



**FILE COPY**

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

Company Number 11319699

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

**UMBRELLA ARTS**

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 **19th April 2018**



**\*N11319699Q\***



**Companies House**



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

IN01

Application to register a company



Companies House

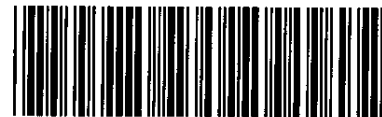
000001/40

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 LL1. You must  
use this form if any individual who  
has significant control over the company  
or has applied for protection from creditors  
has their details disclosed to the  
public register. Contact  
companieshouse.gov.uk for a  
separate form.

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



A16 12/04/2018 #67  
COMPANIES HOUSE

THURSDAY

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

Please show the proposed company name below.

Proposed company  
name in full ①

Umbrella Arts

For official use

11319699

→ **Filling in this form**

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

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

**A2 Company name restrictions ②**

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

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

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

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

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

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

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

# IN01

## Application to register a company

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### Company type●

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

#### ● Company type

If you are unsure of your company's type, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A5

### Principal business activity

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

Classification code 1	8	8	9	9	0
Classification code 2	9	6	0	4	0
Classification code 3					
Classification code 4					

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

Principal activity description


#### ● 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](http://www.gov.uk/companieshouse)

A6

### Situation of registered office ●

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

#### ● 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.

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## Application to register a company

### A7 Registered office address ●

	Please give the registered office address of your company.					
Building name/number	LEIGHway					
Street	Gas Street					
Post town	Leigh					
County/Region	Lancashire					
Postcode	W	N	7		4	P G

#### ● 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 ●

	Please choose one option only and tick one box only.
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>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 <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input checked="" type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

● For details of which company type can adopt which model articles, please go to our website: [www.gov.uk/companieshouse](http://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 ●

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

☐

#### ● Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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Application to register a company

## Part 2

## Proposed officers

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

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

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

## Secretary

B1

### Secretary appointments ●

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

Title\*

Full forename(s)

Surname

Former name(s) ●

#### ● 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.

#### ● 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 ●

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ● Service address

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

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

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

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Application to register a company

**Corporate secretary****C1 Corporate secretary appointments ●**

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

**● 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 ●**

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 ●

Registration number

**● EEA**

A full list of countries of the EEA can be found in our guidance: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

● 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 ●

Registration number

**● 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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Application to register a company

**Director**

D1 Director appointments <sup>①</sup>	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mrs
Full forename(s)	Marion Lyndsey
Surname	Sawhney
Former name(s) <sup>②</sup>	Robson
	Peacock
Country/State of residence <sup>③</sup>	England
Nationality	British
Month/year of birth <sup>④</sup>	X X   m1   0   y1   9   7   8
Business occupation (if any) <sup>⑤</sup>	occupational therapist

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

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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 <sup>⑥</sup>	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	LEIGHway
Street	Gas Street
Post town	Leigh
County/Region	Lancashire
Postcode	W N 7   4   P G
Country	England

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

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Application to register a company

**Director**

D1 Director appointments •	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mrs
Full forename(s)	Wendy
Surname	Boyers
Former name(s) ②	Evans
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X '0 '5 '1 '9 '7 '6
Business occupation (if any) ⑤	Artist

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

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

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

D2 Director's service address ⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	LEIGHway
Street	Gas Street
Post town	Leigh
County/Region	Lancashire
Postcode	W N 7 4 P G
Country	England

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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



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Application to register a company

## Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Miss	
Full forename(s)	Gemma Louise	
Surname	Unsworth	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	England	
Nationality	British	
Month/year of birth <sup>④</sup>	X X    m1 m1    y1 y9 y8 y7	
Business occupation (if any) <sup>⑤</sup>	Artist	

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

**② Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

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

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	LEIGHway	
Street	Gas Street	
Post town	Leigh	
County/Region	Lancashire	
Postcode	W N 7    4 P G	
Country	England	

**⑥ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

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## Application to register a company

### Corporate director

<b>E1 Corporate director appointments ●</b>		<p><b>● Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p><b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
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		
<b>E2 Location of the registry of the corporate body or firm</b>		
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3 EEA companies ●</b>		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		<p><b>● EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p> <p><b>● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</b></p>
Where the company/firm is registered ●		
Registration number		
<b>E4 Non-EEA companies</b>		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		<p><b>● Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ●		
If applicable, the registration number		

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**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**

<b>Totals</b>				

**Currency table B**

<b>Totals</b>				

**Currency table C**

<b>Totals</b>				

**Totals (including continuation pages)**

Total number of shares	Total aggregate nominal value ●	Total aggregate amount unpaid ●

● Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

# IN01

## Application to register a company

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

#### ● Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- 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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## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in <i>certain circumstances</i>;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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## Application to register a company

**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						

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**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.

