



**FILE COPY**

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

Company No. 8875959

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

**ON COURSE SOUTH WEST CIC**

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



**\*N088759592\***

Given at Companies House on **4th February 2014**.



**Companies House**



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

# IN01

## Application to register a company



Companies House

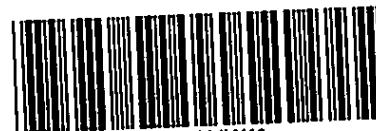
A fee is payable with this form  
Please see 'How to pay' on the last page

501 493 / 35

☒ **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 reg  
a limited liability partnership To  
this, please use form LL IN01

FRIDAY



\*A30RH4W1\*

A11

31/01/2014

#113

COMPANIES HOUSE

## Part 1 Company details

A1

### Company name

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option

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

Please show the proposed company name below

Proposed company  
name in full ①

ON COURSE SOUTH WEST CIC

For official use

8875959

### → 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 booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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 booklet GP1 at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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 are eligible  
to apply for this For more details,  
please go to our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A4

### Company type ④

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

### ④ Company type

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

# IN01

## Application to register a company

**A5**

### Situation of registered office ①

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

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

#### ① Registered office

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

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

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

**A6**

### Registered office address ②

Please give the registered office address of your company

Building name/number SCANDINAVIAN HOUSE

Street 2-6 CANNON STREET

Post town LONDON

County/Region

Postcode E C 4 M 6 Y H

#### ② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

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

**A7**

### Articles of association ③

Please choose one option only and tick one box only

Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3 ☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8**

### Restricted company articles ④

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

☐

#### ④ Restricted company articles

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

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Application to register a company

**Part 2 Proposed officers**

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

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

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

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

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**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.

**B3****Signature ①**

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

**① Signature**

The person named above consents to act as secretary of the proposed company.

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Application to register a company

**Corporate secretary****C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

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

**Registered or principal address**

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

**C2****Location of the registry of the corporate body or firm**

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

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3****EEA companies ②**

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

Where the company/firm is registered ②

Registration number

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

② This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**C4****Non-EEA companies**

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ③

Registration number

**③ Non-EEA**

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

**C5****Signature ④**I consent to act as secretary of the proposed company named in **Section A1**

Signature

Signature

X

X

**④ Signature**

The person named above consents to act as corporate secretary of the proposed company

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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-E5

Title*	MRS
Full forename(s)	TRACY
✓ Surname	HEWETT
Former name(s) ②	
✓ Country/State of residence ③	UNITED KINGDOM
✓ Nationality	BRITISH
✓ Date of birth	28 09 1964
✓ Business occupation (if any) ④	MANAGER

#### 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

#### ④ 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 ①

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	HAYNE MILL COTTAGE
Street	LEWDOWN, OKEHAMPTON
✓ Post town	DEVON
County/Region	
Postcode	EX20 4DD
Country	UNITED KINGDOM

#### 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 directors as the company's registered office.

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

**D3**

### Signature ①

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">✓</div> <div style="text-align: center;"> <p>Signature</p> <p>X </p> </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

#### ① Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

**Director****D1****Director appointments** ①Please use this section to list all the director appointments taken on formation  
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	JOHN REGINALD
✓ Surname	OSBORN
Former name(s) ②	
✓ Country/State of residence ③	UNITED KINGDOM
✓ Nationality	BRITISH
✓ Date of birth	28 02 1953
✓ Business occupation (if any) ④	RETIRED

**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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4.

**④ 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** ①

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	24
Street	CHAPELDOWN ROAD
Post town	TORPOINT
✓ County/Region	CORNWALL
Postcode	PL11 2HU
Country	UNITED KINGDOM

**① Service address**

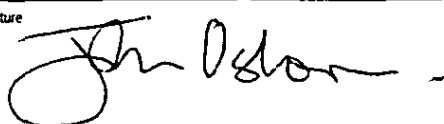
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

**D3****Signature** ①

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

**① Signature**

The person named above consents to act as director of the proposed company.

