



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company Number **11397712**

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

**LEADING LEARNING FOR SPECIAL EDUCATIONAL NEEDS
AND DISABILITY C.I.C.**

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



N11397712I

Given at Companies House on **5th June 2018**.



Companies House



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

031932/35 031932/35 031932/35

In accordance with
Section 9 of the
Companies Act 2006.

IN01

Application to register a company



Companies House

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

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

☒ What this form is NOT for
You cannot use this form to
register a limited liability partnership.
If you wish to use this form for a
limited liability partnership, please use form LL IN01.
You cannot use this form if any individual
with significant control is a
director or has applied for protection
from creditors having their details disclosed
to the public register. Contact end
companieshouse.gov.uk to
obtain a separate form.



A760MNH7

A12 25/05/2018 #140
COMPANIES HOUSE

A15 11/05/2018 #220
COMPANIES HOUSE

A12 01/05/2018 #26
COMPANIES HOUSE

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

Leading Learning for Special Educational Needs and
Disability C.I.C

For official use

1113977112

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

All fields are mandatory unless
specified or indicated by *

① Duplicate names
Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance at:
www.gov.uk/companieshouse

A2 Company name restrictions 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.

② Company name restrictions
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance at:
www.gov.uk/companieshouse

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

③ 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

IN01

Application to register a company

A4

Company type¹

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

¹ Company type

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

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ²

| | | | | | |
|-----------------------|---|---|---|---|---|
| Classification code 1 | 8 | 5 | 6 | 0 | 0 |
| Classification code 2 | | | | | |
| 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

| |
|--|
| |
| |
| |
| |
| |

² Principal business activity

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

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

A6

Situation of registered office ¹

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

¹ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

IN01

Application to register a company

A7 Registered office address ①

| | | | | | | |
|----------------------|--|---|---|---|---|-----|
| | Please give the registered office address of your company. | | | | | |
| Building name/number | 42 | | | | | |
| Street | Victoria Parade | | | | | |
| | | | | | | |
| Post town | New Capital Quay | | | | | |
| County/Region | London | | | | | |
| Postcode | S | E | 1 | 0 | 9 | F R |

① 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 ②

| | | |
|----------|--|--|
| | Please choose one option only and tick one box only. | |
| Option 1 | I wish to adopt one of the following model articles in its entirety. Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company | |
| Option 2 | I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company | |
| Option 3 | <input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application. | |

② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

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

A9 Restricted company articles ③

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

☐

③ Restricted company articles

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

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments ①**

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) ② | |

① 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.

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.

B2**Secretary's service address ①**

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

① Service address

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

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

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

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①

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 | |

① **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 ②

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 ① | |
| Registration number | |

② **EEA**
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

① 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 ① | |
| Registration number | |

① **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

IN01

Application to register a company

Director

D1

Director appointments ①

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

| | |
|--------------------------------|-----------------------|
| Title* | Prof |
| Full forename(s) | Janice |
| Surname | Wearmouth |
| Former name(s) ② | Chambers |
| Country/State of residence ③ | United Kingdom |
| Nationality | British |
| Month/year of birth ④ | X X 0 3 1 9 4 8 |
| Business occupation (if any) ⑤ | University Professor |

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

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.

IN01

Application to register a company

Director**D1 Director appointments ^①**

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

| | |
|---|---|
| Title* | Dr |
| Full forename(s) | Adam David |
| Surname | Boddison |
| Former name(s) ^② | |
| Country/State of residence ^③ | United Kingdom |
| Nationality | British |
| Month/year of birth ^④ | X X ^m 1 ^m 1 ^y 1 ^y 9 ^y 8 ^y 1 |
| Business occupation (if any) ^⑤ | Charity CEO |

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

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.

IN01 - continuation page
Application to register a company

Director

D1

Director appointments ①

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) | Lynda Margaret Claire |
| Surname | Kay |
| Former name(s) ② | Chapman |
| Country/State of residence ③ | United Kingdom |
| Nationality | British |
| Month/year of birth ④ | X X '0 '1 '1 '9 '6 '3 |
| Business occupation (if any) ⑤ | University Lecturer |

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.

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

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.

IN01 - continuation page
Application to register a company

Director

D1

Director appointments ①

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

| | |
|--------------------------------|--------------------------|
| Title* | Mr |
| Full forename(s) | Tristan |
| Surname | Middleton |
| Former name(s) ② | |
| Country/State of residence ③ | United Kingdom |
| Nationality | British |
| Month/year of birth ④ | X X 1 2 1 9 6 7 |
| Business occupation (if any) ⑤ | University Lecturer |

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.

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

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.

IN01 - continuation page

Application to register a company

Director

D1

Director appointments ^①

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

| | |
|---|---------------------|
| Title* | Dr |
| Full forename(s) | Timothy Ivor |
| Surname | Williams |
| Former name(s) ^② | |
| Country/State of residence ^③ | United Kingdom |
| Nationality | British |
| Month/year of birth ^④ | X X '06 '19 '55 |
| Business occupation (if any) ^⑤ | Associate Professor |

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.