**1 Name**

Please use capital letters.

**2 Address**

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

**3 Amount guaranteed**

Any valid currency is permitted.

**4 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) 1	Marion Lyndsey
Surname 1	Sawhney
Address 2	LEIGHway, Gas Street, Leigh, Lancashire
Postcode	W N 7 4 P G
Amount guaranteed 3	£1
Class of member (if applicable) 4	

**Subscriber's details**

Forename(s) 1	Wendy
Surname 1	Boyers
Address 2	LEIGHway, Gas Street, Leigh, Lancashire
Postcode	W N 7 4 P G
Amount guaranteed 3	£1
Class of member (if applicable) 4	

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## Application to register a company

### Subscriber's details

Forename(s) ❶	Gemma
Surname ❶	Unsworth
Address ❷	LEIGHway, Gas Street, Leigh, Lancashire
Postcode	W N 7 4 P 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.



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## 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](mailto: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 <sup>1</sup>

- ☐ 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.

● **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

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Application to register a 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

## ● Country/State of residence

This is in respect of the usual residential address as stated in section H6.

## ● Month and year of birth

Please provide month and year only.

Title\*

Full forename(s)

Surname

Country/State of residence ●

Nationality

Month/year of birth ●

X X

m

m

y

y

y

y

H4

## Individual's service address ●

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

## ● 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.

Building name/number

Street

Post town

County/Region

Postcode

Country

# IN01

## Application to register a company

H7

### Nature of control for an individual ●

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

● 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 ●

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:

● 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

# IN01

## Application to register a company

H9

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

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

• Tick each that apply.

IN01

Application to register a company

## Individual PSC

<b>H3</b>	<b>Individual's details</b>		<b>● Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.  <b>● Month and year of birth</b> Please provide month and year only.
	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 <sup>●</sup>			
Nationality			
Month/year of birth <sup>●</sup>	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

<b>H4</b>	<b>Individual's service address<sup>●</sup></b>		<b>● Service address</b> 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.
	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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>●</sup>

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

#### 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

● Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>●</sup>

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:

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

● Tick each that apply.

# IN01

## Application to register a company

H9

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

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

• Tick each that apply.

IN01

Application to register a company

**Relevant legal entity (RLE)**

I1 RLE details ●	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

● **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 ●	
Country/State ●	
Registration number ●	

● **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.



# IN01

## Application to register a company

13

### Nature of control for the RLE <sup>●</sup>

Please indicate how the RLE has significant control over the company

● 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 <sup>●</sup>

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:

● 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

IN01

Application to register a company

15

**Nature of control by a trust over which the RLE has significant control ●**

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

● Tick each that apply.

IN01

Application to register a company

**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 •**

Building name/number

Street

Post town

County/Region

Postcode

Country

**• Principal office address**

This is the address that will appear on the public record.

**J3**

**Legal form and governing law**

Legal form

Governing law

# IN01

## Application to register a company

J4

### Nature of control <sup>●</sup>

Please show how the ORP has significant control over the company

● 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 <sup>●</sup>

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:

● 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

# IN01

## Application to register a company

J6

### Nature of control by a trust over which the ORP has significant control <sup>●</sup>

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

● Tick each that apply.

IN01

Application to register a company

## 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

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

① 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 record ②

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

② 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 record ③

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

☐ No objection was received by the subscribers from any eligible person ④ within the notice period before making the election.

③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**④ Eligible person**

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

IN01

Application to register a company

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

**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 <sup>①</sup>**

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.

<sup>①</sup> 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 <sup>②</sup>**

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.