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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-E5

Title*	MRS
Full forename(s)	SHARON DAWN
✓ Surname	SCARRY
✓ Former name(s) ②	SHARON UNDERWOOD
Country/State of residence ③	UNITED KINGDOM
✓ Nationality	BRISH
✓ Date of birth	24 11 1967
✓ Business occupation (if any) ④	FINANCE MANAGER - ADULT EDUCATION

#### 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

#### ④ 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 ①

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	

#### ① Service address

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

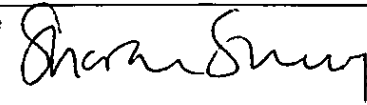
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

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

**D3**

### Signature ①

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	---

#### ① Signature

The person named above consents to act as director of the proposed company.



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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-E5

Title*	MRS
Full forename(s)	CARON JEAN <del>BARRETT</del>
✓ Surname	REBBIER
Former name(s) ②	
✓ Country/State of residence ③	ENGLAND
✓ Nationality	BRITISH
✓ Date of birth	11 02 1963
✓ Business occupation (if any) ④	CEO CHARITY

**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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in Section D4.

**④ 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 ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	11
Street	CHURCH HILL ROAD
	HOVE
✓ Post town	PLYMOUTH
County/Region	DEVON
Postcode	PL9 9JE
Country	ENGLAND

**⑤ Service address**

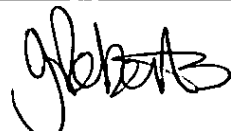
This is the address that will appear on the public record. This does not have to be your usual residential address.

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.

**D3****Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature ✓	Signature X  X
-------------	--

**⑥ Signature**

The person named above consents to act as director of the proposed company.

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**Corporate director****E1****Corporate director appointments <sup>①</sup>**

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

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

**Registered or principal address**

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

**E2****Location of the registry of the corporate body or firm**

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

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3****EEA companies <sup>②</sup>**

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

Where the company/firm is registered <sup>③</sup>

Registration number

**② EEA**

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

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

**E4****Non-EEA companies**

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered <sup>④</sup>

If applicable, the registration number

**④ Non-EEA**

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

**E5****Signature <sup>⑤</sup>**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

**⑤ Signature**

The person named above consents to act as corporate director of the proposed company

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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 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value ④	

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

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**F4** **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 <b>Sections F1 and F2</b>	<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 and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share</p> <p><b>Continuation pages</b> Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>
<p>Class of share</p> <hr/> <p>Prescribed particulars ①</p>		

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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 and any terms or conditions relating to redemption of these shares.</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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**F5**

### 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) unpaid	Amount paid
Name						
Address						
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 (Statement of compliance)

**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

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary

**Subscriber's details**

✓ Forename(s) ①	TRACY
✓ Surname ①	HEWETT
✓ Address ②	HAYNE MILL COTTAGE, LEWDOWN, OKEHAMPTON
	DEVON
Postcode	E X 2 0 4 D D
✓ Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	JOHN REGINALD
✓ Surname ①	OSBORN
✓ Address ②	24 CHAPELDOWN ROAD, TORPOINT
	CORNWALL
Postcode	P L 1 1 2 H U
✓ Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	SHARON DAWN
✓ Surname ①	SCARRY
✓ Address ②	2-6 CANNON STREET
	LONDON
Postcode	E C 4 M 6 Y H
✓ Amount guaranteed ③	£1

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## Subscriber's details

✓ Forename(s) ①	CARON JEAN
Surname ①	ROBERTS
Address ②	11 CHURCH HILL ROAD, HOOE
✓	PLYMOUTH
Postcode	P L 9 9 S E
✓ Amount guaranteed ③	£1

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## 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.

## Continuation pages

Please use a 'Subscribers' continuation page if necessary.



