FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **10527810**

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

MINISTRY OF BUILDING INNOVATION

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

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

N10527810B

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

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 To do this, please use form LL IN01 Do not use this form if any individual person with significant control is applying or has applied for protection from having their details disclosed on the public register Contact enquiries@companieshouse gov uk to get a separate form

For further information, please refer to our guidance at

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COMPANIES HOUSE
Card R 8533
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Part 1 Company details

A1 **Company name**

Check if a company name is available by using our name availability search
www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: Ministry of Building Innovation

For official use: 1 0 5 2 7 8 1 0

→ **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 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 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 ❶

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

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

A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ❷

Classification code 1	4	1	1	0	0
Classification code 2	7	1	1	1	1
Classification code 3	8	5	3	2	0
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below

Principal activity description

❷ **Principal business activity**
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website www gov uk/companieshouse

A6 Situation of registered office ❸

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

❸ **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

A7 Registered office address ❶

Please give the registered office address of your company

Building name/number	1
Street	Princes Close
Post town	London
County/Region	
Postcode	S W 4 0 L G

❶ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

A8 Articles of association ❷

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

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

A Community Interest Company (CIC) cannot adopt model articles If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles

A9 Restricted company articles ❸

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

☐

❸ **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*	Mr
Full forename(s)	John
Surname	Mathers
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	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

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

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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)	George Anthony
Surname	Clarke
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	British
Month/year of birth ❹	X X m0 m5 y1 y9 y7 y4
Business occupation (if any) ❺	Architect and Television Presenter

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	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

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*	Mr
Full forename(s)	John
Surname	Mathers
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	British
Month/year of birth ❹	X X m1 m1 y1 y9 y5 y6
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	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

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

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 Statement of capital

Complete the table(s) below to show the share capital

Complete a separate table for each currency (if appropriate) For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages
Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E g Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
	Totals (including continuation pages)			

❶ Please list total aggregate values in different currencies separately
For example £100 + €100 + $10 etc

F2 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 **Section F1**

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

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

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F3 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** People with significant control (PSC)

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

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

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

Subscriber's details

Forename(s) ❶	GEORGE ANTHONY
Surname ❶	CLARKE
Address ❷	1 PRINCES CLOSE
	LONDON
Postcode	S W 4 0 L G
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	JOHN
Surname ❶	MATTHERS
Address ❷	1 PRINCES CLOSE
	LONDON
Postcode	S W 4 0 L G
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

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	Subscriber's details
Forename(s) ❶	TIMOTHY
Surname ❶	LYLE
Address ❷	1 PRINCES CLOSE
	LONDON
Postcode	S W 4 0 L G
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

	Subscriber's details
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

	Subscriber's details
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

	Subscriber's details
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

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

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

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

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record You must use a separate form, which you can get by contacting us enquiries@companieshouse gov uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

H1 Statement of initial significant control [1]

☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

[1] **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2 Statement of no PSC

(Please tick the statement below if appropriate)

☑ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

Individual PSC

H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

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

H4 Individual's service address ❶

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

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

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9 Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Individual PSC

H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6

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

H4 Individual's service address ❶

Please complete the individual's service address below You must also complete the individual's usual residential address in **Section H6**

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

❶ **Service address**
This is the address that will appear on the public record This does not have to be the individual's usual residential address

If you provide the individual's residential address here it will appear on the public record

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

IN01
Application to register a company

Relevant legal entity (RLE)

I1 RLE details ❶

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal office address**
This is the address that will appear on the public record

I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register

Legal form	
Governing law	
If applicable, register in which RLE is entered ❶	
Country/State ❶	
Registration number ❶	

❶ **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

13 Nature of control for the RLE ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply

Ownership of shares
The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights
The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14 Nature of control by a firm over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15 Nature of control by a trust over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Other registrable person (ORP)

J1 ORP details

An 'other registrable person' is
- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2 Principal office address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record

J3 Legal form and governing law

Legal form

Governing law

J4 Nature of control ❶

Please show how the ORP has significant control over the company

❶ Tick each that apply

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5 Nature of control by a firm over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and

❶ Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6 Nature of control by a trust over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one)

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers Tick the appropriate box to show which information the subscribers are electing to keep on the public register If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ❶

☐ All subscribers elect to keep secretaries' register information on the public register

❶ only applies if the proposed company will have a secretary

K2 Election to keep directors' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record❷

☐ All subscribers elect to keep directors' register information on the public register

❷ If the subscribers don't make this election, only the month and year of birth will be available on the public record

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

K4 Election to keep members' register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

K5 Election to keep PSC register information on the public register

IMPORTANT
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record❸

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ❹ within the notice period before making the election

❸ If the subscribers don't make this election, only the month and year of birth will be available on the public record

❹ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

Part 7 Consent to act

L1 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 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC [1]

