



**FILE COPY**

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

Company Number **11524316**

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

**SPARK PROJECTS**

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

Given at Companies House on **17th August 2018**



**\*N11524316A\***



**Companies House**



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

# IN01

## Application to register a company



Companies House



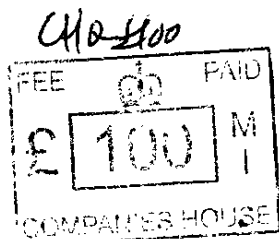
LD1 \*L7CJZRT5\* #66  
17/08/2018  
COMPANIES HOUSE

FRIDAY

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

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

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



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

## Part 1 Company details

### A1 Company name

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

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

Please show the proposed company name below.

Proposed company name in full ①

Spark Projects

For official use

11524316

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

### A2 Company name restrictions ②

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

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

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

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

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

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

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

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### Company type<sup>1</sup>

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

#### <sup>1</sup> Company type

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

A5

### Principal business activity

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

Classification code 1	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Classification code 2	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Classification code 3	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Classification code 4	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

Principal activity description

Charitable company aiming to promote digital literacy to underprivileged children in Greece

#### <sup>2</sup> Principal business activity

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

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

A6

### Situation of registered office <sup>3</sup>

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

#### <sup>3</sup> Registered office

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

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

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

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**A7**

**Registered office address •**

	Please give the registered office address of your company.
Building name/number	27
Street	Old Gloucester Street
Post town	London
County/Region	London
Postcode	W C 1 N 3 A X

**• Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

**A8**

**Articles of association •**

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

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

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

**A9**

**Restricted company articles •**

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

☐

**• Restricted company articles**

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

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## 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.

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## Application to register a company

### Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b> Please use this section to list all the corporate secretary appointments taken on formation.	<b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Name of corporate body/firm		
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		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate secretary registered within the European Economic Area (EEA)? → <b>Yes</b> Complete <b>Section C3 only</b> → <b>No</b> Complete <b>Section C4 only</b>	
<b>C3</b>	<b>EEA companies ②</b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
<b>C4</b>	<b>Non-EEA companies</b> Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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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)	George
Surname	Konaris
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	Greek
Month/year of birth ④	X X 0 6 1 9 7 6
Business occupation (if any) ⑤	

**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.

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Ms	
Full forename(s)	Ioanna	
Surname	Lykidi	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	Greek	
Month/year of birth <sup>④</sup>	<div> <div>X</div> <div>X</div> <div>0</div> <div>7</div> <div>1</div> <div>9</div> <div>7</div> <div>7</div> </div>	
Business occupation (if any) <sup>⑤</sup>	EMEA Business Governance & Compliance Lead Google UK Limited	

**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.

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
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

<b>D1</b>	<b>Director appointments <sup>①</sup></b>
Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E4.</b>	
Title*	Ms
Full forename(s)	Eleni
Surname	Potamianou
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	Greece
Nationality	Greek
Month/year of birth <sup>④</sup>	<div>XX</div> <div>06</div> <div>19</div> <div>76</div>
Business occupation (if any) <sup>⑤</sup>	head of parent communications JMC Kindergarten, Hellenic American Educational Foundation

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

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

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

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

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

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>
Please complete the service address below. You must also fill in the director's usual residential address in <b>Section D4</b> .	
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

<b>D1</b>	<b>Director appointments <sup>①</sup></b>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Ms
Full forename(s)	Vivian
Surname	Chang
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	United States
Nationality	United States
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>0</div> <div>5</div> <div>1</div> <div>9</div> <div>8</div> <div>4</div>
Business occupation (if any) <sup>⑤</sup>	Chief Product Officer Biodigital, Inc

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

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

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

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

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

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	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.

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### Corporate director

<b>E1</b>	<b>Corporate director appointments ①</b> Please use this section to list all the corporate directors taken on formation.	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Name of corporate body or firm		
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		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies ②</b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b> Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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**Part 3****Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below.→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Statement of capital**

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

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

**Continuation pages**

Please use a continuation page if necessary.