<sup>②</sup> **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature

Signature

X

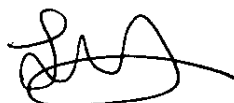
M. L. Sawhney

X

Subscriber's signature

Signature

X



X

Subscriber's signature

Signature

X

Wendy Rogers

X

Subscriber's signature

Signature

X

X

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



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	Marion Sawhney
Company name	Umbrella Arts
Address	Gas Street
Post town	Leigh
County/Region	Lancashire
Postcode	W N 7 4 P G
Country	England
DX	
Telephone	

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section 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](http://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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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

## COMPANY NOT HAVING A SHARE CAPITAL

### Memorandum of association of UMBRELLA ARTS

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
Marion Lyndsey Sawhney	M.L Sawhney
Wendy Boyers	Wendy Boyers
Gemma Louise Unsworth	G. unsworth

Dated

11th April 2018

**UMBRELLA ARTS**  
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**PART 2**

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3. Asset Lock

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5. Powers
6. Liability of Members

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## **PART 1**

### **INTERPRETATION AND LIMITATION OF LIABILITY**

#### **1. Defined terms**

- 1.1.** The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles.
- 1.2.** Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **PART 2**

### **COMPANY LIMITED BY GUARANTEE AND ASSET LOCK**

#### **2. The Company**

- 2.1.** The company is to be a company limited by guarantee with an asset lock.

#### **3. Asset Lock**

- 3.1.** The Company shall not transfer any of its assets other than for full consideration.
- 3.2.** Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:
  - (a)** the transfer of assets to any specified asset-locked body.
- 3.3.** the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.
- 3.4.** The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

**3.5. If:**

**(a)** the Company is wound up under the Insolvency Act 1986; and

**(b)** all its liabilities have been satisfied, then,

any residual assets shall be given or transferred to an asset locked body with similar aims to Umbrella Arts.

**PART 3**

**OBJECTS, POWERS AND LIMITATION OF LIABILITY**

**4. Objects**

**4.1.** The objects of which this company is registered are:

**(a)** to promote, maintain, improve and advance health, wellbeing and education, particularly in the encouragement of the arts.

**(b)** to promote increased health, wellbeing, resilience, social inclusion, and integration, for the benefit of, but not limited to, the residents of Wigan Borough; by assisting with, the advance of education, training and recreational creative facilities, so their condition of life may improve, and they may develop their physical and mental capacities, to grow as individuals and members of society.

**(c)** to develop the capacity and skills of the members of, but not limited to, the socially and economically disadvantaged communities within the Wigan Borough and surrounding areas, in such a way that they are better able to identify, and help meet their needs, and to participate more fully in society.

**(d)** to improve the environment in and around the Wigan Borough through the provision, improvement of public open space and other public amenities, and other environmental and townscape regeneration projects, by the provision of outdoor public artworks.

- (e) to promote, operate and/or support other charitable projects and programs for the benefit of the community.

## **5. Powers**

**5.1.** In pursuance of the objects listed in article 9 (but not otherwise), the company shall have the following powers: -

- (a) to carry on any other activities which further any of the above objects.
- (b) to promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (c) to acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the company's activities.
- (d) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (e) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (f) to borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (g) to employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependents.
- (h) to engage such consultants and advisers as are considered appropriate from time to time.
- (i) to effect insurance of all kinds (which may include officers' liability insurance).



- (j) to invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (k) to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (l) to establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (m) to take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (n) to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (o) to oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (p) to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- (q) to do anything which may be incidental or conducive to the furtherance of any of the company's objects.

## **6. Liability of members**

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

**6.2.** payment of the company's debts and liabilities contracted before he/she ceases to be a member;

**6.3.** payment of the costs, charges and expenses of winding up; and

**6.4.** adjustment of the rights of the contributories among themselves.

## **PART 4**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **7. Directors' general authority**

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

##### **8. Members' reserve power**

**8.1.** The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

**8.2.** No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

##### **9. Chair**

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

##### **10. Directors may delegate**

**10.1.** Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- (a)** to such person or committee;
- (b)** by such means (including by power of attorney);
- (c)** to such an extent;

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

(e) on such terms and conditions;

as they think fit.

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

(b) The Directors may revoke any delegation in whole or part or alter its terms and conditions.

## **11. Committees**

**11.1.** Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

**11.2.** The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **DECISION MAKING BY DIRECTORS**

### **12. Calling a Directors' meeting**

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

**12.2.** A Directors' meeting must be called by at least seven Clear Days' notice unless either:

(a) all the Directors agree; or

(b) urgent circumstances require shorter notice.

