

FILE COPY



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

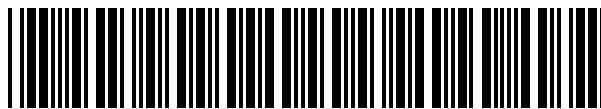
Company Number **14465165**

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

SHEBELLE DEVELOPMENT ORGANISATION

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 **7th November 2022**



N14465165J



Companies House



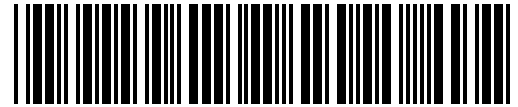
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **04/11/2022**

XBG1K5EQ

*Company Name in
full:*

SHEBELLE DEVELOPMENT ORGANISATION

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives

Company Type:

Private company limited by guarantee

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**8 BERRINGTON CLOSE
LEICESTER
ENGLAND LE5 0NL**

Sic Codes:

**85590
88990**

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **ABDULBASID HAJI**

Surname: **BRAWE**

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

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/03/1973** *Nationality:* **BRITISH**

Occupation: **WORKER**

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

Company Director 2

Type: **Person**

Full Forename(s): **AHMED LOYAN**

Surname: **ABDI ALI**

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

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/06/1990** *Nationality:* **SWEDISH**

Occupation: **PHARMACIST**

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

Company Director 3

Type: **Person**

Full Forename(s): **MOHAMUD AHMED**

Surname: **MOHAMED**

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

Country/State Usually **ENGLAND**
Resident:

Date of Birth: ****/07/1985** *Nationality:* **SOMALI**

Occupation: **DIRECTOR**

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: **ABDULBASID HAJI BRAWE**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/03/1973** *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.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **AHMED LOYAN ABDI ALI**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/06/1990** *Nationality:* **SWEDISH**

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.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.

Individual Person with Significant Control details

Names: **MOHAMUD AHMED MOHAMED**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/07/1985** *Nationality:* **SOMALI**

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.

Nature of control

The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in 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: **ABDULBASID HAJI BRAWE**

Address **8 BERRINGTON CLOSE
LEICESTER
ENGLAND
LE5 0NL**

Amount Guaranteed **GBP 1.00**

Name: **AHMED LOYAN ABDI ALI**

Address **8 BERRINGTON CLOSE
LEICESTER
ENGLAND
LE5 0NL**

Amount Guaranteed **GBP 1.00**

Name: **MOHAMUD AHMED MOHAMED**

Address **8 BERRINGTON CLOSE
LEICESTER
ENGLAND
LE5 0NL**

Amount Guaranteed **GBP 1.00**

Statement of Compliance

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

<i>Name:</i>	ABDULBASID HAJI BRAWE
<i>Authenticated</i>	YES
<i>Name:</i>	AHMED LOYAN ABDI ALI
<i>Authenticated</i>	YES
<i>Name:</i>	MOHAMUD AHMED MOHAMED
<i>Authenticated</i>	YES

Authorisation

<i>Authoriser Designation:</i>	subscriber	<i>Authenticated</i>	YES
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COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

SHEBELLE DEVELOPMENT ORGANISATION

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
ABDULBASID HAJI BRAWE	Authenticated Electronically
AHMED LOYAN ABDI ALI	Authenticated Electronically
MOHAMUD AHMED MOHAMED	Authenticated Electronically

Dated: 04/11/2022

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association of

SHEBELLE DEVELOPMENT ORGANISATION

1 The name of the Company is **SHEBELLE DEVELOPMENT ORGANISATION**.
(and in this document is called 'the Charity')

2 Interpretation.

In these articles:

"the Act" means the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"the Commission" means the Charity Commission for England and Wales;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"Board of Directors" means the body of the directors under the Act and of trustees under Charity Law;

"Member" means a subscriber of the company;

"subcommittee" means a committee of one or more Directors;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Objects.

3

The Charity's objects (the Objects) are :

(1)

To relieve financial hardship among the poor, widows, orphans and people in financial hardship, by means of, but not exclusively, making grants for providing or paying for items, equipment, treatment, services and facilities, such as food, clothing, clean water, medicines and livelihood programmes for the benefit of the said persons;

(2)

To advance education for the benefit of the general public by means of, but not exclusively, the provision or the assistance in the provision of educational activities and facilities, such as schools and training centres for the benefit of said persons.

Powers.