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

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

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**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

1

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

The particulars are:

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

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

**Continuation pages**

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

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

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**F3**

### Initial shareholdings

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

Please complete the details below for each subscriber.

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

#### Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

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

**3 Amount guaranteed**

Any valid currency is permitted.

**4 Class of members**

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

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) 1	George
Surname 1	Konaris
Address 2	The Company's Registered Office
Postcode	
Amount guaranteed 3	1 BRITISH POUND
Class of member (if applicable) 4	

**Subscriber's details**

Forename(s) 1	IOANNA
Surname 1	LYKIDI
Address 2	The Company's Registered Office
Postcode	
Amount guaranteed 3	1 BRITISH POUND
Class of member (if applicable) 4	



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Subscriber's details	
Forename(s) ❶	ELENI
Surname ❶	POTAMIANOU
Address ❷	The Company's Registered Office
Postcode	
Amount guaranteed ❸	1 BRITISH POUND
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	VIVIAN
Surname ❶	CHANG
Address ❷	The Company's Registered Office
Postcode	
Amount guaranteed ❸	1 BRITISH POUND
Class of member (if applicable) ❹	

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

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

### ❶ Name

Please use capital letters.

### ❷ Address

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

### ❸ Amount guaranteed

Any valid currency is permitted.

### ❹ Class of members

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

### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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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](mailto:enquiries@companieshouse.gov.uk)

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

H1

#### Statement of initial significant control <sup>1</sup>

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

##### **<sup>1</sup> 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	
Title*	Mr
Full forename(s)	George
Surname	Konaris
Country/State of residence <sup>①</sup>	United Kingdom
Nationality	Greek
Month/year of birth <sup>②</sup>	<div> <div> <div>X</div> <div>X</div> </div> <div> <div>0</div> <div>6</div> </div> <div> <div>1</div> <div>9</div> </div> <div> <div>7</div> <div>6</div> </div> </div>

**① Country/State of residence**

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

**② Month and year of birth**

Please provide month and year only.

H4 Individual's service address <sup>①</sup>	
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	
Building name/number	The Company's Registered Office
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 the individual's usual residential address.

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

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>①</sup>

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

#### Ownership of shares

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

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

#### Ownership of voting rights

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

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

#### Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>①</sup>

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

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

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

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

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

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

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

① Tick each that apply.

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

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

Title*												
Full forename(s)												
Surname												
Country/State of residence <sup>1</sup>												
Nationality												
Month/year of birth <sup>2</sup>	<input type="text" value="X"/>	<input type="text" value="X"/>	<input type="text" value="m"/>	<input type="text" value="m"/>	<input type="text" value="y"/>	<input type="text" value="y"/>	<input type="text" value="y"/>	<input type="text" value="y"/>				

**1 Country/State of residence**

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

**2 Month and year of birth**

Please provide month and year only.

H4

Individual's service address<sup>1</sup>

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

Building name/number												
Street												
Post town												
County/Region												
Postcode	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>				
Country												

**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.

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

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>①</sup>

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

#### Ownership of shares

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

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

#### Ownership of voting rights

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

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

#### Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>①</sup>

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

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

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

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

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

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

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

① Tick each that apply.

# IN01

## Application to register a company

H9

### Nature of control by a trust over which the individual has significant control <sup>①</sup>

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

<sup>①</sup> Tick each that apply.



# IN01

## Application to register a company

### Relevant legal entity (RLE)

11 RLE details <sup>①</sup>	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
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 <sup>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

**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

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### Nature of control for the RLE <sup>①</sup>

Please indicate how the RLE has significant control over the company

① Tick each that apply.

#### Ownership of shares

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

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

#### Ownership of voting rights

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

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

#### Ownership of right to appoint/remove directors

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

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

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

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### Nature of control by a firm over which the RLE has significant control <sup>①</sup>

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

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

15

**Nature of control by a trust over which the RLE has significant control <sup>6</sup>**

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

<sup>6</sup> 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 <sup>①</sup>

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 <sup>①</sup>

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

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 <sup>①</sup>**

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

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

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

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

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

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

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

**① Tick each that apply.**

IN01

Application to register a company

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

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

### K1 Election to keep secretaries' register information on the public register <sup>①</sup>

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

<sup>①</sup> 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 <sup>②</sup>

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

<sup>②</sup> 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 <sup>②</sup>

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

☐ No objection was received by the subscribers from any eligible person <sup>③</sup> within the notice period before making the election.