IN01

Application to register a company

**Part 5****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 H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

**H1****Statement of compliance delivered by the subscribers ①**

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance


IN01

## Application to register a company

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
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

## 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	AUGUSTUS DELLA-PORTA
Building name/number	BATES WELLS BRAITHWAITE, SCANDINAVIAN HOUSE
Street	2-6 CANNON STREET
Post town	LONDON
County/Region	
Postcode	E C 4 M 6 Y H
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 

**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	AUGUSTUS DELLA-PORTA									
Company name	BATES WELLS BRAITHWAITE									
Address	2-6 CANNON STREET									
Post town	LONDON									
County/Region										
Postcode	E	C	4	M		6	Y	H		
Country	UNITED KINGDOM									
DX										
Telephone	0207 551 7777									

**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 A6)  
☐ At the agents address (Given in Section H2)

**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 and Business Names (Miscellaneous Provisions) Regulations 2008, 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.

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

**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 exemption**

If you are applying for, or have been granted a section 243 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk) 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.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

The Companies Act 2006

Community Interest Company Limited by Guarantee

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**Memorandum of Association**

**of**

*ON CORSE SOUTH WEST CIC*

---

**Bates Wells & Braithwaite London LLP**  
2-6 Cannon Street  
London EC4M 6YH  
(Telephone: 020 7551 7777)  
[www.bwbllp.com](http://www.bwbllp.com)  
**210563/0008**

**The Companies Act 2006**  
**Community Interest Company Limited by Guarantee**  
**Memorandum of Association**  
**of**

ON COURSE SOUTH WEST CIC

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

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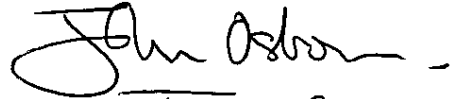
*Name of each subscriber*

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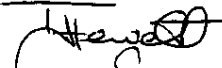
*Authentication by each subscriber*

---

JOHN OSBORN



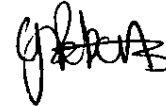
TRACY HEWETT



SHARON SCARRY



CARON ROBERTS



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Dated 30 January 2014

The Companies Act 2006

Community Interest Company Limited by Guarantee

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**Articles of Association**  
**of**  
**On Course South West CIC**

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**Bates Wells & Braithwaite London LLP**  
**2-6 Cannon Street**  
**London EC4M 6YH**  
**(Telephone: 020 7551 7777)**  
**[www.bwbllp.com](http://www.bwbllp.com)**  
**210563/0008/001204634**

# **The Companies Act 2006**

## **Community Interest Company Limited by Guarantee**

### **On Course South West CIC**

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**The Companies Act 2006**  
**Articles of Association**  
**of**  
**On Course South West CIC**

**INTERPRETATION**

**1. Defined Terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

**COMMUNITY INTEREST COMPANY AND ASSET LOCK**

**2. Community Interest Company**

The Company is to be a community interest company.

**3. Asset Lock**

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

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

3.2.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

3.2.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company

3.4 If

3.4.1 the Company is wound up under the Insolvency Act 1986; and

3.4.2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body chosen by the Regulator in consultation with the Company's directors and members

**4. Not for profit**

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

## **OBJECTS, POWERS AND LIMITATION OF LIABILITY**

### **5. Objects**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to promote education by the provision of education, skills and training to young people and adults

### **6. Powers**

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

### **7. Liability of members**

7 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

7 1 1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

7 1 2 payment of the costs, charges and expenses of winding up, and

7 1 3 adjustment of the rights of the contributories among themselves.

## **DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **8. Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

### **9. Members' reserve power**

9 1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9 2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

### **10. Chair**

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office

## **11. Directors may delegate**

11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company

11.1 1 to such person or committee,

11 1 2 by such means (including by power of attorney),

11 1.3 to such an extent,

11 1.4 in relation to such matters or territories; and

11 1 5 on such terms and conditions,

as they think fit.