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 | Institute of Education, London Road Campus |
| Street | University of Reading 4 Redlands Road |
| Post town | Reading |
| County/Region | |
| Postcode | R G 1 5 E X |
| 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.

IN01 - continuation page

Application to register a company

Director

D1

Director appointments ①

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

| | |
|--------------------------------|--|
| Title* | Mr |
| Full forename(s) | Christopher Mark Lewis |
| Surname | Robertson |
| Former name(s) ② | |
| Country/State of residence ③ | United Kingdom |
| Nationality | British |
| Month/year of birth ④ | X X '0 '4 '1 '9 '5 '3 |
| Business occupation (if any) ⑤ | Independent Academic and Policy Adviser to Educational Organisations |

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.

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

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.

IN01

Application to register a company

Corporate director

E1

Corporate director appointments ^①

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

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**

→ No Complete **Section E4 only**

E3

EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ^③

Registration number

② EEA

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

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ^④

If applicable, the registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1**Statement of capital**

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

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

Continuation pages
Please use a continuation page
if necessary.

| Currency Complete a separate table for each currency | Class of shares E.g. Ordinary/Preference etc. | Number of shares | Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value | Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium |
|--|--|------------------|--|--|
|--|--|------------------|--|--|

Currency table A

| | | | | |
|--------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Currency table B

| | | | | |
|--------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

Currency table C

| | | | | |
|--------|--|--|--|--|
| | | | | |
| | | | | |
| | | | | |
| Totals | | | | |

| | Total number of shares | Total aggregate nominal value ❶ | Total aggregate amount unpaid ❶ |
|--|---------------------------|------------------------------------|------------------------------------|
| Totals (including continuation pages) | | | |

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

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
0

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

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

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

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Application to register a company

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

IN01

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 | | | | | | |
| | | | | | | |

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 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 | Janice |
| Surname ① | Wearmouth |
| Address ② | 42 Victoria Parade, New Capital Quay London |
| Postcode | S E 1 0 9 F R |
| Amount guaranteed ③ | £1.00 |
| Class of member (if applicable) ④ | |

Subscriber's details

| | |
|-----------------------------------|--|
| Forename(s) ① | Adam |
| Surname ① | Boddison |
| Address ② | 42 Victoria Parade, New Capital Quay London |
| Postcode | S E 1 0 9 F R |
| Amount guaranteed ③ | £1.00 |
| Class of member (if applicable) ④ | |

IN01

Application to register a company

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ❶ | Lynda |
| Surname ❶ | Kay |
| Address ❷ | 42 Victoria Parade, New Capital Quay London |
| Postcode | S E 1 0 9 F R |
| Amount guaranteed ❸ | £1.00 |
| Class of member (if applicable) ❹ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ❶ | Tristan |
| Surname ❶ | Middleton |
| Address ❷ | 42 Victoria Parade, New Capital Quay London |
| Postcode | S E 1 0 9 F R |
| Amount guaranteed ❸ | £1.00 |
| Class of member (if applicable) ❹ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ❶ | Timothy |
| Surname ❶ | Williams |
| Address ❷ | 42 Victoria Parade, New Capital Quay London |
| Postcode | S E 1 0 9 F R |
| Amount guaranteed ❸ | £1.00 |
| Class of member (if applicable) ❹ | |

Subscriber's details

| | |
|--------------------------------------|--|
| Forename(s) ❶ | Christopher |
| Surname ❶ | Robertson |
| Address ❷ | 42 Victoria Parade, New Capital Quay London |
| Postcode | S E 1 0 9 F R |
| Amount guaranteed ❸ | £1.00 |
| 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.

IN01

Application to register a company

Part 5 People with significant control (PSC)

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

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

H1

Statement of initial significant control¹

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

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

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

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

IN01

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

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

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

Title*

Full forename(s)

Surname

Country/State of residence ❶

Nationality

Month/year of birth ❷

X X m m y y y y

H4

Individual's service address ❶

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

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

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

Building name/number

Street

Post town

County/Region

Postcode

Country

IN01

Application to register a company

H7

Nature of control for an individual¹

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

¹ Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control²

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

² Tick each that apply.

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

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

^① Tick each that apply.