4

In addition to any other powers it may have, the Charity has the following powers in order to further the Objects:

(1)

to raise funds;

(2)

to buy, take on lease or in exchange, hire or otherwise acquire any property or assets or land and to maintain and equip them for use;

(3)

to sell, lease or otherwise dispose of all or any part of the property or assets belonging to the Charity.

(4)

to setup trading subsidiaries or carry out any such trading activities that is allowable under law;

(5)

to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed.

(6)

to co-operate with charities, voluntary bodies, individuals, corporations and statutory authorities and to exchange information and advice with them;

(7)

to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;

(8)

to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity or organisation formed for any of the Objects;

(9)

to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (10)
to employ and remunerate such staff as are necessary for carrying out the work of the Charity;
- (11)
to deposit or invest funds;
- (12)
to provide liability indemnity insurance for the Directors or any other officer of the Charity;
- (13)
to pay out of the funds of the Charity the costs of forming and registering the Company and Charity;
- (14)
to appoint advisors or patrons as the Directors think fit;
- (15)
to do any or all such other lawful things as are necessary for the achievement of the Objects.

Application of Income.

5

- (1)
The income, property and any surpluses of the Charity shall be applied solely towards the promotion of the Objects.
- (2)
A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.
- (3)
None of the income, profits (surpluses) 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 does not prevent a member who is not also a Director receiving a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (4)
A director may not receive any other benefit or payment unless it is authorised by article

6.

(5)

Subject to sub-clause (6) of this Article (Article 5), none 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 does not prevent a member who is not also a director receiving:

- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

(6) (1) General Provisions

No 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;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article (Article 5(6)), or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value. Scope and powers permitting directors' or connected persons' benefits

(2)

(a) A director or connected person may 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) A director or connected person may 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 2011.

(c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

(d) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of

the lease are under discussion.

(e) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

(3)

The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 5(6).

(4)

In sub-clauses (2) and (3) of this article:

(a) 'charity' includes any company in which the charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' in this article means

- (i) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (ii) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (i) above;
- (iii) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (i) or (ii) above;
- (iv) an institution which is controlled –
 - (a) by the charity trustee or any connected person falling within sub-clause (i), (ii), or (iii) above; or
 - (b) by two or more persons falling within sub-clause (iv)(a), when taken together
- (v) a body corporate in which –
 - (a) the charity trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (v)(a) who, when taken together, have a substantial interest.

If the company is registered with the Charity Commission, then Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

Liability of members.

- 6** The liability of the members is limited.
- 7** Every member promises, if the Charity is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Dissolution.

- 8**
 - (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve by means of a resolution passed by a majority of two-thirds (2/3rds) of the total number of Members of the Charity, that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or

before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any Charity or charitable institution or not-for-profit organisation for purposes similar to the Objects; or

(c) to any Charity or charitable institution or not-for-profit organisation for use for particular purposes that fall within the Objects;

(2)

In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity.

Members.

9

(1)

The subscribers to the Memorandum are the first Members of the Charity.

(2)

Membership is open to any individual who is nominated by a Director in the form required by the Directors; and is approved by a majority of the Directors at their sole and absolute discretion.

(2)

The Directors may refuse an application or nomination for membership at their absolute discretion, if they consider it to be in the best interests of the Charity, and the Directors shall not be required to provide a reason for refusal.

(3)

Membership is not transferable to anyone else.

Termination of Membership.

10

Membership is terminated if:

(1)

the member dies; or

(2)

the member resigns by written notice to the Charity unless, after the resignation, there would be less than two (2) Members; or

(3)

the member is removed from membership by a resolution of the Directors, that it is in the best interests of the Charity that their membership is terminated.

General meetings.

11

The Directors shall hold an annual general meeting every year only if it requested by at least ninety (90) percent of the total number of Members entitled to attend and vote.

12

Notwithstanding any members rights to call a General Meeting under the Act, General meetings or Special General Meetings may be called at any time by the Directors.

Notice of general meetings.

13

The minimum periods of notice required to hold a general meeting of the Charity is fourteen (14) days, except that a general meeting or an extraordinary general meeting may be called by shorter notice if it so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

14

The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings.

15

(1)

No business shall be transacted at any general meeting unless a quorum is present.

(2)

A quorum for all General Meetings is two (2) Members who are entitled to vote upon the business to be conducted at the meeting.

