

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12041556**

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

SOUND PROGRESSION LTD

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

Given at Companies House, Cardiff, on **10th June 2019**



* N12041556B *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **08/06/2019**

X875JFAQ

<i>Company Name in full:</i>	SOUND PROGRESSION LTD
<i>Company Type:</i>	Private company limited by guarantee
<i>Situation of Registered Office:</i>	Wales
<i>Proposed Registered Office Address:</i>	117 FAIRWATER GROVE WEST CARDIFF WALES CF5 2JP
<i>Sic Codes:</i>	90020

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **MS CAROLE EVELYN**

Surname: **BLADE**

Former Names:

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director ***1***

Type:	Person
Full Forename(s):	MR MICHAEL JOHN
Surname:	JOHNSON
Former Names:	
Service Address:	9 NEVILLE STREET CARDIFF WALES CF11 6LP
Country/State Usually Resident:	UNITED KINGDOM
Date of Birth:	**/12/1949
Occupation:	MUSICIAN

The subscribers confirm that the person named has consented to act as a director.

Company Director **2**

Type: Person

Full Forename(s): MR JON KENNETH

Surname: **LUXTON**

Former Names:

Service Address: **VILLA HOUSE HERBERT TERRACE**
PENARTH
WALES CF64 2AH

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/08/1964** *Nationality:* **BRITISH**

Occupation: **POLITICIAN**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

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:

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

Name: **MICHAEL JOHNSON**

Address **9 NEVILLE STREET
CARDIFF
WALES
CF11 6LP**

Amount Guaranteed **1**

Name: **JON LUXTON**

Address **VILLA HOUSE HERBERT TERRACE
PENARTH
WALES
CF64 2AH**

Amount Guaranteed **1**

Statement of Compliance

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

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING SHARE CAPITAL

Memorandum of association of SOUND PROGRESSION LTD

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

Name of each subscriber	Authentication
Michael Johnson	Authenticated Electronically
Jon Luxton	Authenticated Electronically

Dated: 08/06/2019

SOUND PROGRESSION
Not for profit Voluntary Organisation

CONSTITUTION

1 The charity's name: Sound Progression Music Project, known as Sound Progression

2 Aims and Objectives

- a. To promote the welfare and quality of life of the young people of Cardiff and Wales, regardless of gender, race, colour, nationality, religion or political creed
- b. To ensure that the music provision for young people at Sound Progression reflects the true needs of the young people
- c. To ensure that members are involved in the planning of the music activities provision at Sound Progression
- d. To promote and to foster the spirit of the group, by building a supportive network of young people who are responsible for forwarding the views, wants and needs of Sound Progression

3 Powers and Functions

In furthering the objects but not otherwise Sound Progression may exercise the following powers:

- a. to draw, make, accept, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank or building society accounts in the name of Sound Progression;
- b. to raise funds and to invite and receive contributions from any persons or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of Sound Progression to disclaim any gift, legacy or bequest in whole or in part in such circumstances as Sound Progression may think fit, provided also that Sound Progression shall not undertake any permanent trading activities and shall conform to any relevant statutory regulations;
- c. to expend the funds of Sound Progression in such manner as Sound Progression shall consider most beneficial for the achievement of the objects;
- d. to do all such other lawful things as are necessary for the achievement of the objects.

4 Membership

The charity shall have a membership. Membership of Sound Progression shall be open to any person over the age of 18 years who is interested in furthering the objects and applies to be a member. Once accepted by the trustees, membership lasts for 3 years and may be renewed. The trustees will keep an up-to-date membership list.

The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made, and can be accompanied by a friend.

5 Administration

Subject to the matters set out below Sound Progression shall be administered and managed in accordance with this constitution by the members of the Management Committee.

6 Money and Property

Money and property must only be used for the charity's purposes.

Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.

Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.

7 Management

The general management of Sound Progression shall be directed by a Committee, known as the Sound Progression Management Committee, which shall be elected from the membership. No person shall be appointed as a member of the Committee who is under the age of 18 (eighteen).

The Committee must hold at least 3 meetings annually. At least 3 Committee members must be present at the meeting to be able to take decisions. The Committee may act by majority decision. Minutes shall be kept for every meeting.

If Committee members have a conflict of interest they must declare it and leave the meeting whilst this matter is being discussed or decided.

Committee members may make reasonable additional rules to help run Sound Progression. These rules must not conflict with this constitution or the law.

8 Annual General Meeting (AGM)

The AGM will be held annually with a minimum of 21 days' notice to all members, the meeting shall be minuted. There must be a minimum of a third of the management committee members present for the meeting. Every member shall have one vote.

The trustees shall present the annual report and accounts at the AGM.

Members shall elect between 3 and 10 trustees to serve for the next year. The will retire at the next AGM but may stand for re-election.

9 Special Meetings

The management Committee may call a special meeting of the members of Sound Progression at any time. If at least 7 (seven) members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.

10 Finances and Accounts

The funds of Sound Progression, including all donations, contributions and bequests, shall be paid into an account or accounts operated by the management Committee in the name of Sound Progression at such banks or building societies as the management Committee shall from time to time decide. Money and property must only be used for the charity's purposes.

The Committee shall authorise the any two of the Chair, the Secretary and Treasurer to sign cheques on behalf of Sound Progression.

Trustees must keep accounts. The most recent annual accounts can be seen by anyone on request.

Trustees cannot receive any money or property from the charity, except to refund reasonable out-of-pocket expenses.

11 Dissolution of Sound Progression

If the Management Committee decides that it is necessary or advisable to dissolve Sound Progression it shall call a special general meeting of the members of Sound Progression, of which not less than 21 (twenty one) days' notice stating the terms of the resolution to be proposed.

If winding up, any money or property left remaining after payment of debts must be given to a charity with similar purposes to Sound Progression.

12 Alterations to the Constitution

Any proposal to alter this constitution must be delivered in writing to the secretary of the Management Committee not less than 28 days before the date of a special General Meeting at which it shall be considered. A two thirds majority of those members attending and voting shall be required to approve any alteration to the constitution.

13 Rules of Procedure

Minutes: a written record of the proceedings and resolutions of all Committee and General Meetings shall be kept by, or on behalf of, the Secretary.

Signed:



Chairperson:

Mike Johnson
Flat 2, 9 Neville Street, Cardiff, CF11 6LP

Signed:



Secretary:

Paul Lyons
Flat 4, 190 Penarth Road, Grangetown, Cardiff,
CF11 6NL