IN01

Application to register a company

Individual PSC

| | | |
|--|---|---|
| H3 | Individual's details | <p>1 Country/State of residence This is in respect of the usual residential address as stated in section H6.</p> <p>2 Month and year of birth Please provide month and year only.</p> |
| 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 ¹ | | |
| Nationality | | |
| Month/year of birth ² | <div>X</div> <div>X</div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> | |

| | | |
|--|---|--|
| H4 | Individual's service address¹ | <p>1 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.</p> <p>If you provide the individual's residential address here it will appear on the public record.</p> |
| 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 | <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> | |
| Country | | |

IN01

Application to register a company

H7

Nature of control for an individual¹

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

¹ 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 control¹

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:

¹ 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

Relevant legal entity (RLE)

| | | |
|---|---|--|
| 11 | RLE details ^① | |
| Corporate or firm name | | |
| 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 | | |
| ① Registered or principal office address This is the address that will appear on the public record. | | |

| | | |
|--|-------------------------------------|--|
| 12 | 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 ^① | | |
| Country/State ^① | | |
| Registration number ^① | | |
| ① 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 ¹

Please indicate how the RLE has significant control over the company

¹Tick 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 ¹

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:

¹Tick 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 ⁶

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

⁶ 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 ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① 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 ^①

Please show how the ORP has significant control over the company

① 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 ^①

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:

① 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 ^o

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

^oTick 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 ^①

☐ 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

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

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

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ¹

Please tick the box to confirm.

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

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

Part 9 Statement of compliance

This section must be completed by all companies.

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

- No Go to Section N1 (Statement of compliance delivered by the subscribers).
→ Yes Go to Section N2 (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ²

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

² 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 | X |
| Subscriber's signature | Signature X | X |
| Subscriber's signature | Signature X | 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

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 | SAFA MURAD |
| Building name/number | ANTHONY COLLINS SOLICITORS LLP |
| Street | 134 EDMUND STREET |
| Post town | BIRMINGHAM |
| County/Region | |
| Postcode | B3 2ES |
| Country | UNITED KINGDOM |

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

Agent's signature

Signature

X 

X

IN01

Application to register a company

**Presenter information**

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

| | |
|---------------|--------------------------------|
| Contact name | Mrs Edwina Turner |
| Company name | Anthony Collins Solicitors LLP |
| Address | 134 Edmund Street |
| Post town | Birmingham |
| County/Region | West Midlands |
| Postcode | B 3 2 E S |
| Country | England |
| DX | 13055 Birmingham |
| Telephone | 0121 214 3657 |

**Certificate**

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

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

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

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

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

Registered Number

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

**Leading Learning for Special Educational Needs
and Disability C.I.C.**

**A COMMUNITY INTEREST COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

THE COMPANIES ACT 2006

Anthony Collins Solicitors LLP
134 Edmund Street
Birmingham
B3 2ES

COMPANY NOT HAVING A SHARE CAPITAL

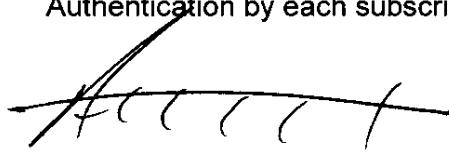
**MEMORANDUM OF ASSOCIATION OF
LEADING LEARNING FOR SPECIAL EDUCATIONAL NEEDS AND DISABILITY C.I.C.**

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

Name of each subscriber

Authentication by each subscriber

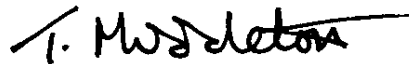
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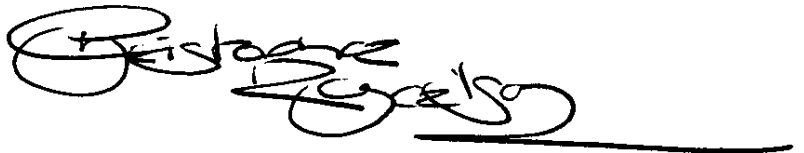
Lynda Kay



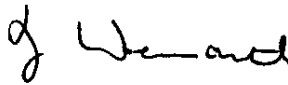
Tristan Middleton



Christopher Robertson



Janice Wearmouth



Timothy Williams



Dated:

25/4/2018

COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Leading Learning for Special Educational Needs and Disability C.I.C.

1. INTERPRETATION

1.1 In these Articles:-

| | |
|---------------------|---|
| "the Act" | means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force; |
| "Articles" | means these articles of association of the Company; |
| "Asset Locked Body" | means (i) a community interest company, a Charity or a Permitted Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those; |
| "Board" | the Board means the board of Directors of the Company (where appropriate) include their Committee and the Directors acting by written resolution; |
| "Board Meeting" | means a meeting of the Board; |
| "Charity" | (except in the phrase, "Scottish Charity") has the meaning given by Section 1(1) of the Charities Act 2011; |
| "Chairperson" | means a Director appointed as the chair of the Company under Article 28; |
| "clear days" | in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect; |

| | |
|----------------------|---|
| "Community" | is to be construed in accordance with section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004; |
| "Companies House" | means the office of the Registrar of Companies; |
| "Company" | means the company intended to be regulated by these Articles; |
| "Company Member" | means a Member for the time being of the Company who is admitted under Article 10; |
| "Director" | means any Director of the Company who is appointed in accordance with Article 19; |
| "Memorandum" | means the Memorandum of Association of the Company; |
| "Objects" | means the Objects of the Company set out in Article 5; |
| "Partner" | means a member of the 'NASENCO Provider Partnership' which is an organisation run by and as part of the Company or such other meaning that the Directors may determine from time to time; |
| "Permitted Society" | means a registered society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on use of Assets) Regulations (Northern Ireland) 2006; |
| "Regulations" | mean the Community Interest Company Regulations 2005; |
| "Registered Office" | means the registered office of the Company; |
| "Registered society" | means: |