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**<sup>③</sup> 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 <sup>1</sup>

Please tick the box to confirm.

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

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

## Part 9 Statement of compliance

This section must be completed by all companies.

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

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

### N1 Statement of compliance delivered by the subscribers <sup>2</sup>

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

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

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

Subscriber's signature	Signature X	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 **George Konaris**

Building name/number **4**

Street **Holland Park**

Post town **London**

County/Region **London**

Postcode **W 1 1 3 T G**

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 **George Konaris**

Company name **Spark Projects**

Address **The Company's Registered Address**

Post town

County/Region

Postcode

Country

DX

Telephone



### Certificate

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

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



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

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



### Important information

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



### How to pay

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



### Where to send

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

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

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

**For companies registered in Northern Ireland:**

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

**Section 243 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

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

These explanatory notes are for advice and reference only and in no way form part of the text of the Memorandum of Association.

Details about the requirements of the Companies Act 2006 are available from the Companies House website **[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)** and our website **[www.charitycommission.gov.uk](http://www.charitycommission.gov.uk)**.

Section 8 of the Companies Act 2006 requires that the Memorandum of Association states that the company's subscribers:

- (a) wish to form a company; and  
(b) agree to become members of the company.

It also requires the members to authenticate the Memorandum of Association.

In general, the Commission can accept any name but has the power to direct registered charity names to be changed in the circumstances set out in section 42(2) of the Charities Act 2011, which are explained in our guidance Registering as a Charity (CC21) and in our Operational Guidance (Names of charities) available on our website. In very broad terms, the name should not be offensive, or identical to (or too like) the name of any other charity, or likely to mislead the public about its purposes, activities, status, or connections. Some words and expressions are controlled under the Companies Act 2006 and other legislation. A list of controlled words can be found in Appendices A - C of the Companies House website document 'Incorporation and Names' (GP1).

**Authentication by Subscribers:** The Memorandum of Association needs to be authenticated by the subscribers stating their names and adding their *signatures, or by their use of a form of electronic authentication acceptable to Companies House.*



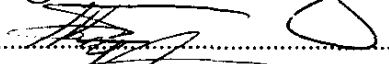
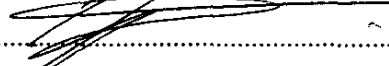
Submission of Documents: The Memorandum of Association should be sent to the Registrar of Companies at Companies House as part of the application to register as a company (section 9 of the Companies Act 2006). The Charity Commission requires a copy of the:

- Memorandum of Association
- Articles of Association
- Certificate of Incorporation (and if applicable the Certificate of Incorporation on Change of Name)

## Memorandum of Association of

## Spark Projects

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
Eleni Potamianou	
Vivian Chang	
George Konaris	
Ioanna Lykidi	

Dated:

30/7/2018

OTHE COMPANIES ACT 2006  
CHARITABLE PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION**

**OF**

**SPARK PROJECTS**

## 1. INTERPRETATION

**1.1** In these Articles, unless the context otherwise requires:

**Act:** means the Companies Act 2006;

**Articles:** means the Charity's articles of association for the time being in force;

**Business Day:** means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

**Charities Act:** means the Charities Act 2011;

**Charity:** means **Spark Projects**, which is a charitable company regulated by the Articles;

**Charity Commission:** means the Charity Commission for England and Wales;

**Circulation Date:** in relation to a written resolution, has the meaning given to it in the Act;

**Clear Days:** in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

**Connected Person:** means any person falling within one of the following categories:

- a. any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- b. the spouse or civil partner of any person in (a); or
- c. any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- d. an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- e. a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

**Director:** means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**electronic form and electronic means:** have the meaning given to such terms in section 1168 of the Act;

