FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **10233968**

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

ACTIVE ANGEL'S SUPERFOODS 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 Wales

Given at Companies House on **15th June 2016**

N10233968J

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

100158/140

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 r
a limited liability partnership.
this, please use form LL IN01

FRIDAY

A58ULV54
A11 10/06/2016 #374
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: ACTIVE ANGEL'S SUPERFOODS LTD

For official use: 10233968

→ **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	5, OCEAN COURT,
Street	EAST DOCK ROAD,
Post town	NEWPORT,
County/Region	GWENT,
Postcode	NP20 2HJ.

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

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*	MISS
Full forename(s)	JENNIFER ALLANA
Surname	ARMAND
Former name(s) ❷	MALCOLM

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	5, OCEAN COURT,
Street	EAST DOCK ROAD,
Post town	NEWPORT,
County/Region	GWENT,
Postcode	NP20 2HJ,
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

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)	STEPHEN
Surname	PERRY
Former name(s) ❷	
Country/State of residence ❸	WALES
Nationality	BRITISH
Month/year of birth ❹	X X m1 m0 y1 y9 y5 y0
Business occupation (if any) ❺	TEACHER (RETIRED)

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	5, OCEAN COURT,
Street	EAST DOCK ROAD,
Post town	NEWPORT,
County/Region	GWENT,
Postcode	NP20 2HJ,
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*	MISS
Full forename(s)	JENNIFER ALLANA
Surname	ARMAND
Former name(s) ❷	MALCOLM
Country/State of residence ❸	WALES
Nationality	BRITISH
Month/year of birth ❹	X X 03 1965
Business occupation (if any) ❺	TEACHER

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	5, OCEAN COURT,
Street	EAST DOCK ROAD,
Post town	NEWPORT,
County/Region	GWENT,
Postcode	NP20 2HJ,
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

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)**

NO

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
				£
				£
				£
				£
		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 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

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 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

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

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** (Consent to act)

YES

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	STEPHEN
Surname ❶	PERRY,
Address ❷	78, GREENHILL ROAD, SEBASTOPOL, PONTYPOOL,
Postcode	NP4 5BQ
Amount guaranteed ❸	£1.00 ✓

Subscriber's details

Forename(s) ❶	JENNIFER ALLANA
Surname ❶	ARMAND,
Address ❷	5, OCEAN COURT, EASTDOCK ROAD, NEWPORT,
Postcode	NP20 2HJ
Amount guaranteed ❸	£1.00 ✓

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 Stephen Perry X
Subscriber's signature	Signature X J. Armand 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

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 JENNIFER ARMAND
Company name ACTIVE ANGEL'S SUPERFOODS LTD.
Address 5, OCEAN COURT, EAST DOCK ROAD,
Post town NEWPORT,
County/Region GWENT
Postcode NP20 2HJ
Country WALES
DX
Telephone 07753317675.

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

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of
[Active Angel's Superfoods Ltd]

J Armand 29 05 2016

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

[Active Angel's Superfoods 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

Name of each subscriber	Signature of each subscriber
Ms Jennifer Armand	J Armand
Mr Stephen Perry	Stephen Perry

Dated **18th May 2016**

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of

[Active Angel's Superfoods Ltd]

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

[Active Angel's Superfoods Ltd]

CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-10
MEMBERS	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 11-22
GENERAL MEETINGS (meetings of members)	*general, notice, special/ordinary* resolutions, procedure	articles 23-48
DIRECTORS	maximum number, eligibility, election/ retiral/re-election, termination of office, register, office bearers, powers, *personal interests*	articles 49-66
DIRECTORS' MEETINGS	procedure, conduct of directors	articles 67-77
ADMINISTRATION	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 78-89
MISCELLANEOUS	winding-up, indemnity	articles 90-94

Constitution of company

1 The model articles of association as prescribed in Schedule 2 to The Companies (Articles) Regulations 2016 are excluded in respect of this company

Defined terms

2 In these articles of association, unless the context requires otherwise -

(a) "Act" means the Companies Act 2006,

(b) "charity" means a body which is either a "Welsh charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes,

(c) "charitable purpose" means in relation to the application of the Taxes Acts,

(d) "electronic form" has the meaning given in section 1168 of the Act,

(e) "property" means any property, heritable or moveable, real or personal, wherever situated, and

(f) "subsidiary" has the meaning given in section 1159 of the Act

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4 The company's objects are

Social Goals:

(1) To provide **nutritious, organic fruit and vegetable smoothies** that is affordable for families in the local community.