- (i) a registered society within the meaning given by section 1(1) of the Cooperative and Community Benefit Societies Act 2014; or
- (ii) a society registered or deemed to be registered under the Industrial and Provident Societies Act (Northern Ireland) 1969

“Regulator” means the Regulator of Community Interest Companies;

“Scottish Charity” has the meaning given by Section 63 of the Companies (Audit, Investigations and Community Enterprise) Act 2004;

“the Secretary” means the secretary of the Company (if any) or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

“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, or, in Scotland, a right, title or interest in or over any property.

In the Articles:

1.2 terms defined in the Act are to have the same meaning;

1.3 references to singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;

1.4 references to “organisations” or “persons” include corporate bodies, public bodies unincorporated associations and partnerships;

1.5 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;

1.6 reference to the Articles are those within the Articles; and

1.7 headings are not affect the interpretation of the Articles.

For the avoidance of doubt the system of law governing the Memorandum and Articles is the law of England and Wales.

None of the model Articles in the Companies (Model Articles) Regulations 2008 apply to the Company.

2. COMMUNITY INTEREST COMPANY

The Company is to be a Community Interest Company.

3. NAME

The name of the Company is Leading Learning for Special Educational Needs and Disability C.I.C.

4. REGISTERED OFFICE

The registered office of the Company will be situated in England.

5. OBJECTS

The Company's object is to carry on activities which benefit communities in the United Kingdom and in particular (without limitation) to promote educational opportunities for learners with special educational needs and disabilities.

6. ASSET LOCK

6.1 The Company shall not transfer any of its assets other than for full consideration.

6.2 Provided the conditions in Article 6.3 are satisfied, Article 6.1 shall not apply to:

6.2.1 the transfer of assets to any specified Asset Locked Body, or (with the consent of the Regulator) to any other Asset Locked Body; and

6.2.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body.

6.3 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 or the Articles of the Company.

6.4 If the Company is wound up under the Insolvency Act 1986 and all its liabilities have been satisfied, then any residual assets shall not be distributed among the members of the Company but shall be given or transferred in such proportions as the Directors determine, to the Asset Locked Body specified in Article 6.5 below.

6.5 The following Asset Locked Body is specified as a potential recipient of the Company's assets under Articles 6.2 and 6.4:

6.5.1 The National Association for Special Educational Needs (NASEN) a charitable company limited by guarantee with registered company number 02674379 and registered with the Charity Commission under number 1007023 whose principle office is 4/5 Amber Business Village, Amber Close, Amington, Tamworth, Staffordshire B77 4RP.

7. POWERS

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

8. LIABILITY OF COMPANY MEMBERS

8.1 The liability of the Company Members is limited.

8.2 Every Company Member promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a Company Member, in the event of the same being wound up while they are a Company Member or within one year after they cease to be a Company Member.

9. SOCIAL PROFIT

The Company is not established or conducted for private gain; any profits or assets are used principally for the benefit of the community.

10. COMPANY MEMBERSHIP

10.1 The subscribers to the Memorandum are the first Company Members.

10.2 Such other persons as are admitted to membership by the Board in accordance with the Articles shall be Company Members.

10.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors.

10.4 Every person who wishes to become a Company Member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

10.5 Upon appointment as a Director, a person will automatically be admitted by the Board as a Company Member provided that:-

10.5.1 he is aged 18 or over; and

10.5.2 he would not immediately cease to be a Company Member under the Articles.

10.6 Only Directors can be Company Members.

10.7 Membership is personal and is not transferrable to anyone else.

11. REGISTER OF COMPANY MEMBERS

The Company shall keep a Register of Company Members containing the name and address of every Company Member, the date on which they became a Company Member and the date on which they ceased to be a Company Member. Company Members shall inform the Secretary or the Chairperson of any change of name or address.

12. CESSATION OF MEMBERSHIP

12.1 Membership is terminated:

12.1.1 If the Company Member ceases to fulfil any of the qualifications for membership as specified by Article 10;

12.1.2 upon delivering written notice of resignation to the Company's Registered Office;

12.1.3 if the Company Member ceases to be a Director;

12.1.4 if the Company Member dies or ceases to exist; or

12.1.5 otherwise in accordance with the Articles.

12.2 All such rights and privileges associated with membership shall cease upon termination of the same.

13. GENERAL MEETINGS

13.1 The Board may call a General Meeting at any time, to be held at such time and place as the Board decides subject to Article 14.

13.2 On receiving a requisition from the percentage of Company Members required under the Act the Board must promptly convene a General Meeting.