**Financial Expert:** means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of his ability in and practical experience of financial and other matters relating to investments;

**Member:** means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

**Objects:** means the objects of the Charity as stated in *Article 2*;

**Special Resolution:** has the meaning given in section 283 of the Act;

**United Kingdom:** means Great Britain and Northern Ireland; and

**writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

**1.2** Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

**1.3** Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

**1.4** A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

**1.5** Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

- (a) any subordinate legislation from time to time made under it; and
- (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

**1.6** Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

**1.7** The Model Articles shall not apply to the Charity.

## **2. OBJECTS**

**2.1** The Charity's objects are restricted specifically, only for the public benefit to promote digital literacy in under-privileged children, in Greece, who have limited exposure to and familiarity with technology.

**2.2** Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

## **3. POWERS**

In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

- (a) accept (or disclaim) any gift of money, legacy or other property;
- (b) raise funds by way of subscription, donation or otherwise;
- (c) trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- (d) establish or purchase companies to carry on any trade;

- (e) sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;
- (f) borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- (g) lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- (h) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- (i) set aside funds for particular purposes or as reserves against future expenditure;
- (j) deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- (k) delegate the management of investments to a Financial Expert, but only on terms that:
  - i. the Charity's investment policy is set down in writing by the Directors for the Financial Expert;
  - ii. all transactions are reported promptly and regularly to the Directors;
  - iii. investment performance is reviewed regularly with the Directors;
  - iv. the delegation arrangement may be cancelled by the Directors at any time;
  - v. a review of the investment policy and the delegation arrangement shall be carried out at least annually;
  - vi. all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Directors on receipt;
  - vii. the Financial Expert must not do anything outside the powers of the Charity;
- (l) arrange for the investments or other property of the Charity to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Directors or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (m) co-operate with other bodies and to exchange information and advice with them;
- (n) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- (o) enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- (p) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- (q) enter into contracts to provide services to or on behalf of other bodies;
- (r) provide or procure the provision of advice;
- (s) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- (t) promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;

- (u) subject to *Article 4.2*:
  - i. employ and remunerate any person or persons as necessary for the proper pursuit of the Objects; and
  - ii. make reasonable provision for the payment of pensions for employees and their dependents;
- (v) take out such insurance policies as are necessary to protect the Charity;
- (w) provide indemnity insurance for the Directors or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;
- (x) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (y) alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- (z) organise and assist in the provision of conferences, courses of instruction, exhibitions; lectures and other educational activities;
- (aa) provide and assist in the provision of money, materials or other aid;
- (bb) act as trustee and to undertake and execute charitable trusts;
- (cc) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects;
- (dd) pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity; and
- (ee) do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

#### **4. APPLICATION OF INCOME AND PROPERTY**

**4.1** The income and property of the Charity shall only be applied to promote the Objects.

**4.2** Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:

- (a) a benefit to any Member in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that *Article 5* applies if such a Member is a Director;
- (c) interest on money lent by a Member to the Charity at a reasonable and proper rate;
- (d) reasonable and proper rent for premises demised or let by a Member to the Charity; and
- (e) any payment to a Member who is also a Director which is permitted under *Article 5*.



## 5. BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

### 5.1 A Director:

- (a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
- (b) may benefit from trustee indemnity insurance purchased by the Charity in accordance with section 189 of the Charities Act;
- (c) may receive payment under an indemnity from the Charity in the circumstances set out in *Article 33*;
- (d) may not receive any other benefit or payment from the Charity unless it is authorised by this *Article 5*.

### 5.2 Unless the benefit or payment is permitted under *Article 5.3*, no Director (including a Member who is also a Director) or Connected Person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity; or
- (d) receive any other financial benefit from the Charity.

### 5.3 A Director or a Connected Person may:

- (a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- (c) subject to *Article 5.4*, enter into a contract for the supply of goods to the Charity that are not supplied in connection with services provided to the Charity by the Director or Connected Person;
- (d) receive reasonable and proper rent for premises let to the Charity;
- (e) receive interest at a reasonable and proper rate on money lent to the Charity;
- (f) take part in the normal trading and fund-raising activities of the Charity on the same terms as members of the public; and
- (g) receive or retain any payment for which prior written authorisation has been obtained from the Commission.