16

(1)

General meetings shall be chaired by the Chairperson of the Charity and in the event that there is no such person then by a Director appointed by the voting members present at the commencement of the meeting.

(2)

If there is only one Director present they shall chair the meeting.

Decision at meetings.

17

(1)

Decisions at a general meeting shall be based on a consensus.

(2)

Where no consensus is reached, then, subject to sub-Article (5) of this Article (Article 17) and Articles 18, a vote may be demanded on the motion in question either

(a) by the person chairing the meeting; or

(b) by at least fifty (50) percent of the total number of Members present.

(3)

Subject to sub-Article (5) of this Article (Article 17) and Articles 18, any vote at a meeting shall be decided by a poll.

(4)

The motion shall be deemed to be passed if at least fifty-one percent (51%) of the members present, and entitled to vote, vote in favour of the motion. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

(5)

In the event that a dispute arises, the decision of the person chairing the meeting shall be final and binding on all Members.

Votes of members.

18 Every Member shall have one vote.

19 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Directors.

20 A Director must be a natural person aged eighteen (18) years or older.

21 No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 26.

22 The number of Directors shall be at least three (3).

Appointment of Directors.

23

The 'First Directors' shall be those persons notified to the Companies House as the first Directors of the Charity, and shall, subject to Article 26, serve a term of five (5) years.

24

(1)

The Charity may by ordinary resolution at a general meeting of the Charity appoint a Member of the Charity who is willing to act to be a Director.

(2)

The Directors may appoint, by a resolution of the Board of Directors, a Member of the Charity who is willing to act to be a Director of the Charity.

(3)

Subject to the provisions of Article 26 the Directors appointed under this Article shall serve as a Director for five (5) years.

Officers & Board of Directors.

25

(1)

The collective body of Directors of the Charity shall be called the Board of Directors.

(2)

The meetings of the Board of Directors shall be chaired by a Director appointed or elected by the Directors at their first meeting as the 'Chairperson' of the Charity. IF no such person has been appointed, then the meetings shall be chaired by a Director present and appointed by the Directors in attendance.

(3)

Subject to sub-article (4) below, the Directors may appoint persons, who may not necessarily be from among the members, to act as ex-officio Directors of the Charity, fulfilling such duties as determined and delegated by the Directors from time to time.

(4)

The appointment of any ex-officio Director shall not confer any rights as a Directors under the Act whatsoever for that said person and may be revoked by a resolution of the Directors at their sole and absolute discretion.

26 Disqualification and removal of Directors.

A Director shall cease to hold office if the said Director:

(1)

ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director; or

(2)

ceases to be a member of the Charity; or

- (3)
becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or
- (4)
resigns as a Director by notice to the Charity and the Board of Directors accepts the resignation (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (5)
notwithstanding any Members' rights under the Act, and is removed from the Board of Directors by a resolution of the Directors that it is in the best interests of the Charity that their directorship is terminated; or
- (6)
completes his or her term as a Director and has not been re-appointed for a further term as determined by the Directors from time to time.

Proceedings of the Board of Directors.

27

- (1)
The Directors may regulate their proceedings as they think fit and may use any electronic means as they think fit.
- (2)
The Directors must call a meeting of the Directors if requested to do so by any one (1) Director.
- (3)
Questions arising at a meeting shall be decided by consensus or a majority of votes if a poll is demanded.
- (4)
In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

28

- (1)
No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made;
- (2)
The quorum for Director meetings shall be two (2) Directors or a number nearest to one-third of the number of Directors, whichever is higher.

29

(1)

A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

(2)

The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation.

30

(1)

The Directors may delegate any of their powers or functions to a committee of one or more Directors, or to an officer or staff of the Charity but the terms of any delegation must be recorded in the minute book.

(2)

The Directors may impose conditions when delegating;

(3)

The Directors may revoke or alter a delegation at their absolute discretion.

(4)

All acts and proceedings of any committees must be fully and promptly reported to the Directors.

Minutes.

- 31** The Directors must keep minutes of all appointments of officers made by the Directors, proceedings at meetings of the Charity and meetings of the Board of Directors.

Accounts, Annual Report and Annual Return.

- 32** The Directors shall comply with their obligations with regard to the preparation, keeping of and presentation of accounting records and annual reports or returns for the Charity.
- 33** Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using email or mobile phone text message.

Indemnity.

- 34** The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

35

(1)

The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(2)

The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(3)

The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.