14. NOTICE OF GENERAL MEETINGS

14.1 Every General Meeting must be called by at least 14 clear days' notice.

14.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the General Meeting.

14.3 The notice must specify:-

14.3.1 the time, date and place of the General Meeting;

14.3.2 the general nature of the business to be transacted; and

14.3.3 if a special resolution is proposed, the fact that the proposed resolution is a special resolution and the wording of the resolution.

14.4 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.

14.5 Notice of a General Meeting must be given to all of the Company Members, the Directors and the Company's auditors (if any).

14.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1 A person who is not a Company Member 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.
- 15.2 No business shall be transacted at a General Meeting unless a quorum is present. The quorum for General Meetings is 3 or one third (whichever is the greater) of the Company Members for the time being present in person, by proxy or by authorised representative.
- 15.3 A Company Member, proxy or authorised representative may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 15.4 If within half an hour from the time appointed for the General Meeting, a quorum is not present or if at any time during the meeting Company Members shall leave such that a quorum is no longer present, the General Meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the directed by the Directors. If at the adjourned General Meeting a quorum is not present within half an hour then those Company Members who are present shall constitute the quorum for the purposes of allowing any business of the adjourned General Meeting to be conducted.
- 15.5 The Chairperson or in their absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the General Meeting and willing to act, the Company Members present shall elect one of their number to be Chairperson.
- 15.6 The Chairperson may with the consent of the General Meeting at which a quorum is present (and if so directed by the General Meeting) adjourn it to a time and place agreed by the General Meeting. The only business to be transacted at an adjourned General Meeting is that left unfinished from the General Meeting that was adjourned. It is not necessary to give notice of a General Meeting which is adjourned in accordance with this Article 15.6 unless it is adjourned for 30 days or more in which case 7 clear days' notice must be given.

15.7 The Chairperson may also adjourn a General Meeting if it appears to the Chairperson that for any other reason an adjournment is necessary for the business of the General Meeting to be properly conducted.

16. VOTING AT GENERAL MEETINGS

16.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-

16.1.1 the Chairperson; or

16.1.2 by a Company Member or members representing not less than one tenth of the total voting rights of all the Company Members having the right to vote at the General Meeting.

16.2 Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

16.3 If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the General Meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot.

16.4 Each Company Member present in person, by proxy or by authorised representative has one vote both on a show of hands and a poll.

16.5 In the case of an equality of votes the Chairperson shall not have a second or casting vote.

17. PROXIES

17.1 A Company Member may validly appoint a proxy by notice in writing which:

- 17.1.1 states the name and address of the Company Member appointing the proxy;
- 17.1.2 identifies the person appointed to be that Company Member as a proxy and the General Meeting in relation to which that person is appointed;
- 17.1.3 is signed by or on behalf of the Company Member appointing the proxy, or is also indicated in such matter as the Directors may determine; and
- 17.1.4 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.

17.2 A proxy need not be a Company Member. The Board may from time to time prescribe a form to appoint a proxy by rules or byelaws under Article 32. A proxy may not appoint another proxy.

17.3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions. A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

17.4 No document appointing a proxy will be valid for more than 12 months.

17.5 A vote is given or ballot demanded by proxy is to be valid despite:

- 17.5.1 the revocation of the proxy; or
- 17.5.2 the death or insanity of the principle

unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

17.6 A proxy form will not be valid for any part of the General Meeting at which the Company Member who appointed the proxy is present.

18. COMPANY MEMBERS' WRITTEN RESOLUTIONS

18.1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Company Members (provided that those Company Members would constitute a quorum at a General Meeting) is valid as if it had been passed at a General Meeting provided that:

18.1.1 a copy of the proposed resolution has been sent to every eligible Company Member;

18.1.2 a simple majority (or in the case of a special resolution and majority of not less than 75%) of Company Members have signified their agreement to the resolution; and

18.1.3 such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days beginning with the circulation date.

18.2 A resolution under Article 18.1 may consist of several documents in similar form each approved by one or more Company Members.

19. BOARD OF DIRECTORS

19.1 The minimum number of Directors is five. As far as is practicable, at any one time, at least three Directors must, in the opinion of the Directors, be members of, belong to or be representatives of, Partners. There is no maximum number of Directors.

19.2 The number of Directors must always be the same as the number of Company Members.

19.3 The Directors are appointed by the Board.

19.4 Subject to Article 25, a person appointed as Director in accordance with Article 19.3 shall remain in office for a period of three years from the date of his appointment.

19.5 At the conclusion of his term of office a Director who is willing to continue in office may, if the Board thinks fit, be re-appointed for a further term provided that a Director may only serve for a maximum of three terms of office (whether or not served consecutively) after which he may not be reappointed as a Director.

19.6 On or before the appointment of a person as a Director, the person must confirm his consent to be appointed as a Director in whatever format the Board may require and provide the information necessary to register him at Companies House as a Director. The appointment of any person as a Director who has not complied with the requirements of this Article 19.6 within one month of appointment, is to lapse unless the Board resolves that there is a good cause for the delay.