### 5.4 The Charity and its Directors may only rely on the authority provided by *Article 5.3(c)* if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods:
  - a. is set out in an agreement in writing between the Charity and the Director or Connected Person supplying the goods (the **Supplier**) under which the Supplier is to supply the goods in question to the Charity;
  - b. does not exceed what is reasonable in the circumstances for the supply of the goods in question;

- (b) the other Directors are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than someone who is not a Director or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Directors must balance the advantages of contracting with a Director against the disadvantages of doing so;
- (c) the Supplier:
  - a. is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Charity by them;
  - b. does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting; and
  - c. a majority of the Directors then in office are not in receipt of remuneration or payments authorised by *Article 5*.

**5.5** In *Article 5.3* and *Article 5.4*, the "Charity" includes any company in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50 % of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Directors to the company.

**5.6** A Director's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this *Article 5*.

## **6. WINDING UP**

**6.1** On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the **Charity's remaining assets**) shall not be paid or distributed to the Members but shall be applied or transferred:

- (a) directly for one or more of the Objects;
- (b) to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for particular purposes falling within the Objects.

**6.2** The decision on who is to benefit from the Charity's remaining assets, pursuant to *Article 6.1*, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

**6.3** In the event that no resolution is passed by the Members or by the Directors in accordance with this Article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

## **7. LIABILITY OF MEMBERS**

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

- (a) payment of the Charity's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **8. MEMBERS**

**8.1** The Directors from time to time shall be the only Members. A Director shall become a Member on becoming a Director.

**8.2** The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.

**8.3** Membership is not transferable.

## **9. TERMINATION OF MEMBERSHIP**

A Member shall cease to be a Member if they:

- (a) cease to be a Director; or
- (b) die.

## **10. GENERAL MEETINGS OF MEMBERS**

**10.1** The Directors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.

**10.2** General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Charity.

**10.3** No business shall be transacted at any general meeting unless a quorum is present. A quorum is two (2) Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.

**10.4** A Member is entitled to appoint another person as his proxy, in accordance with the Act, to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity.

**10.5** The chair of Directors shall chair general meetings of the Charity or, if they are absent, the vice-chair of Directors shall act as chair. If neither the chair nor the vice-chair of Directors is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.

**10.6** A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.

**10.7** On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.

**10.8** Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to

the chair of the meeting whose decision is final.

**10.9** Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

## **11. WRITTEN RESOLUTIONS**

**11.1** Subject to *Article 11.4*, a written resolution of the Members passed in accordance with this *Article 11* shall have effect as if passed by the Members in a general meeting. A written resolution is passed:

- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
- (b) as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.

**11.2** Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

**11.3** Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.

**11.4** A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.

**11.5** A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

**11.6** A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

- (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
- (b) if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

**11.7** A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

**11.8** A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.

**11.9** Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.

**11.10** The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

## **12. DIRECTORS**

**12.1** The number of Directors shall not be subject to any maximum but shall not be less than three.

**12.2** The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.

**12.3** A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

## **13. POWERS OF DIRECTORS**

**13.1** Subject to the provisions of the Act, the Articles and any Special Resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.

**13.2** No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Directors.

**13.3** A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

## **14. APPOINTMENT OF DIRECTORS**

**14.1** Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by resolution of the Directors.

**14.2** Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

## **15. RETIREMENT OF DIRECTORS**

**15.1** At every annual retirement meeting one-third, or, if their number is not divisible by three, the number nearest to one-third, of the Directors shall retire by rotation under *Article 15.2*, but may, subject to *Article 15.5*, offer themselves for reappointment by the Directors.

**15.2** The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots.

**15.3** The Directors shall hold an annual meeting of the Directors on or not more than four weeks before each anniversary of the incorporation of the Charity which shall be the annual retirement meeting.