Please tick the box to confirm

☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application

[1] Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 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 N1** (Statement of compliance delivered by the subscribers)

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent)

N1 Statement of compliance delivered by the subscribers [2]

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

[2] **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

N2 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	*Cara Flowerdew
Company name	Clarke One Ltd
Address	1 Princes Close
Post town	London
County/Region	
Postcode	S W 4 0 L G
Country	UK
DX	
Telephone	*07824706408

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 A7)
- ☐ At the agents address (Given in Section N2)

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 Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

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 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF 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

Ministry of Building Innovation
Memorandum of Association for a Charitable
Company Not Having a Share Capital

Memorandum of Association of Ministry of Building and Innovation

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of that company

Name of Subscriber	Authentication of Subscriber
GEORGE CLARKE	
JOHN R MATHEWS	
TIM LYLE	

Dated:

08 12 16

Ministry of Building Innovation
Articles of Association for a Company Not Having a Share Capital

1. The company's name is Ministry of Building and Innovation
(hereafter referred to as 'the charity')

Interpretation

2 In the articles

'**address**' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,
'**the articles**' means the charity's articles of association,
'**the charity**' means the company intended to be regulated by the articles,
'**clear days**' in relation to the period of a notice means a 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,

'**the Commission**' means the Charity Commission for England and Wales,
'**Companies Acts**' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,
'**the directors**' means the directors of the charity The directors are charity trustees as defined by section 177 of the Charities Act 2011,
'**document**' includes, unless otherwise specified, any document sent or supplied in electronic form,
'**electronic form**' has the meaning given in section 1168 of the Companies Act 2006,
'**the memorandum**' means the charity's memorandum of association,
'**officers**' includes the directors and the secretary (if any),
'**the seal**' means the common seal of the charity if it has one,
'**secretary**' means any person appointed to perform the duties of the secretary of the charity,
'**the United Kingdom**' means Great Britain and Northern Ireland,

And words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Liability of Members

3. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she, or it ceases to be a member, for

1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member,
2 payment of the costs, charges and expenses of winding up, and
3 adjustment of the rights of the contributories among themselves

Objects

4. The Charity's objects ('Objects') are

The Ministry of Building and Innovation seeks to address the lack of housing in the UK, and the shortage of vocational skills within the housing industry, in order to reduce homelessness and improve living conditions in areas of deprivation The charity's key aims are

1) The promotion of education
a Working with schools and education providers to deliver education programmes and accredited further and higher education courses
b Mentoring and training courses to share skills between experienced building professionals and those entering the sector
c Supporting research into the building sector, sustainable housing and efficient design
d Provision of learning spaces and equipment
e Work experience opportunities and apprenticeships

2) Relief of poverty
a) Combatting the country's shortage of affordable housing by establishing and supporting sustainable housing projects
b) Providing training and vocational experience to the unemployed

3) Community Development
a) Regenerating urban and rural areas of deprivation
b) Providing community spaces

Powers

5. The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so In particular, the charity has power

1 to raise funds In doing so, the charity must not undertake any permanent trading activity except that which is allowable under HMRC tax exempt charity trading limits, and must comply with any relevant statutory regulations,
2 to buy, take on, lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
3 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011
4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land,
5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
9 to employ and remunerate such staff as are necessary for carrying out the work of the charity The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article,
10 to
    a deposit or invest funds,
    b employ a professional fund-manager, and
    c arrange for the investments or other property of the charity to be held in the name of a nominee,

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

Application of Income and Property

6.

1 The income and property of the charity shall be applied solely towards the promotion of the Objects

2

a A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity

b A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011

c A director may receive an indemnity from the charity in the circumstances specified in article 57

d A director may not receive any other benefit or payment unless it is authorised by article 7

3 Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity This does not prevent a member who is not also a director receiving

a A benefit from the charity in the capacity of a beneficiary of the charity,

b reasonable and proper remuneration for any goods or services supplied to the charity

Benefits and Payments to Charity Directors and Connected Persons

7.

1. General provisions

No director or connected person may

a buy any goods or services from the charity on terms preferential to those applicable to members of the public,

b sell goods, services, or any interest in land to the charity,

c be employed by, or receive any remuneration from, the charity,

d receive any other financial benefit from the charity, unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

2. Scope and powers permitting directors' or connected persons' benefits

a A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that in doing so they are not receiving preferential treatment above or beyond what a member of the public might expect to receive as a beneficiary

b A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011

c Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person

d A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate)

e A director or connected person may receive rent for premises let by the director or connected person to the charity The amount of the rent and the other terms of the lease must be reasonable and proper The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion

f A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

3. Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied

a The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity

b The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question

c The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so

d The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity

e The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting

f The reason for their decision is recorded by the directors in the minute book

g A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7

4 Restrictions on the supply of services and goods will also be enacted then the sales of those services and goods is made to a charity, academic institute, government or non-government body, or any other such formal or informal group in which

i The charity is a member in its own right

ii The charity or any of its directors hold voting rights

iii The charity shares an active or former director in common

a 'connected person' includes any person within the definition in article 61 'Interpretation'

Declaration of Directors' Interests

8. 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 charity or in any transaction or arrangement entered into by the charity which has not previously been declared A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of Interests and Conflicts of Loyalties

9.