19.7 Subject to the Act and the Articles, the business of the Company shall be managed by the Board which may exercise all of the powers of the Company. An alteration to the Articles does not invalidate earlier acts of the Board which would have been valid without the alterations.

20. PROCEEDINGS OF THE BOARD OF DIRECTORS

20.1 Subject to the Articles, the Directors may regulate Board meetings as they wish. Board meetings may be called by any Director or the Secretary (if appointed).

20.2 Questions arising at a meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.

20.3 Except as provided by Article 20.2, in all proceedings of Directors each Director must not have more than one vote.

20.4 A Director may, and the Secretary (if any) shall, on the instruction of the Board of Directors, summon a meeting of the Board at any reasonable time. A meeting of the Board may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with each other.

20.5 The quorum necessary for the transaction of business at Board meetings is one third or three (whichever is the greater) of the Directors for the time being.

20.6 If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 20.5 for the quorum, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.

20.7 The Chairperson or in their absence some other Director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.

20.8 At a Board meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes, the Directors present may act only to:

20.8.1 adjourn it to such other time and place as they decide;

20.8.2 call a General Meeting; or

20.8.3 appoint or procure the appointment of Directors in accordance with the Articles.

20.9 If the adjourned Board Meeting there again are insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum, then the Board Meeting will be dissolved unless any business is allowed to be conducted in accordance with Article 20.6.

20.10 The Board of Directors shall ensure that proper minutes are to be made of the proceedings of all General Meetings of the Company, of Board Meetings and any sub-committees and of all business transacted at such meetings. The names of the Company Members and/or Directors present (as appropriate) must be included in the minutes. Minutes must be approved as a correct record at the next relevant meeting to which the minutes relate and once approved they must be signed by the person chairing the meeting at which they are approved.

21. DIRECTORS' WRITTEN RESOLUTIONS

21.1 A written resolution approved by all of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.

21.2 A resolution under Article 21.1 may consist of several documents in similar form each approved by one or more of the Directors.

22. OBSERVERS

- 22.1 Subject to Article 22.4, the Board may allow individuals who are not Directors to attend Board Meetings as observers on whatever terms the Board decide.
- 22.2 Observers may not vote but may take part in discussions with the prior consent of the Chairperson.
- 22.3 The Board may exclude observers from any part of the Board Meeting where the Board considers the business is private.
- 22.4 The Board must exclude an observer from any Board Meeting at which a possible person or benefit to him is being considered.

23. COMMITTEES

- 23.1 The Board of Directors may delegate any of its powers to sub-committees consisting of such persons as the Board decide. The Board may revoke a delegation to a sub-committee at any time.
- 23.2 The Board must specify the financial limits within which any sub-committee may function. Every sub-committee must report its proceedings and decisions to the Board as the Board specifies.
- 23.3 The members of a sub-committee are to be appointed by the Board and the Board is to determine the Chairperson of each sub-committee. Each member of a sub-committee is hold office from the date of his appointment until the term of office for which he has been appointed expires, or until he resigns, or is removed by the Board from the sub-committee.

24. EXECUTION OF DOCUMENTS

- 24.1 Unless the Board decides otherwise, documents which are to be executed as Deeds must be signed by:
- 24.1.1 two Directors;
 - 24.1.2 one Director and the Secretary (where appointed); or
 - 24.1.3 one Director in the presence of a witness who attests the Directors signature.

25. REMOVAL OF DIRECTORS

25.1 A Director will cease to hold office if:

- 25.1.1 he dies;
- 25.1.2 he ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director;
- 25.1.3 he becomes bankrupt or make any arrangement or composition with their creditors generally; or
- 25.1.4 he is in the reasonable opinion of the Board, incapable of fulfilling his duties and responsibilities as a Director because of illness or injury and the Board resolves that he be removed as a Director;
- 25.1.5 he resigns his office by notice to the Company;
- 25.1.6 he is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting at a properly convened Board Meeting) that he should cease to be a Director;
- 25.1.7 he is in the opinion of the Board guilty of conduct detrimental to the interests of the Company and the Board resolves by a 75% majority of the Directors present and voting at a properly convened Board Meeting that he should be removed, provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
- 25.1.8 his term of office ends and he is not reappointed as a Director;
- 25.1.9 when he was appointed as a Director he was, in the opinion of the Board, a member of, belonged to or was a representative of, a Partner and, in the opinion of the Board, he has ceased to be such and the Board resolves by a 75% majority of the Directors present and voting at a properly convened Board Meeting that he should be removed; or
- 25.1.10 he ceases to be a Company Member.

