

FILE COPY



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

Company Number **12871670**

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

TRUMPINGTON MEADOWS DELIVERY & ACTION GROUP 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 England and Wales

Given at Companies House, Cardiff, on **10th September 2020**



* N12871670J *



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: **09/09/2020**

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<i>Company Name in full:</i>	TRUMPINGTON MEADOWS DELIVERY & ACTION GROUP LTD
<i>Company Type:</i>	Private company limited by guarantee
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Registered Office Address:</i>	7 GREENWAY HOUSE OTTER CLOSE TRUMPINGTON CAMBRIDGE ENGLAND CB2 9EF
<i>Sic Codes:</i>	94990

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **MARTIN**

Surname: **KEEGAN**

Former Names:

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

Country/State Usually **ENGLAND**

Resident:

Date of Birth: ****/04/1977** ***Nationality:*** **BRITISH**

Occupation: **SOFTWARE**
 ENGINEER

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

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MARTIN KEEGAN**

***Country/State Usually
Resident:*** **ENGLAND**

Date of Birth: ****/04/1977** ***Nationality:*** **BRITISH**

Service address recorded as Company's registered office

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

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: LAURENCE FISCHER

Country/State Usually Resident: ENGLAND

Date of Birth: **/05/1987 ***Nationality:*** BRITISH

Service Address:
8 GREENWAY HOUSE OTTER CLOSE
TRUMPINGTON
CAMBRIDGE
ENGLAND
CB2 9EF

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

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50 % of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of 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: **MARTIN KEEGAN**

Address **7 GREENWAY HOUSE OTTER CLOSE
TRUMPINGTON
CAMBRIDGE
ENGLAND
CB2 9EF**

Amount Guaranteed **1**

Name: **LAURENCE FISCHER**

Address **8 GREENWAY HOUSE OTTER CLOSE
TRUMPINGTON
CAMBRIDGE
ENGLAND
CB2 9EF**

Amount Guaranteed **1**

Statement of Compliance

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

Name: **MARTIN KEEGAN**
Authenticated **YES**
Name: **LAURENCE FISCHER**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of TRUMPINGTON MEADOWS DELIVERY & ACTION GROUP 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
MARTIN KEEGAN	Authenticated Electronically
LAURENCE FISCHER	Authenticated Electronically

Dated: 09/09/2020

The Companies Act 2006 Company Limited by Guarantee and not having a Share Capital

September 9, 2020

Articles of Association of Trumpington Meadows Delivery & Action Group Ltd

1 NAME, AIMS AND DEFINITIONS

1.1 In this Constitution, unless the context indicates another meaning,

“Association” shall mean the company established
with these articles;

“the Executive Committee” shall mean the directors;

“the Secretary” shall mean the official elected as the
secretary, not necessarily the com-
pany secretary in the sense of the
Companies Act;

“Constitution” shall mean these articles of associa-
tion; *and*

“Standing Orders” shall mean the written rules established
by the directors.

1.2 The Model Articles provided for in law for a private company
limited by guarantee at the time of incorporation shall apply to

the Association, except insofar as they are modified or excluded by this Constitution.

- 1.3 The following Model Articles shall not apply to the Association:
 - 1.3.1 the definition of “chairman” in Model Article 1
 - 1.3.2 Model Article 7(2) — sole directors
 - 1.3.3 Model Article 19 — directors’ remuneration
 - 1.3.4 Model Article 31 — content of proxy notices
 - 1.3.5 Model Article 32 — delivery of proxy notices
 - 1.3.6 Model Article 35 — company seals
 - 1.3.7 Model Article 37 — provision for employees on cessation of business
 - 1.3.8 Model Article 38 — indemnity
- 1.4 The area of Trumpington Meadows, Cambridge shall hereinafter be known as the Development.
- 1.5 The Aims of the Association shall be:
 - 1.5.1 the promotion of the interests of the Members as residents of the Development, particularly in relation to the companies which manage certain areas in the Development;
 - 1.5.2 to organise the collection and storage of information about improving Trumpington Meadows;
 - 1.5.3 robustly ensuring that such information is acted upon; *and*
 - 1.5.4 communicating results of such actions to Members.

2 MEMBERSHIP

- 2.1 Individuals shall only be Members of the Association if they:
 - 2.1.1 qualify for Membership;
 - 2.1.2 have agreed to be Members and abide by the requirements of Membership, including agreement to provide contact

details and be bound by this Constitution, *and*;

2.1.3 support the Aims of the Association, free of any conflict of interest.

2.2 Membership of the Association shall be restricted to those living natural persons who qualify by:

2.2.1 being lawfully resident in the Development; *or*

2.2.2 being freeholders or leaseholders of dwellings on the Development.

Membership shall cease when a Member no longer qualifies to be one, on resignation, *or* non-payment of any reasonable fee for membership.