11 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **12. Committees**

12 1 Committees to which the Directors delegate any of their powers must 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

12 2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **DECISION-MAKING BY DIRECTORS**

## **13. Directors to take decisions collectively**

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19

## **14. Calling a Directors' meeting**

14 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

14 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

14 2 1 all the Directors agree, or

14 2 2 urgent circumstances require shorter notice

14 3 Notice of Directors' meetings must be given to each Director

14.4 Every notice calling a Directors' meeting must specify

14.4.1 the place, day and time of the meeting, and

14.4.2 if it is anticipated that 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

14.5 Notice of Directors' meetings need not be in Writing

14.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

## **15. Participation in Directors' meetings**

15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15.1.1 the meeting has been called and takes place in accordance with the Articles, and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

15.3 If all the Directors participating in a 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

## **16. Quorum for Directors' meetings**

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

16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater

16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

16.3.1 to appoint further Directors, or

16.3.2 to call a general meeting so as to enable the members to appoint further Directors

## **17. Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

**18. Decision making at meetings**

18.1 Questions arising at a Directors' meeting shall be decided by a majority of votes

18.2 In all proceedings of Directors each Director must not have more than one vote

18.3 Notwithstanding Articles 18.1 and 18.2, in case of an equality of votes, the Chair shall have a second or casting vote

**19. Decisions without a meeting**

19.1 If:

19.1.1 a Director has become aware of a matter on which the Directors need to take a decision;

19.1.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision,

19.1.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other, and

19.1.4 a majority of the Directors vote in favour of a particular decision on that matter

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held

19.2 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:

21.2.1 may be in different places, and may participate at different times, and

21.2.2 may communicate with each other by any means

19.3 The Chair, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article. The process shall include

19.3.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes,

19.3.2 the nomination of a person to whom all Director's votes must be communicated,

19.3.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval, and

19.3.4 the nominated person must prepare a minute of the decision in accordance with Article 36

- 19 4 In the case of an equality of votes in any decision-making process in accordance with this Article, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the Chair is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

## **20. Conflicts of interest**

- 20.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 20.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must:
- 20.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,
- 20.3.2 not be counted in the quorum for that part of the meeting, and
- 20.3.3 withdraw during the vote and have no vote on the matter.
- 20.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

## **21. Directors' power to authorise a conflict of interest**

- 21.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
- 21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3,
- 21.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum, and
- 21.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.
- 21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from

meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

- 21 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject).

## **22. Register of Directors' interests**

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared

## **23. Validity of Director's actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director

## **24. Director's discretion to make further rules**

- 24.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law
- 24 2 The rules may regulate the following matters but are not restricted to them
- 24 3 the duties of any officers or employees of the Company,
- 24 4 the election of Community Staff Directors and Community Learner Directors to the Board,
- 24.5 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors),
- 24 6 any of the matters or things within the powers or under the control of the Directors; and
- 24 7 generally, all such matters as are commonly the subject matter of company rules

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **25. Methods of appointing Directors**

- 25 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors

- 25 2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director subject to the provisions of these Articles
- 25 3 There shall be a maximum of eight Directors comprised as follows.
- 25 3 1 up to three Ex-officio Directors,
- 25.3 2 one Community Learning Trust Director;
- 25 3 3 one Community Learner Director,
- 25 3 4 up to one Community Staff Director, and
- 25 3 5 up to two Co-opted Directors
- 25.4 The Community Staff Director may be elected by the Community Staff Partners in accordance with Article 25 5 and Article 31
- 25 5 The Community Staff Director shall be elected at the Annual Retirement Meeting for an initial term of office of three years (to be calculated from the Annual Retirement Meeting following his or her election) and shall be eligible for re-election for a further three year term by the Community Staff Partners
- 25 6 The Directors may appoint up to two Co-opted Directors either to fill vacancies or as additional Directors
- 25 7 A Co-opted Director shall be appointed for an initial term of office of three years (to be calculated from the Annual Retirement Meeting following his or her appointment) and shall be eligible for re-appointment by the Directors for a further three year term
- 25.8 A Community Staff Director or Co-opted Director who has served two terms of office must take a break from office and may not be re-appointed until the anniversary of the commencement of his or her break from office.
- 25 9 The Annual Retirement Meeting shall be the meeting of the Directors at which the accounts of the Company are adopted