(2) To promote healthy living and find **solutions** to the **obesity crisis** and other health problems related to **Type 2 Diabetes** in **disadvantaged** parts of Newport and Gwent

(3) To have a viable **social** and **environmental purpose**. There will be no shareholders and all profits will go directly to.

- **deprived communities** mainly suffering with **Type 2 Diabetes**.
- small local **organic farmers** and small local independent suppliers
- to use **organic Fairtrade** fruits and vegetables.

(4) To recruit **apprentices**, **BME groups** *(ie Gypsies who are often excluded in the job market)* and people living in **deprived communities** who want to build a career in catering and hospitality

Context:

As a Social Enterprise Group, **Active Angel's Superfoods Ltd** will trade making organic fruit and vegetable smoothies We will offer information on our, 'Superfoods,' and their nutritional value with our very own nutritionist (a member) Furthermore, we believe we will make a huge difference in society Our team are passionate about continually **improving health** and as **ethical** caterers we also have an interest in our **green environment** Using **'all'** profit, we feel our social group will have a tremendous impact in relation to our primary focus Not only will it tackle the **obesity crisis**, but it will offer support to people living with **Type 2 Diabetes**

Most concerning is how the **Welsh Assembly** have recorded the **sedentary lifestyles** *(doing things necessary to get by- e g walking to and from school, then sitting in front of the tv with pizza and chips)* is a major contributor to this **obesity epidemic.** Their figures show that the higher rates of obesity are found in the more **deprived fifths** (one being, Newport) The report clearly shows how Type 2 Diabetes in the over 40's is on the increase and something urgently has to be done to combat this **epidemic**

We feel we are much more than just a Social Enterprise Group, as our aim is to not only improve **Health** and **Well-being**, but to also improve **community cohesion**, target the **unemployment**, improve **diabetic health** and very importantly to positively target health **inequalities** people face in **deprived communities.**

5 The company's objects are restricted to those set out in article 4 (but subject to article 6)

6 *The company may (subject to first obtaining the consent of* **(Companies House)** add to, remove or alter the statement of the company's objects in article 4, on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies House

Powers

7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers -

(a) [To provide **nutritious fruit and vegetable smoothies** for families in deprived parts of Gwent.]

(b) To carry on any other activities which further any of the above objects

(c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company

(d) To acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the company's activities

(e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities

(f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company

(g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company

(h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities

(i) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company

(j) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants

(k) To engage such consultants and advisers as are considered appropriate from time to time

(l) To effect insurance of all kinds (which may include officers' liability insurance)

(m) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments)

(n) To liaise with other voluntary sector bodies, local authorities, UK or Welsh government departments and agencies, and other bodies, all with a view to furthering the company's objects

(o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects

(p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities

(q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them)

(r) To oppose, or object to, any application or proceedings which may prejudice the company's interests

(s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any

arrangement for co-operation or mutual assistance with any charity

(t) To do anything which may be incidental or conducive to the furtherance of any of the company's objects

Restrictions on use of the company's assets

8 (a) The income and property of the company shall be applied solely towards promoting the company's objects

(b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise

(c) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services) actually rendered to the company

Liability of members

9 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards

(a) payment of the company's debts and liabilities contracted before he/she 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

General structure

10 The structure of the company consists of -

(a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act, in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company, in particular, the directors are responsible for monitoring the financial position of the company

Qualifications for membership

11 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16

12 Membership shall be open to [Apprentices, Staff, sponsors and volunteers]

13 Employees of the company will be eligible for membership

Application for membership

14 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership

15 The directors may, at their discretion, refuse to admit any person to membership

16 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application

Membership subscription

17 A Membership subscription will be payable at £25 yearly *(e,g for sending out letters, hiring venues etc)*

***Benefits** of becoming a member are numerous e,g Giving back to the local community, Health education/ training and new careers paths into **Catering** and **hospitality**

Register of members

18 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member

Withdrawal from membership

19 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect, on receipt of the notice by the company, he/she shall cease to be a member

Expulsion from membership

20 Any person may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed -

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed

Termination/transfer

21 Membership shall cease on death

22 A member may not transfer his/her membership to any other person

General meetings (meetings of members)

23 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed), the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company

24 Not more than 15 months shall elapse between one annual general meeting and the next

25 The business of each annual general meeting shall include -

(a) a report by the chair on the activities of the company

(b) consideration of the annual accounts of the company

(c) the election/re-election of directors, as referred to in articles 51 to 53

26 The directors may convene an extraordinary general meeting at any time

27 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act)