26. REMUNERATION OF DIRECTORS

26.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Company Members and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

26.2 Provided that nothing in these Articles shall prevent any payment in good faith by the Company and that any payment satisfies the Community Interest Test:

26.2.1 of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;

26.2.2 of reasonable and proper remuneration for any services rendered to the Company by any officer or servant of the Company who is not a Director;

26.2.3 of interest on money lent by any Company Member or Director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the Directors;

26.2.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1% of the issued capital of the company;

26.2.5 of reasonable and proper rent for premises let by any Company Member/Director;

26.2.6 to any Director of reasonable out-of-pocket expenses; and/or

26.2.7 of premiums for indemnity insurance.

27. CONFLICTS OF INTEREST AND BOARD MEMBER CONDUCT

27.1 Declaration of interests

- 27.1.1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must declare the nature and extent of that interest to the other Directors.
- 27.1.2 In accordance with the Act, the declaration may be made at a Board Meeting or by written notice.
- 27.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.
- 27.1.4 Any required declaration of interest must be made before the Company enters into the transaction or arrangement.
- 27.1.5 A declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware.
- 27.1.6 A Director need not declare an interest:-
- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or
 - (b) if, and to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as being aware of anything of which they ought reasonably to be aware).

27.2 Authorisation of direct conflicts of interest

A Director may enter into a transaction or arrangement with the Company only if and to the extent that such an arrangement is authorised by Article 26.

27.3 Authorisation of indirect conflicts of interest

- 27.3.1 Where, for whatever reason, a Director has any form of indirect interest in relation to a transaction or arrangement with the Company (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Directors not having a conflict provided that:-
- (a) the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that

part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

- (b) the Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Company to authorise the transaction.

27.3.2 The Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

27.4 Complaints about conduct

27.4.1 If the Chairperson receives a written complaint identifying the complainant and alleging conduct by a Director that in his reasonable opinion is detrimental to the interests of the Company and suggests that there is a prima facie case for the complaint to be investigated in accordance with the provisions of this Article 27 he may suspend the Director concerned.

27.4.2 Conduct detrimental to the interests of the Company may include:

- (a) any potential breach of a Director's obligations or duties; or
- (b) conviction of any offence which has or is likely to bring the Company into disrepute.

27.4.3 Where the Chairperson is absent or unable or unwilling to act in relation to the complaint or the complaint is about the Chairperson then the Vice Chair (if any) or such other Director not involved ("Deputy Chair") may exercise the power to suspend the Chairperson or a Director under Article 27.4.1 in the same circumstances as the Chairperson.

27.4.4 The Director whose conduct is complained of must be notified in writing either by the Secretary (if any) or by the Chairperson or the Vice Chair or Deputy Chair of the complaint and of any suspension which if exercised under Article 27.4.1 or Article 27.4.3 will be effective from the date of the notice. During the period of any suspension the Director must not:

- (a) participate in a Board Meeting;
- (b) authorise or incur expenditure on behalf of the Company;

- (c) make use of any property belonging to or in use by the Company in his capacity as a Director;
- (d) hold himself out as a Director of the Company; or
- (e) seek to commit the Company to any obligation.

27.4.5 On receipt of a complaint under Article 27.4.1 the Chairperson or the Vice Chair or Deputy Chair must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent person or persons, or such other body as the Chairperson or Vice Chair or Deputy Chair acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve.

28. CHAIRPERSON

The Company must have a Chairperson and may have a Vice-Chair. The Chairperson and the Vice-Chair (if any), are to be elected by the Board. The Board must decide the period during which they are each to hold office and the precise point at which their term of office ends. Both the Chairperson and the Vice-Chair (if any), may be re-elected by the Board.

29. SECRETARY AND OTHER EXECUTIVE OFFICERS

Subject to the provisions of the Act, the Secretary and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them.

30. ACCOUNTS, RETURNS AND REPORTS

30.1 The Company must comply with the Act in relation to the audit or examination of accounts (to the extent the law requires) and to:

- 30.1.1 preparing and filing an annual Company Directors report and annual accounts and filing them with Companies House;
- 30.1.2 making a confirmation statement to the Registrar of Companies; and
- 30.1.3 submitting the annual community interest statement to the Regulator.

30.2 The annual Directors report and accounts must contain:

30.2.1 revenue accounts and balance sheet for the last accounting period;

30.2.2 the auditors report on those accounts (if applicable); and

30.2.3 the Boards report on the affairs of the Company.

30.3 The accounting records of the Company must always be open to inspection by a Director.

31. NOTICES

31.1 Except for notices calling Board Meetings (which may be in writing but do not have to be) notices under the Articles must be in writing. In this Article writing includes facsimile transmission or email.

31.2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

31.3 The Company may give a notice to a Company Member, Director or auditor either:

31.3.1 personally;

31.3.2 by sending it by post in a prepaid envelope;

31.3.3 by facsimile transmission;

31.3.4 by leaving it at his address; or

31.3.5 by email.

31.4 Notices under Article 31.3.2 to 31.3.5 may be sent:-

31.4.1 to an address in the United Kingdom which that person has given the Company;

31.4.2 to the last known home or business address of the person to be served; or

31.4.3 to that person's address in the Company's Register of Company Members.