## **26. Termination of Director's appointment**

- 26 1 A person ceases to be a Director as soon as
- 26 1 1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law,
- 26 1 2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
- 26 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,



26.1.4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,

26.1.5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect),

26.1.6 in the case of the Ex-officio Director or a Community Staff Director, he or she is no longer employed by the Company;

26.1.7 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason, or

26.1.8 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views

## **27. Directors' remuneration**

27.1 Directors may undertake any services for the Company that the Directors decide

27.2 Directors are entitled to such remuneration as the Directors determine

27.2.1 for their services to the Company as Directors, and

27.2.2 for any other service which they undertake for the Company

27.3 Subject to the Articles, a Director's remuneration may:

27.3.1 take any form; and

27.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

27.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

27.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

## **28. Directors' expenses**

28.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

28.1.1 meetings of Directors or committees of Directors;

28.1.2 general meetings; or

28.1.3 separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **29. Becoming a member**

29.1 The subscribers to the Memorandum are the first members of the Company

29.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

29.3 The Directors shall from time to time be the only members of the Company

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

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

29.6 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member

29.7 For the purposes of Article 29.6, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

#### **30. Termination of membership**

30.1 Membership is not transferable to anyone else

30.2 Membership is terminated if

30.2.1 the member dies or ceases to exist,

30.2.2 otherwise in accordance with the Articles,

30.2.3 a member ceases to be a Director,

30.2.4 in the case of an Ex-Officio Director or a Community Staff Director, his or her employment with the Company ceases, or

30.2.5 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground

that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her

### **31. Community partners**

- 31.1 The Directors may establish such classes of community partners with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such community partners in accordance with such regulations as the Directors shall make, provided that no such community partners shall be members of the Company for the purposes of the Articles or the Companies Acts (unless a community partner is elected as a Director in accordance with this Article 31)
- 31.2 Immediately following incorporation of the Company the Directors shall establish and continue to make available a class of community partnership called the Staff Advisory Group, whose community partners shall be known as Community Staff Partners, to which all employees of the Company shall be eligible to apply
- 31.3 Community Staff Partners shall be entitled to elect up to one of their number from time to time to be chair of the Staff Advisory Group as Community Staff Director in accordance with rules set out by the Directors using their powers under Article 24, who may or may not be chair of the Staff Advisory Group
- 31.4 The Community Staff Partners shall also be entitled to elect up to one of the number
- 31.5 For the avoidance of doubt, the membership of a Community Staff Partner shall cease immediately on the termination of his or her employment by the Company
- 31.6 Immediately following incorporation of the Company the Directors shall establish and continue to make available a class of community partnership called the Learners Forum, whose community partners shall be known as Community Learner Partners to which all learners of the Company shall be eligible to apply upon enrolment
- 31.7 The Community Learner Partners shall be entitled to elect up to one of their number from time to time to be the chair of the Learners Forum who shall be the Community Learner Director
- 31.8 For the avoidance of doubt, the membership of a Community Learner Partner shall cease three years following termination of his or her enrolment as a learner of the Company

## **ORGANISATION OF GENERAL MEETINGS**

### **32. General meetings**

- 32.1 The Directors may call a general meeting at any time

- 32 2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts
- 32 3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- 32.4 Article 32 3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company

## **WRITTEN RESOLUTIONS**

### **33. Written resolutions**

- 33 1 Subject to Article 33 5, a written resolution of the Company passed in accordance with this Article 33 shall have effect as if passed by the Company in general meeting
- 33 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of eligible members
- 33 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 33 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 33 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 33 4 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 Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- 33 5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution
- 33 5 1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
- 33.5 2 If the Document is sent to the Company in Electronic Form, it is authenticated if the identity of the member is confirmed in a manner specified by the Company or where no such manner has been specified by the Company if the communication contains or is accompanied by a statement of the identity of

the member and the Company has no reason to doubt the truth of that statement.