**15.4** If a Director is required by the Articles to retire at an annual retirement meeting the retirement shall take effect on the conclusion of the meeting.

**15.5** No Director shall serve for more than nine consecutive years, unless the Directors consider it would be in the best interests of the Charity for a particular Director to continue to serve beyond that period and that Director is reappointed in accordance with the Articles.

**15.6** The first Directors shall hold office for the following terms, at the end of which each shall retire:

Georgios Konaris	4 years
Eleni Potamianos	2 years
Ioanna Lykidi	2 years
Vivian Chang	3 years

**15.7** The usual term of office for a Director shall be three (3) years, at the end of which they shall retire. Subject to *Article 15.8*, a Director shall be eligible for reappointment by the Directors for up to a further two terms, each of three (3) years.

**15.8** No Director shall serve for more than nine (9) consecutive years, unless the Directors consider it would be in the best interests of the Charity for a particular Director to continue to serve beyond that period and that Director is reappointed in accordance with the Articles.

## **16. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

A Director shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Charity pursuant to the Act;
- (b) cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
- (c) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (d) cease to be a Member of the Charity;
- (e) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (f) in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) resign by written notice to the Charity, provided that at least three (3) Directors will remain in office once the resignation takes effect;
- (h) are absent from all the meetings of the Directors held within a period of six (6) consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated;
- (i) are removed from office by a resolution of the Directors that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least half of the Directors are present. Such a resolution must not be passed unless:
  - a. the Director has been given at least fourteen (14) Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
  - b. the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

## **17. PROCEEDINGS OF DIRECTORS**

**17.1** Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

**17.2** Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

- (a) the appointment of any such Director or person acting as a Director was defective; or
- (b) any or all of them were disqualified; or
- (c) any or all of them were not entitled to vote on the matter.

## **18. CALLING A DIRECTORS' MEETING**

**18.1** Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

**18.2** Notice of the meeting must be given to each Director, but need not be in writing. The notice must specify:

- (a) the time, date and place of the meeting;
- (b) the general particulars of the business to be considered at the meeting; and
- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

## **19. PARTICIPATION IN DIRECTORS' MEETINGS**

**19.1** Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

**19.2** If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **20. QUORUM FOR DIRECTORS' MEETINGS**

**20.1** The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than two and, unless otherwise fixed, it is two.

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

**20.3** If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors.

## **21. CHAIRING DIRECTORS' MEETINGS**

**21.1** The Directors shall appoint one of their number as chair of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors may also appoint one of their number as vice-chair of Directors.

**21.2** If at any meeting of the Directors neither the chair nor vice-chair of Directors, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

## **22. DECISION-MAKING BY DIRECTORS**

**22.1** The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with *Article 23*.

**22.2** Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

## **23. UNANIMOUS DECISIONS BY DIRECTORS**

**23.1** A decision of the Directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

**23.2** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

**23.3** References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

**23.4** A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

## **24. DELEGATION BY DIRECTORS**

**24.1** The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors.

**24.2** The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.

**24.3** The terms of reference of a committee may include conditions imposed by the Directors, including that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
- (b) no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.



**24.4** Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.

**24.5** Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

**24.6** The terms of any delegation to a committee shall be recorded in the minute book.

**24.7** The Directors may revoke or alter a delegation.

**24.8** All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

## **25. CONFLICTS OF INTEREST**

**25.1** A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

**25.2** A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

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

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this Article 25.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **26. SECRETARY**

**26.1** The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

**26.2** A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

## **27. CHANGE OF COMPANY NAME**

The name of the Company may be changed by:

- (a) decision of the Directors; or
- (b) a Special Resolution of the Members,

or otherwise in accordance with the Act.

## **28. MINUTES**

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

## **29. RECORDS AND ACCOUNTS**

**29.1** The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

**29.2** Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.

**29.3** A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

## **30. COMMUNICATIONS**

**30.1** Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.

**30.2** Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied

with such notices or documents for the time being.

**30.3** A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **31. IRREGULARITIES**

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **32. INDEMNITY**

**32.1** Subject to *Article 32.2*, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

**32.2** This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

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