- 12.3.** Notice of Directors' meetings must be given to each Director.
- 12.4.** Every notice calling a Directors' meeting must specify:
  - (a)** the place, day and time of the meeting; and
  - (b)** if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.5.** Notice of Directors' meetings need not be in Writing.
- 12.6.** Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

### **13. Participation in Directors' Meetings**

- 13.1.** Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
  - (a)** the meeting has been called and takes place in accordance with the Articles; and
  - (b)** they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2.** In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3.** If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **14. Quorum for Directors' meetings**

- 14.1.** At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

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

**14.3.** If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

(a) to appoint further Directors; or

(b) to call a general meeting so as to enable the members to appoint further Directors.

#### **15. Chairing of Directors' meetings**

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

#### **16. Decision making at a meeting**

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

**16.2.** In all proceedings of Directors each Director must not have more than one vote.

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

#### **17. Decisions without a meeting**

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

- 17.2.** A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- (a)** approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Directors;
  - (b)** following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2;
  - (c)** the date of the decision shall be the date of the communication from the Recipient confirming formal approval;
  - (d)** the Recipient must prepare a minute of the decision in accordance with Article 46.

## **18. Conflicts of interest**

- 18.1.** Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 18.2.** If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

**18.3.** Whenever a matter is to be discussed at a meeting or decided in accordance with Article 17 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 19, he or she must:

- (a)** remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
- (b)** not be counted in the quorum for that part of the meeting; and
- (c)** withdraw during the vote and have no vote on the matter.

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

## **19. Directors' power to authorise a conflict of interest**

**19.1.** The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

- (a)** in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 17.3;
- (b)** in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
- (c)** the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and

**19.2.** If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

**19.3.** A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject).

## **20. Register of Directors' interests**

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

## **21. Records of decisions to be kept**

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **22. Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.



## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **23. Methods of appointing directors.**

- 23.1.** Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 23.2.** Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 23.3.** by ordinary resolution; or
- 23.4.** by a decision of the Directors.

### **24. Termination of Director's appointment**

- 24.1.** A person ceases to be a Director as soon as:
- 24.2.** that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;
- 24.3.** a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 24.4.** a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 24.5.** notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);
- 24.6.** the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason;  
or

**24.7.** the director ceases to be a member

**25. Directors' remuneration**

**25.1.** Directors may undertake any services for the Company that the Directors decide.

**25.2.** Directors are entitled to such remuneration as the Directors determine:

- (a)** for their services to the Company as Directors; and
- (b)** for any other service which they undertake for the Company.

**25.3.** Subject to the Articles, a Director's remuneration may:

- (a)** Take any form; and
- (b)** include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

**25.4.** Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

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

**26. Directors' expenses**

**26.1.** The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (a)** meetings of Directors or committees of Directors;
- (b)** general meetings; or

- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

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

## **PART 5**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

##### **27. Becoming a member**

- 27.1. The subscribers to the Memorandum are the first members of the Company.
- 27.2. Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 27.3. No person shall be admitted a member of the Company unless he or she is approved by the Directors.

##### **28. Termination of membership**

- 28.1. Membership is not transferable to anyone else.
- 28.2. Membership is terminated if:
  - (a) the member dies or ceases to exist;
  - (b) otherwise in accordance with the Articles;
  - (c) a member ceases to be a director; or

- (d) at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

## **ORGANISATION OF GENERAL MEETINGS**

### **29. General meetings**

- 29.1. The Directors may call a general meeting at any time.
- 29.2. The Directors must call a general meeting if required to do so by the members under the Companies Acts.

### **30. Length of notice**

- 30.1. All general meetings must be called by either:
  - (a) at least 14 Clear Days' notice; or
  - (b) shorter notice if it is so agreed.

### **31. Contents of notice**

- 31.1. Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

- 31.2.** If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 31.3.** In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

## **32. Service of notice**

- 32.1.** Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company.