3 OFFICERS

3.1 The Officers of the Association shall have day-to-day responsibility for carrying out the work of the Association. Each Officer shall be empowered to carry out his role at his own initiative, subject only to this Constitution and the Resolutions of the Executive Committee.

3.2 The Officers shall ordinarily be elected at each AGM until the subsequent AGM and shall comprise:

3.2.1 a Chairman,

3.2.2 a Secretary,

3.2.3 where the Association has a bank account, a Treasurer, *and*

3.2.4 any Additional Officers whose roles were enumerated in applicable Standing Orders when Notice was given for the most recent AGM.

3.3 The Officers shall be accountable to the Executive Committee. They shall implement any valid decision of the Executive Committee or the Association. The actions of the Officers shall not be inconsistent with any decision of the Executive Committee or the Aims or Constitution of the Association.

- 3.4 No Officer shall hold the same office, or a substantially similar office, for more than three consecutive years.
- 3.5 The Executive Committee shall divide the work of the Association between the Officers such as to minimise overlap. Officers may delegate responsibility, but not *accountability*, for parts of their roles to other Members, provided they immediately inform the other Officers.
- 3.6 The Officers shall not suffer the time or other resources of the Association to be applied otherwise than in the furtherance of the Association's Aims, nor shall they suffer unauthorised individuals to purport to represent the Association.

4 EXECUTIVE COMMITTEE

- 4.1 The Association shall have a governing body which shall be known as the Executive Committee and which shall meet only as necessary and comprise
 - 4.1.1 each of the Officers, *and*
 - 4.1.2 one Representative, who must be a Member of the Association, from each Neighbourhood.
- 4.2 The Executive Committee shall decide the overall strategy and priorities of the Association, and shall have any other responsibilities necessitated or implied by this Constitution and not otherwise allocated to someone or something else. The Executive Committee shall have, and shall not delegate or assign, the exclusive power to do the following:
 - 4.2.1 making Standing Orders for the Association;
 - 4.2.2 the expulsion or suspension of Members;
 - 4.2.3 the creation, abolition and modification of the membership of any sub-committees as it sees fit;
 - 4.2.4 the determination, by Standing Order before an AGM, of the additional officers to serve on the Executive Committee for the coming year, and their titles and responsibilities;

- 4.2.5 the determination by Standing Order of the number, name and boundaries of each Neighbourhood; *and*
- 4.2.6 the appointment of trustees for bank accounts, assets and digital and online systems.
- 4.3 A casual vacancy of an Officer or Representative may be filled until the next AGM in accordance with the provisions of Model Article 17. Notwithstanding the provisions of that model article, Officers and Representatives shall *ordinarily* be elected for one year at the AGM.
- 4.4 No-one may be a member of the Executive Committee unless holding a specific role as an Officer or Representative.
- 4.5 Where an individual qualifies to be a member of the Executive Committee for more than one reason, she shall nevertheless only have one vote.
- 4.6 Any additional rules created by the Executive Committee as Standing Orders shall be maintained as a single document, and shall be consistent with the letter and spirit of this Constitution, and, particularly when concerned with disputes between Members, consistent with generally accepted principles of Due Process and Natural Justice.
- 4.7 All official decisions by the Executive Committee shall be in the form of a Resolution with a definite wording. Records of all such Resolutions shall be kept by the Secretary with the Minutes of meetings.

5 NEIGHBOURHOODS & REPRESENTATIVES

- 5.1 The Executive Committee shall establish and from time to time amend a division of the Development into Neighbourhoods, such that each dwelling therein shall be in one and only one such Neighbourhood.
- 5.2 Each Neighbourhood shall be represented by one Member of the Association, and this Representative shall be *ex officio* a member of the Executive Committee.

- 5.3 Each Neighbourhood's Representative shall ordinarily be elected at the AGM by those Members who live in that Neighbourhood. The Executive Committee may provide for measures whereby a Neighbourhood may be represented by a Member chosen by a branch of the Association or by an affiliated residents' organisation.

6 MEETINGS

- 6.1 The Annual General Meeting (AGM) of the Association shall be held before the end of March each calendar year.
- 6.2 The Notice for an AGM shall state any elected positions which may be contested, including those Additional Officers listed in the applicable Standing Orders in force at the time when the Notice is issued.

7 INTERPRETATION

- 7.1 The "interests of the Members as residents of the Development" shall be taken to include any interest in matters which have either
- 7.1.1 geographical proximity to the Development, *or*
 - 7.1.2 relevance to characteristics of the Development, such as the estate management and charging regimes, which are particular to the Development and some other developments but not shared by *all* developments in the country.
- 7.2 In relation to notice periods, any reference to "days" shall be taken to refer to "clear days".
- 7.3 Singular personal pronouns shall be taken to refer to any natural person, regardless of sex.
- 7.4 Notwithstanding implications to the contrary in Model Articles 12 and 25, the Chairman shall ordinarily be *directly* elected by the Members at the AGM, rather than by other members of the Executive Committee.