31.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

31.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.

31.7 A copy of the notification from the system used by the Company to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.

31.8 A notice may be served on the Company by delivering it or sending it to the Registered Office.

31.9 The Board may make rules or byelaws to define other acceptable methods of delivering notices.

32. RULES OR BYELAWS

32.1 Subject to Article 32.4;

32.1.1 the Board may from time to time make, alter, add to or repeal rules or byelaws for the proper conduct and management of the Company; and

32.1.2 the Company in General Meeting may alter, add to or repeal the rules or byelaws.

32.2 The Board must adopt such means as they think sufficient to bring the rules or byelaws to the notice of Company Members.

32.3 Rules or byelaws are binding on all Company Members and Directors.

32.4 No rules or byelaws may be inconsistent with or may affect or repeal anything in the Articles.

33. APPLICATION OF SURPLUS

33.1 The surplus funds of the Company shall be applied primarily for the Objects in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors:

33.1.1 to create a general reserve for the continuation and development of the Company; or

33.1.2 to make a payment for approved charitable or community benefit purposes.

34. INDEMNITY

34.1 The Company may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.

34.2 Subject to the Act (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 34.3, the Company may indemnify any Director against any liability incurred by him in his capacity as such.

34.3 The indemnity provided to a Director in accordance with Article 34.2 may not include any indemnity against liability:-

34.3.1 to the Company or a company associated with it;

34.3.2 for fines or penalties; or

34.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.

34.4 The indemnity provided to a Director in accordance with Article 34.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate

34.5 In respect to its auditor the Company may:-

34.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and

34.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Act or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

35. SOCIAL AUDIT

- 35.1 A social audit of the Company may if agreed by the Board, be undertaken of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its Objects.
- 35.2 Such a social audit may be drawn up by an independent assessor appointed by the Board of Directors who may submit their report for verification or comments to an independent assessor.
- 35.3 A social audit may include an assessment of the internal collective working of the employees of the Company, including employees' views, internal democracy, decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in the areas where the Company operates.

Please ensure this form is placed at the top of your application when posted to Companies House and the company name is consistent throughout all documents.

CIC 36

Declarations on Formation of a Community Interest Company¹

Please complete in typescript, or in bold black capitals.

Company Name in full

Leading Learning for Special Educational Needs and Disability C.I.C

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]³

The company's activities will provide benefit to ...

The Company will seek to achieve the best educational and wider outcomes for children and young people with Special Educational Needs and Disabilities (SEND) and their families.

COMPANY NAME

Leading Learning for Special Educational Needs and Disability C.I.C

SECTION B: Community Interest Statement – Activities & Related Benefit

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

| Activities (Tell us here what the company is being set up to do) | How will the activity benefit the community? (The community will benefit by...) |
|---|---|
| Workforce development : Developing and ensuring a robust Quality Standards of accredited National SENCO Award qualifications; Supporting providers of the National SENCO Award qualifications and other relevant qualifications; Providing a forum for providers of the National SENCO Award qualifications and other relevant qualifications to support the development of best practice; Consulting, working with and lobbying the Department for Education (DfE) and other relevant bodies in areas relevant to training, workforce and professional development relevant to SEND; and Working with other relevant organisations and consortia to develop approaches to training, workforce and professional development relevant to those with special educational needs and disabilities (SEND). | The Company will lead practice and policy innovation in the area of the training, workforce and professional development relevant to children and young people with special educational needs and disabilities and their families to ensure that they have access to providers who have the National SENCO Award and such other relevant qualifications and have the appropriate framework in place to ensure best practice throughout the SEND sector. |

| | |
|---|---|
| <p>Actively engaging in, commissioning, commenting on and disseminating research-informed evidence relevant to the improvement of educational and wider outcomes for children and young people with special educational needs and disabilities and their families</p> | <p>The Company will undertake research or commission research studies so that the education and training of providers who support children and young people with special educational needs and disabilities and their families have up-to-date knowledge, experience and skills to better support these groups.</p> |
| <p>If the company makes any surplus it will be used for... If the company were to make a surplus, it would be invested back into the company to support its activities and beneficiaries.</p> | |

(Please continue on separate sheet if necessary.)

LEADING LEARNING FOR SPECIAL EDUCATIONAL NEEDS AND DISABILITY C.I.C

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

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

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

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CHECKLIST

Have the first directors signed the CIC36?

Is the company name consistent throughout all documents being sent?

This form must be accompanied by the following documents:

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

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

| | |
|--|--------------------------|
| Mrs Edwina Turner | |
| Anthony Collins Solicitors | |
| 134 Edmund Street, Birmingham B3 2ES | |
| Edwina.turner@anthonycollins.co.uk | Tel 0121 214 3657 |
| DX Number 13055 | DX Exchange Birmingham 1 |

When you have completed and signed this form, please ensure it is placed at the top of your application and send it to the Registrar of Companies at:

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

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

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

NOTES

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

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

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

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