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

- 33.1.** A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 33.2.** A person is able to exercise the right to vote at a general meeting when:
- (a)** that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b)** that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
  - (c)** The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
  - (d)** In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **34. Quorum for general meetings**

- 34.1. No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.
- 34.2. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

#### **35. Chairing general meetings**

- 35.1. The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting.
- 35.2. If neither the Chair nor such other Director nominated in accordance with Article 16.1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.
- 35.3. If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

### **36. Attendance and speaking by Directors and non-members**

- 36.1.** A Director may, even if not a member, attend and speak at any general meeting.
- 36.2.** The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

### **37. Adjournment**

- 37.1.** If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 37.2.** The chairman of the meeting may adjourn a general meeting at which a quorum is present if-
  - (a)** the meeting consents to an adjournment, or
  - (b)** it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.3.** The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4.** When adjourning a general meeting, the chairman of the meeting must-
  - (a)** either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b)** have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 37.5.** If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)-
- (a)** to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b)** containing the same information which such notice is required to contain.
- 37.6.** No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **VOTING AT GENERAL MEETINGS**

##### **38. Voting: General**

- 38.1.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 38.2.** A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- 38.3.** Article 42.2 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company.

##### **39. . Votes**



- 39.1.** On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member, proxy or Authorised Representative of a member) and entitled to vote shall have a maximum of one vote.
- 39.2.** On a vote on a resolution on a poll at a meeting, every member present, in person or by proxy, or Authorised Representative, shall have one vote.

#### **40. Poll votes**

- 40.1.** A poll on a resolution may be demanded:
- (a)** in advance of the general meeting where it is to be put to the vote; or
  - (b)** at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 40.2.** A poll may be demanded by:
- (a)** the chair of the meeting;
  - (b)** the Directors;
  - (c)** two or more persons having the right to vote on the resolution;
  - (d)** any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or
- 40.3.** A demand for a poll may be withdrawn if:
- (a)** the poll has not yet been taken; and
  - (b)** the chair of the meeting consents to the withdrawal.
- 40.4.** Polls must be taken immediately and in such manner as the chair of the meeting directs.

#### **41. Errors and disputes**

- 41.1.** No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 41.2.** Any such objection must be referred to the chair of the meeting whose decision is final.

## **42. Content of proxy notices**

- 42.1.** 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 Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 42.2.** The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3.** 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.
- 42.4.** 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.

### **43. Delivery of proxy notices**

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

### **44. Amendments to resolutions**

- 44.1.** An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (a)** notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - (b)** the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 44.2.** A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
  - (a)** the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b)** the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 44.3.** If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 5**

### **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

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

- 45.1.** Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 45.2.** Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 45.3.** A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

## **46. Irregularities**

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

## **47. Minutes**

- 47.1.** The Directors must cause minutes to be made in books kept for the purpose:
- (a)** of all appointments of officers made by the Directors;
  - (b)** of all resolutions of the Company and of the Directors; and
  - (c)** of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;
- 47.2.** and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.
- 47.3.** The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

#### **48. Records and accounts**

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

**48.2.** annual reports;

**48.3.** annual returns; and

**48.4.** annual statements of account.

**48.5.** Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

#### **DIRECTORS INDEMNITY AND INSURANCE**

#### **49. Indemnity**

**49.1.** A relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

- (a)** any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- (b)** any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

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

**49.2.** This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

**49.3.** In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a “relevant Director” means any Director or former Director of the Company or an associated company.

## **50. Insurance**

**50.1.** The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

**50.2.** In this Article:

- (a) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **EXCLUSION OF MODEL ARTICLES**

## **51. Exclusion of model articles**

- 51.1.** The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## **SCHEDULE OF TERMS**

### **52. Interpretation of defined terms**

#### **Interpretation**

#### **Defined terms**

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

“Act” means the Companies Act 2006;

“Address” includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;

“Articles” the Company’s articles of association;

“Authorised Representative” means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company “asset-locked body” means a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Chair” has the meaning given in Article 10;

“Circulation Date” in relation to a written resolution, has the meaning given to it in the Companies Acts;

“Clear Days” in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Companies Acts” means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;



“Company” means [Company Limited by Guarantee];

“Conflict of Interest” any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;

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

“Document” includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;

“Electronic Form” and “Electronic Means” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

“Hard Copy Form” has the meaning given to it in the Companies Act 2006;

“Memorandum” the Company’s memorandum of association;

“paid” means paid or credited as paid;

“participate” in relation to a Directors’ meeting, has the meaning given in Article 14;

“Proxy Notice” has the meaning given in Article 41;

“Secretary” the secretary of the Company (if any);

“specified” means specified in the memorandum and articles of association of the Company for the purposes of this paragraph;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“transfer” includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and

“Writing” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.