1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply

a theconflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

b theconflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and

c the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

Members

10.

1 The subscribers to the memorandum are the first members of the charity
2 The directors may vote to open membership to other individuals or organisations who
   a apply to the charity in the form required by the directors, and
   b are approved by the directors
3
   a The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application
   b The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
   c The directors must consider any written representations the applicant may make about the decision The directors' decision following any written representations must be notified to the applicant in writing but shall be final
4 Membership is not transferable
5 The directors must keep a register of names and addresses of the members
6 All such membership lists and the storage of all personal data must abide by the Data Protection Act 1998

Classes of Membership

11.

1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership
3 The rights attached to a class of membership may only be varied if
   a three-quarters of the members of that class consent in writing to the variation, or
   b a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
   c changes are agreed by a unanimous resolution of the directors, and members of that class are informed three months in advance of the changes coming into effect with the option to remain as members or to leave with reimbursement of any membership fee paid in proportion to the amount of time left remaining on their existing membership
4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of Membership

12. Membership is terminated if

1 the member dies or, if it is an organisation, ceases to exist,
2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
3 any sum due from the member to the charity is not paid in full within three months of it falling due,
4 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated A resolution to remove a member from membership may only be passed if
    a the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
    b the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

General Meetings

13.

1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation
2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

14. The directors may call a general meeting at any time

Notice of General Meetings

15.

1 The minimum periods of notice required to hold a general meeting of the charity are
    a twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
    b fourteen clear days for all other general meetings
2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 75 percent of the total voting rights
3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual general meeting, the notice

must say so The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22

4 The notice must be given to all the members and to the directors and auditors

5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity or because the member entitles to vote has failed to keep up to date their contact information

Proceedings at General Meetings

17.

1 No business shall be transacted at any general meeting unless a quorum is present

2 A quorum is

   a Two-thirds of members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

   b One tenth of the total voting membership at the time whichever is the greater

3 The authorised representative of a member organisation shall be counted in the quorum

18. If

   a a quorum is not present within one hour from the time appointed for the meeting, or

   b during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the directors shall determine

2 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

3 If no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

19.

1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors

2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting

3 If there is only one director present and willing to act, he or she shall chair the meeting

4 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

20.

1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

21.

1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
    a by the person chairing the meeting, or
    b by at least two members present in person or by proxy and having the right to vote at the meeting, or
    c by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

2
    a The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
    b The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded

3
    a A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
    b If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

4
    a A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
    b The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

5
    a A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
    b A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

c The poll must be taken within thirty days after it has been demanded
d If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
e If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of Proxy Notices

22.

1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
   a states the name and address of the member appointing the proxy,
   b identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
   c is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
   d is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
4 Unless a proxy notice indicates otherwise, it must be treated as –
   a allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
   b appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of Proxy Notices

22A.

1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Written Resolutions

23.

1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
   a a copy of the proposed resolution has been sent to every eligible member,
   b a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
   c it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
2 A resolution in writing may comprise several copies to which one or more members have signified their agreement
3 In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of Members

24. Subject to article 11, every member, whether an individual or an organisation, shall have one vote

25. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

26.

1 Any organisation that is a member of the charity may nominate any person from that organisation to act as its representative at any meeting of the charity
2 The organisation must give written notice to the charity of the name of its representative The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity The representative may continue to represent the organisation until written notice to the contrary is received by the charity
3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked The charity shall not be required to consider whether the representative has been properly appointed by the organisation

Directors

27.

1 A director must be a natural person aged 16 years or older
2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 39

28. The minimum number of directors shall be three (3) but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

29. The first directors shall be those persons notified to Companies House as the first directors of the charity

30. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

Powers of Directors

31.

1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

Retirement of Directors

32. At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office If there is only one director he or she must retire

33.

1 The directors to retire by rotation shall be those who have been longest in office since their last appointment If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

2 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

Appointment of Directors

34. The charity may by ordinary resolution

1 appoint a person who is willing to act to be a director, and
2 determine the rotation in which any additional directors are to retire

35. No person other than a director retiring by rotation may be appointed a director at any general meeting unless

1 he or she is recommended for re-election by the directors, or
2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that
    a is signed by a member entitled to vote at the meeting,
    b states the member's intention to propose the appointment of a person as a director,
    c contains the details that, if the person were to be appointed, the charity would have to file at Companies House, and
    d is signed by the person who is to be proposed to show his or her willingness to be appointed

36. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation

37.

