes Inclusion of the provisions contained in articles 3 1 to 3 3 (reflecting paragraph 1(1) to (3) of Schedule 3 to the Regulations) is mandatory

3 When a CIC is wound up, its "residual assets" are any property remaining after satisfaction of the company's liabilities under the Insolvency Act 1986 The Regulations permit shareholders to be paid back, out of the residual assets, the nominal value of their shares Anything left over after this process is classed as "remaining residual assets" and must be paid to a specified Asset Locked Body (or, if no such body is specified, to an Asset Locked Body chosen by the Regulator in consultation with the company)

4 On the specification of the company's objects, see [Part 5] of the Regulator's information and guidance notes

5 On limited liability and share capital generally, see [Part 3] of the Regulator's information and guidance notes

6 Note that although this model constitution assumes that all directors are issued shares and the directors are given wide powers, under the Articles (and company law more generally) there are still some decisions which shareholders must make as shareholders (either in general meeting under the Companies Act 2006 (article 43), or by written resolution in accordance with article 44) [See in general the Companies House guidance booklet, "Resolutions" (available online at http //www companieshouse gov uk/about/gbhtml/gba7 shtml)]

7 Article 11 permits the directors to delegate any of their functions Delegation may take the form of, for instance, the directors giving a managing director general authority to run the company's day to day business, or responsibility for specific matters being delegated to particular directors (e g financial matters to a finance director) Or, it may be equally appropriate to delegate matters to persons other than directors In all cases, it is important to remember that delegation does not absolve directors of their general duties towards the company and their overall responsibility for its management This means that, amongst other things, directors must be satisfied that those to whom responsibilities are delegated are competent to carry them out

8 Article 12 states that the directors must make decisions by majority at a meeting subject to article 14, or unanimously if taken in accordance with article 18

9 Article 14 2 is designed to facilitate the taking of decisions by the directors community via telephone or video conference calls Note the requirement to keep a written record of meetings and decisions (article 47)

10 The quorum may be fixed in absolute terms (e g "two directors") or as a proportion of the total number of directors (e g "one third of the total number of directors") You may even wish to stipulate that particular named directors, or directors representing particular stakeholder interests, must be present to constitute a quorum

11 Article 17 reflects paragraph 4 of Schedule 3 to the Regulations, which is required to be included in the articles of all community interest companies limited by shares

12 You may wish to include a provision which gives the Chair of the board a casting vote This will enable the directors to resolve any deadlock at board level

13 Article 18 is designed to facilitate the taking of decisions by directors following discussions in the form of, for example, email exchanges copied to all the directors Note the requirements as to recording the decision in articles 18 2 and 47

14 The provisions in articles 19 and 20 reflect the position under the Companies Act 2006 However, it is recommended that, as a matter of good practice, all actual and potential conflicts of interest are disclosed in writing or at a meeting, as the case may be

15 Private companies are obliged to have at least one director Provisions can be inserted into the articles providing for a minimum number of directors Where the company has just one director, that director

must be a natural person Article 12 notes that, where there is only one director, a majority decision is reached when that director makes a decision In the case of a single director, the quorum provisions (article 15) will need to be amended accordingly

16 See the guidance on directors' remuneration in [Part 9] of the Regulator's information and guidance notes

17 Note that unless specific wording is added to the contrary, the directors of a company with only one class of shares will be able to issue new shares without needing the consent of the existing shareholders If appropriate, limitations (such as a cap on the number of shares) can be added but bespoke drafting will be required

18 If the company does not have a common seal, share certificates can be executed by two directors, by one director and the secretary (if there is one), or by one director in the presence of an independent witness

19 Articles 31 5 – 31 8 are mandatory, reflecting paragraph 2 of Schedule 3 to the Regulations The model constitution does not contain any other additional restrictions on the transfer of shares, but note that the Directors may refuse to register a transfer of shares to a person of whom they do not approve

20 This article in itself does not provide sufficient authority for the company to purchase its own shares The company must also comply with the relevant statutory requirements, in particular sections 693 – 700 of the Companies Act 2006 We recommend that you take legal advice before taking any steps towards the company purchasing its own shares It is important that any purchase of shares made in accordance with this article is also made in accordance with article 3 (asset lock)

21 In the event of the death of a shareholder, the share will pass according to the will of the deceased shareholder, or the intestacy rules

22 The Companies Act 2006 has removed the need for private companies to hold annual general meetings and therefore these Articles follow suit, however, if you wish, you can insert an additional provision which obliges the company to hold annual general meetings

23 Article 43 2 provides that general meetings must be held in accordance with the provisions of the Companies Act 2006 You may insert additional provisions that specify how many shareholders are required to be present to hold a valid general meeting The quorum may be fixed in absolute terms (e g "four shareholders") or as a proportion of the total number of shareholders (e g "three quarters of the shareholders from time to time") You may even wish to stipulate that particular named shareholders, or shareholders representing particular stakeholder interests, must be present to constitute a quorum In any event, it is recommended that the quorum should never be less than half of the total number of shareholders

24 Article 43 3 reflects paragraph 3(1) of Schedule 3 to the Regulations and is mandatory

25 [See the Companies House guidance booklet, "Accounts and Accounting Reference Dates" (available online at http //www companies-house gov uk/about/gbhtml/gba3 shtml)] On the annual community interest company report, see [Part 8] of the Regulator's information and guidance notes

26 Section 1(1) of the Charities Act 2006 defines "charity" as an institution which "is established for charitable purposes only, and falls to be subject to the control of the High Court in the exercise of its jurisdiction with respect to charities

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CIC 36

Declarations on Formation of a Community Interest Company[1]

Please complete in typescript, or in bold black capitals.

Company Name in full	DARK OLIVE
	Community Interest Company

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community[2].

The company's activities will provide benefit in the form of event management and project development to enable and empower local communities to create effective social engagement using the medium of the arts.

COMPANY NAME | DARK OLIVE Community Interest Company

SECTION B: Community Interest Statement – Activities & Related Benefit

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

Activities (Tell us here what the company is being set up to do)	**How will the activity benefit the community?** *(The community will benefit by .)*
Provide consultation and project lead on community events and arts projects.	Provide skills, knowledge, and leadership to communities and arts organisations, to deliver effective social engagement programmes.
Develop educational courses and training opportunities in event and project management	Empower communities with the skills and knowledge to produce their own works that will further enrich social interaction and engagement.
If the company makes any surplus it will be used for... We hope to generate a surplus from trading. We expect that this will all be reinvested in the business.	

(Please continue on separate sheet if necessary.)

COMPANY NAME DARK OLIVE Community Interest Company

SECTION C:

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

   (a) a political party;
   (b) a political campaigning organisation; or
   (c) a subsidiary of a political party or of a political campaigning organisation.[4]

SECTION D:

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

Signed	A. Kulpe.	Date	3/4/16
Signed		Date	3/4/16
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

CHECKLIST

Have the first directors sign the CIC36?

This form must be accompanied by the following documents:

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

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

	Tel
DX Number	DX Exchange

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

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

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

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

NOTES

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

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

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

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