33 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

33 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **34. Means of communication to be used**

#### **34.1 Subject to the Articles**

34 1 1 anything sent or supplied by or to the Company under the Articles, and

34 1.2 anything sent or supplied by the Company under the Companies Acts,

may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company (as the case may be)

34 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.

34 3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

### **35. Irregularities**

The proceedings at any meeting or on 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 any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice

### **36. Minutes**

The Directors must cause minutes to be made in books kept for the purpose

36 1 of all appointments of officers made by the Directors,

36 2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

36 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

### **37. Records and accounts**

37 1 The Directors shall comply with the requirements of the Companies Acts 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 Regulator of

37 1 1 annual reports;

37 1 2 annual returns, and

37 1.3 annual statements of account

37 2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member

### **38. Indemnity**

38 1 Subject to Article 38 2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against

38 1 1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

38.1.2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

38 1 3 any other liability incurred by that Director as an officer of the Company or an associated company.

38.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

38 3 In this Article:

38.3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

38 3 2 a “relevant Director” means any Director or former Director of the Company or an associated company

**39. Insurance**

39 1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

39 2 In this Article:

39 2 1 a “relevant Director” means any Director or former Director of the Company or an associated company,

39.2 2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

39 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

**40. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## SCHEDULE

### INTERPRETATION

#### Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1 1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1 2 “Annual Retirement Meeting”	has the meaning given in Article 25 9,
1 3 “Articles”	the Company’s articles of association,
1.4 “asset-locked body”	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
1 5 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
1.6 “Chair”	has the meaning given in Article 10;
1 7 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1 8 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
1 9 “community”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1 10 “Community Director”	<b>Learner</b> the chair from time to time of the Learners Forum,
1 11 “Community Partner”	<b>Learner</b> learners of the Company who have agreed to become community partners in accordance with Article 31,



1 12	<b>“Community Learning Trust Director”</b>	the chair from time to time of the Plymouth Community Learning Trust (or such other name as it subsequently adopts),
1.13	<b>“Community Staff Director”</b>	a Director elected by the Community Staff Partners in accordance with Article 31,
1.14	<b>“Community Staff Partner”</b>	employees of the Company who have agreed to become community partners in accordance with Article 31,
1 15	<b>“Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,
1 16	<b>“Company”</b>	On Course South West CIC;
1 17	<b>“Conflict of Interest”</b>	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company,
1 18	<b>“Co-opted Director”</b>	a Director co-opted by the Directors in accordance with these Articles,
1.19	<b>“Director”</b>	a director of the Company, and includes any person occupying the position of director, by whatever name called,
1.20	<b>“Document”</b>	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1 21	<b>“Electronic Form”</b> <b>“Electronic Means”</b>	<b>and</b> have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.22	<b>“Ex-officio Director”</b>	means at incorporation <ul style="list-style-type: none"> <li>(a) the individuals who previously took the roles of Principal Senior Education Officer, Resource and Finance Manager and subsequently, the chief executive officer and the resource and financial director, and</li> <li>(b) on appointment, the operations and commercial director</li> </ul> <p>who together comprise the senior management team of the Company,</p>

- |      |   |  |
|------|---|--|
| 1 23 | <b>“Hard Copy Form”</b>                             | has the meaning given to it in the Companies Act 2006,   |
| 1.24 | <b>“Learners Forum”</b>                             | has the meaning in Article 12 4,   |
| 1 25 | <b>“Memorandum”</b>                                 | the Company’s memorandum of association,   |
| 1 26 | <b>“paid”</b>                                       | means paid or credited as paid,  |
| 1 27 | <b>“participate”</b>                                | in relation to a Directors’ meeting, has the meaning given in Article 15,  |
| 1 28 | <b>“Permitted Industrial and Provident Society”</b> | an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006, |
| 1 29 | <b>“the Regulator”</b>                              | means the Regulator of Community Interest Companies,   |
| 1 30 | <b>“Secretary”</b>                                  | the secretary of the Company (if any),   |
| 1 31 | <b>“specified”</b>                                  | means specified in the memorandum and articles of association of the Company for the purposes of this paragraph,   |
| 1.32 | <b>“Staff Advisory Group”</b>                       | has the meaning in Article 12 3;   |
| 1 33 | <b>“subsidiary”</b>                                 | has the meaning given in section 1159 of the Companies Act 2006,   |
| 1 34 | <b>“transfer”</b>                                   | includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property, and  |
| 1 35 | <b>“Writing”</b>                                    | 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  |
- 
2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
  