1 The directors may appoint a person who is willing to act to be a director
2 A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation

38. The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors

Disqualification and Removal of Directors

39. A director shall cease to hold office if he or she

1 dies,

2 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
3 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions),
4 ceases to be a member of the charity,
5 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months,
6 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect), or
7 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

Remuneration of Directors

40. The directors must not be paid any remuneration unless it is authorised by article 7

Proceedings of Directors

41.

1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
2 Any director may call a meeting of the directors
3 The secretary (if any) must call a meeting of the directors if requested to do so by a director
4 Questions arising at a meeting shall be decided by a majority of votes
5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

42.

1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants
2 The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors
3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote

43. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting

44.

1 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment
2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting
3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors

45.

1 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held
2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

Delegation

46.

1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book
2 The directors may impose conditions when delegating, including the conditions that
    a the relevant powers are to be exercised exclusively by the committee to whom they delegate,
    b no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors
3 The directors may revoke or alter a delegation
4 All acts and proceedings of any committees must be fully and promptly reported to the directors

Validity of Directors' Decisions

47.

1 Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director
    a who was disqualified from holding office,
    b who had previously retired or who had been obliged by the constitution to vacate office,

c who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

d the vote of that director, and

e that director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting

2 Article 47(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 47(1), the resolution would have been void, or if the director has not complied with article 8

Seal

48. If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwiseso determined it shall be signed by a director and by the secretary (if any) or by a second director

Minutes

49. The directors must keep minutes of all

1 appointments of officers made by the directors,

2 proceedings at meetings of the charity,

3 meetings of the directors and committees of directors including

a the names of the directors present at the meeting,

b the decisions made at the meetings, and

c where appropriate the reasons for the decisions

Accounts

50.

1 The directors must prepare for each financial year accounts as required by the Companies Acts The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

2 The directors must keep accounting records as required by the Companies Act

Annual Report and Return and Register of Charities

51.

1 The directors must comply with the requirements of the Charities Act 2011 with regard to the

a transmission of a copy of the statements of account to the Commission,
b preparation of an Annual Report and the transmission of a copy of it to the Commission,
c preparation of an Annual Return and its transmission to the Commission

2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

Means of Communication to be Used

52.

1 Subject to the articles, anything sent or supplied by or to the charity 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 charity
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

53. Any notice to be given to or by any person pursuant to the articles
1 must be in writing, or
2 must be given in electronic form, and
3 must give reasonable consideration to the Disability Discrimination Act 1995 with regard to large print text, Braille, sign language or any other form reasonably required in order for that person to fully participate in correspondence

54.

1 The charity maygive any notice to a member either
a personally, or
b by sending it by post in a prepaid envelope addressed to the member at his or her address, or
c by leaving it at the address of the member, or
d by giving it in electronic form to the member's address
e by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting
2 Notices should take into consideration clause 53(3) regarding reasonable adjustment for communication needs, especially where such a need has previously been identified or requested by a member
3 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity

55.

A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

56.

1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006
3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
    a 48 hours after the envelope containing it was posted, or
    b in the case of an electronic form of communication, 48 hours after it was sent

Indemnity

57.

1 The charity maychoose to indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
2 In this article a 'relevant director' means any director or former director of the charity

57A. The charity may choose to indemnify an auditor against any liability incurred by him or her or it

1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted, or
2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court

Rules

58.

1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity

2 The bye laws may regulate the following matters but are not restricted to them

   a the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

   b the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,

   c the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,

   d the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,

   e generally, all such matters as are commonly the subject matter of company rules

3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws

4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity

5 The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Disputes

59. If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

Dissolution

60.

1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways

   a directly for the Objects, or

   b by transfer to any charity or charities for purposes similar to the Objects, or

   c to any charity or charities for use for particular purposes that fall within the Objects

2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred
   a directly for the Objects, or
   b by transfer to any charity or charities for purposes similar to the Objects, or
   c to any charity or charities for use for particular purposes that fall within the Objects
3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

Interpretation

61. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means
1 a child, parent, grandchild, grandparent, brother or sister of the director,
2 the spouse or civil partner of the director or of any person falling within sub-clause (1) above,
3 a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above,
4 an institution which is controlled –
   a by the director or any connected person falling within sub-clause (1), (2), or (3) above, or
   b by two or more persons falling within sub-clause 4(a), when taken together
5 an institution which is controlled –
   a by the director or any connected person falling within sub-clause (1), (2), or (3) above, or
   b by two or more persons falling within sub-clause 4(a), when taken together
   c Sections 350–352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article