Notice of general meetings

28 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting

29 The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded

30 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 33) (or a resolution requiring special notice under the Act) is to be

proposed, shall also state that fact, giving the exact terms of the resolution

31 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting, any other general meeting shall be called an extraordinary general meeting

32 Notice of every general meeting shall be given

(a) in hard copy form

(b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form, or

(c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website

Special resolutions and ordinary resolutions

33 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 32, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting Unless he/she has appointed a Proxy to vote (see Article 41)

34 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

(a) to alter its name

(b) to alter any provision of these articles or adopt new articles of association

35 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 32

Procedure at general meetings

36 No business shall be dealt with at any general meeting unless a quorum is present, the quorum for a general meeting shall be [**100%**] individuals entitled to vote (each being a member or a proxy for a member)

37 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting

38 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting, if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting

39 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine

40 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy

41 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting)

(a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her, or

(b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting)

42 An instrument of proxy which does not conform with the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid

43 A member shall not be entitled to appoint more than one proxy to attend on the same occasion

44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company

45 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by

electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded

46 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote

47 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared

48. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded

Minimum/ Maximum number of directors

49 The minimum number of directors shall be [**2**] / The maximum number of directors shall be [**5 or more**]

Eligibility

50 A person shall not be eligible for election/appointment as a director unless he/she is a member of the company

Election, retiral, re-election

51 At each annual general meeting, the members may (subject to article 49) elect any member (providing he/she is willing to act) to be a director

52 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 49)

53 At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election

Termination of office

54 A director shall automatically vacate office if -

(a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director

(b) he/she becomes debarred under any statutory provision from being a charity trustee

(c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months

(d) he/she ceases to be a member of the company

(e) he/she resigns office by notice to the company

(f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office

(g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act

Register of directors

55 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director

Office Staff

56 The directors shall elect from among themselves a chairperson and a treasurer, and such other office staff (if any) as they consider appropriate

57 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election

58 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect

Powers of directors

59 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company

60 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

Personal interests

61 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors, he/she will be debarred (in terms of article 73) from voting on the question of whether or not the company should enter into that arrangement

62 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement

63 Provided

(a) he/she has declared his/her interest

(b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and

(c) the requirements of article 65 are complied with,

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 62) and may retain any personal benefit which he/she gains from his/her participation in that arrangement

64 *Where a director provides services to the company or might benefit* from any remuneration paid to a connected party for such services, then

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

(b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount), and

(c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature)

65 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties

Procedure at directors' meetings

66 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors

67 Questions arising at a meeting of the directors shall be decided by a majority of votes, if an equality of votes arises, the chairperson of the meeting shall have a casting vote

68 No business shall be dealt with at a meeting of the directors unless a quorum is present, the quorum for meetings of the directors shall be **[100%].**

69 If at any time the number of directors in office falls below the number *fixed as the quorum, the remaining director(s) may act only for the* purpose of filling vacancies or of calling a general meeting

70 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present, if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting

71 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors, for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote

72 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company, he/she must withdraw from the meeting while an item of that nature is being dealt with

73 For the purposes of article 73, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter

74 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote

75 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 73 to 75

Conduct of directors

76 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must

(a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

(c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party

(i) put the interests of the company before that of the other party, in taking decisions as a director

(ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question

(d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by Companies House and The Companies Act 2006

Delegation to sub-committees

77 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine, they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate

78 Any delegation of powers under article 78 may be made subject to such conditions as the directors may impose and may be revoked or altered

79 The rules of procedure for any sub-committee shall be as prescribed by the directors

Operation of bank accounts

80 The signatures of two out of the signatories appointed by the directors *shall be required in relation to all operations (other than lodgement of* funds) on the bank and building society accounts held by the company, at least one out of the two signatures must be the signature of a director

Secretary

81. The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors, the company secretary may be removed by them at any time

Minutes

82 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees, a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting

Accounting records and annual accounts

83 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements

84 The directors shall prepare annual accounts, complying with all relevant statutory requirements, if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor

85 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company

Notices

86 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means, such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means

87 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting, for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted

88 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators

Winding-up

89 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (Social or Charitable cause) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a social cause or charitable purposes

90 For the avoidance of doubt, a body to which property is transferred under article 90 may be a member of the company

91 To the extent that effect cannot be given to article 90 (as read with article 91), the relevant property shall be applied to some social cause or charitable purposes

Indemnity

92 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without

prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

93 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc of a director).