  3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company

# CIC 36

## Declarations on Formation of a Community Interest Company<sup>i</sup>

*Please  
complete in  
typescript, or  
in bold black  
capitals.*

Company Name in full

On Course South West CIC

### SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community<sup>ii</sup> [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]<sup>iii</sup>

*The company's activities will provide benefit to*

The community and in particular young people and adults who wish to gain employment, improve their qualifications or learn new skills.

**COMPANY NAME**

On Course South West CIC

**SECTION B: Community Interest Statement – Activities & Related Benefit**

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

<b>Activities</b> (Tell us here what the company is being set up to do)	<b>How will the activity benefit the community?</b> (The community will benefit by .)
Accredited training and advice and guidance on learning opportunities and routes into employment at affordable prices or at no cost.	<ul style="list-style-type: none"><li>• Learning opportunities for members of the public to get back into work and thereby contributing to social inclusion, reducing unemployment and the wider economic regeneration of Plymouth's communities.</li></ul>
Non-accredited learning open to the community at affordable prices or at no cost	<ul style="list-style-type: none"><li>• Providing individuals with new skills and promoting lifelong learning.</li><li>• Providing members of the public with access to a range of vocational and non-vocational courses, thereby reducing unemployment and social isolation</li></ul>
Working with agencies and employers to increase access to work experience opportunities and support	<ul style="list-style-type: none"><li>• Reducing unemployment</li></ul>
Employment education and training opportunities for young people including apprenticeships, tailored training and support, work experience; volunteering opportunities and pathways to higher education.	<ul style="list-style-type: none"><li>• Providing young people with life skills and routes into employment, thereby reducing youth unemployment</li></ul>
If the company makes any surplus it will be used for  Reinvestment in the CIC and its activities.	

(Please continue on separate continuation sheet if necessary )

**COMPANY NAME**

On Course South West CIC

**SECTION C:**

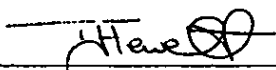
1. We/I, the undersigned, declare that the company in respect of which this application is made will not be

- (a) a political party,
- (b) a political campaigning organisation, or
- (c) a subsidiary of a political party or of a political campaigning organisation.<sup>iv</sup>

**SECTION D: SIGNATORIES**

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


Signed



Date

7/01/14

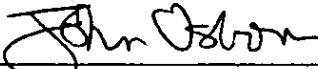
Signed



Date

7/1/14


Signed



Date

7/1/14

Signed



Date

8/1/14

Signed

Date

(Please continue on separate continuation sheet if necessary )

**CHECKLIST**

The form must be accompanied by the following documents

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

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

Augustus Della Porta

Bates Wells & Braithwaite London LLP

2-6 Cannon Street

London EC4M 6YH Tel 020 7551 7607

DX Number 42609 DX Exchange Cheapside 1

**When you have completed and signed the form, please send it to the Registrar of Companies at:**  
*For companies registered in England and Wales* Companies House, Crown Way, Cardiff CF14 3UZ  
DX 33050 Cardiff

*For companies registered in Scotland* Companies House, 4<sup>th</sup> Floor, Edinburgh Quay 2, 139  
Fountainbridge, EH3 9FF DX 235 Edinburgh

*For companies registered in Northern Ireland* Companies House, 1<sup>st</sup> Floor, Waterfront Plaza, 8  
Laganbank Road, Belfast BT1 3BS

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#### NOTES

- <sup>i</sup> This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.
- <sup>ii</sup> The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.
- <sup>iii</sup> E.g. "the residents of Oldtown" or "those suffering from XYZ disease"
- <sup>iv</sup> A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.