



FILE COPY

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

Company Number **9288812**

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

RAPID RELIEF TEAM

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

Given at Companies House on **30th October 2014**



N09288812P



Companies House



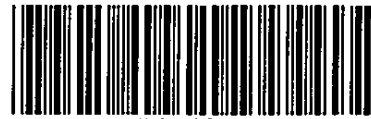
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company

Laserform

THURSDAY



L3JL6C1N

LD1

30/10/2014

#144

COMPANIES HOUSE

FEE PAID

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



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

X What this form is NOT for
You cannot use this form to register a
limited liability partnership. To do
this, please use form LL IN01

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

CH0 165718

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 Please show the proposed company name below RAPID RELIEF TEAM For official use 9 2 8 8 8 1 2	→ 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
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 <input type="checkbox"/> 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
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 <input checked="" type="checkbox"/> 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
A4	Company type 4 Please tick the box that describes the proposed company type and members' liability (only one box must be ticked) <input type="checkbox"/> Public limited by shares <input type="checkbox"/> Private limited by shares <input checked="" type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Private unlimited with share capital <input type="checkbox"/> 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

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 CHELWOOD HOUSE

Street COX LANE

Post town CHESSINGTON

County/Region SURREY

Postcode K T 9 1 D N

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

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

IN01

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 *	MR
Full forename(s)	JAMES WESTON
Surname	WALKER
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 ③**

Building name/number	CHELWOOD HOUSE
Street	COX LANE
Post town	CHESSINGTON
County/Region	SURREY
Postcode	K T 9 1 D N
Country	UNITED KINGDOM

③ 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 ④**

I consent to act as secretary of the proposed company named in Section A1.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="font-family: cursive; font-size: 1.5em;">J Walker</div> <div style="margin-left: 20px;">X</div> </div>



④ Signature

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

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		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
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		
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		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
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		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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		
I consent to act as secretary of the proposed company named in Section A1 .		⑤ Signature The person named above consents to act as corporate secretary of the proposed company
Signature	Signature  	

IN01

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 *	MR
Full forename(s)	RODERICK
Surname	BUCKLEY
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d ₁ d ₂ m ₁ m ₂ y ₁ y ₂ y ₃ y ₄
Business occupation (if any) ④	DIRECTOR

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	CHELWOOD HOUSE
Street	COX LANE
Post town	CHESSINGTON
County/Region	SURREY
Postcode	K T 9 1 D N
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	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01

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 *	MR															
Full forename(s)	IAIN															
Surname	COOPER															
Former name(s) ②																
Country/State of residence ③	ENGLAND															
Nationality	BRITISH															
Date of birth	d	2	d	6	m	0	m	8	y	1	y	9	y	7	y	6
Business occupation (if any) ④	DIRECTOR															

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	CHELWOOD HOUSE											
Street	COX LANE											
Post town	CHESSINGTON											
County/Region	SURREY											
Postcode	K	T	9		1	D	N					
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	<div style="display: flex; justify-content: space-between; align-items: center;"> <div>Signature</div> <div>  </div> <div>X</div> </div>											
-----------	---	--	--	--	--	--	--	--	--	--	--	--

⑥ Signature

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

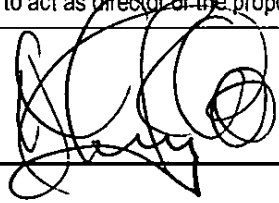
IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①	
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5		
Title *	MR	
Full forename(s)	MURRAY	
Surname	ROBERTSON	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	d 2 d 2 m 0 m 9 y 1 y 9 y 7 y 6	
Business occupation (if any) ④	DIRECTOR	
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.		

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	CHELWOOD HOUSE	
Street	COX LANE	
Post town	CHESSINGTON	
County/Region	SURREY	
Postcode	K T 9 1 D N	
Country	UNITED KINGDOM	
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.		

IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title *	MR
Full forename(s)	GLEN JONATHAN
Surname	STACEY
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d0 d8 m0 m4 y1 y9 y7 y6
Business occupation (if any) ④	BDM

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.

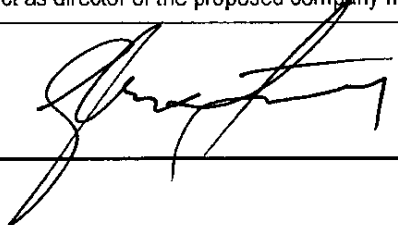
④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

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	CHELWOOD HOUSE
Street	COX LANE
Post town	CHESSINGTON
County/Region	SURREY
Postcode	K T 9 1 D N
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.

IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title *	MR
Full forename(s)	TIM
Surname	WAKEFORD
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d1 d0 m0 m1 y1 y9 y6 y5
Business occupation (if any) ④	DIRECTOR

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.

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	CHELWOOD HOUSE
Street	COX LANE
Post town	CHESSINGTON
County/Region	SURREY
Postcode	K T 9 1 D N
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.




IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①																
Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.																	
Title *	MR																
Full forename(s)	JONATHAN																
Surname	WHILEY																
Former name(s) ②																	
Country/State of residence ③	UNITED KINGDOM																
Nationality	BRITISH																
Date of birth	<table><tr><td>d</td><td>2</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>8</td><td>y</td><td>4</td></tr></table>	d	2	d	1	m	0	m	2	y	1	y	9	y	8	y	4
d	2	d	1	m	0	m	2	y	1	y	9	y	8	y	4		
Business occupation (if any) ④	DIRECTOR																
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.																	

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	CHELWOOD HOUSE								
Street	COX LANE								
Post town	CHESSINGTON								
County/Region	SURREY								
Postcode	<table><tr><td>K</td><td>T</td><td>9</td><td></td><td>1</td><td>D</td><td>N</td><td></td></tr></table>	K	T	9		1	D	N	
K	T	9		1	D	N			
Country	UNITED KINGDOM								
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	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		
⑥ Signature The person named above consents to act as director of the proposed company.				

IN01 - continuation page

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5	
Title *	MR	
Full forename(s)	JAMES WESTON	
Surname	WALKER	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	d 2 d 2 m 0 m 2 y 1 y 9 y 7 y 1	
Business occupation (if any) ④	DIRECTOR	

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.

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	CHELWOOD HOUSE	
Street	COX LANE	
Post town	CHESSINGTON	
County/Region	SURREY	
Postcode	K T 9 1 D N	
Country	UNITED KINGDOM	

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.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①	
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 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 ③	
Registration number	
② EEA A full list of countries of the EEA can be found in our guidance 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 ④	
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 ⑤	
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	

IN01

Application to register a company

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

IN01

Application to register a company

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 **Sections F1 and F2**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

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

A separate table must be used for each class of share

Continuation pages

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

IN01

Application to register a company

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

IN01

Application to register a company

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						
Name						
Address						

IN01

Application to register a company

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	RODERICK
Surname 1	BUCKLEY
Address 2	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	IAIN
Surname 1	COOPER
Address 2	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed 3	£1

Subscriber's details

Forename(s) 1	MURRAY
Surname 1	ROBERTSON
Address 2	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed 3	£1

IN01

Application to register a company

Subscriber's details	
Forename(s) ①	GLEN
Surname ①	STACEY
Address ②	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	TIM
Surname ①	WAKEFORD
Address ②	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	JAMES WESTON
Surname ①	WALKER
Address ②	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	JONATHAN
Surname ①	WHILEY
Address ②	THE COMPANY'S REGISTERED ADDRESS
Postcode	
Amount guaranteed ③	£1

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


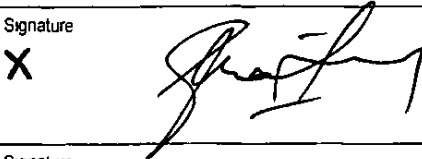


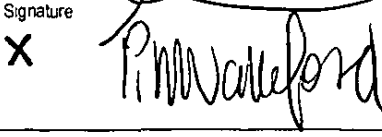
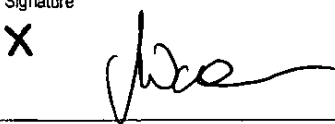


Is the application by an agent on behalf of all the subscribers?

→ **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

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

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

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	FARRER & CO LLP	
Building name/number	66	
Street	LINCOLN'S INN FIELDS	
Post town	LONDON	
County/Region		
Postcode	W C 2 A 3 L 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	X

IN01

Application to register a company



Presenter information

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

Contact name

Company name

Farrer & Co LLP

Address 66 Lincoln's Inn Fields

Post town

County/Region London

Postcode

W

C

2

A

3

L

H

Country

DX 32 Chancery Lane

Telephone +44 (0)20 3375 7000



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



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 or email 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

THE COMPANIES ACT 2006

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

RAPID RELIEF TEAM

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

Name of each subscriber

Authentication by each subscriber

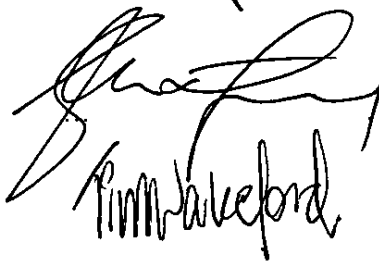
Roderick Buckley



Iain Cooper



Murray Robertson



Glen Jonathan Stacey

Tim Wakeford



James Weston Walker

Jonathan Whiley



Dated 30 October

2014

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
RAPID RELIEF TEAM

Incorporated on 30 October 2014

FARRER&Co

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

RAPID RELIEF TEAM

1 Name and Registered Office

- 1 1 The name of the **Charity** is Rapid Relief Team
- 1 2 The name of the Charity may be changed by a resolution of the **Trustees**
- 1 3 The registered office of the Charity is to be in the United Kingdom

2. Interpretation

- 2 1 The interpretation provision in Article 22 shall apply
- 2 2 The emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Article 22

3. Objects

- 3 1 The **Objects** of the Charity are (and are restricted to)

(1) the relief of poverty, sickness, suffering, distress, disability or destitution in such ways as are exclusively charitable, in particular (but without limiting the generality of the foregoing) by providing assistance and support to people who are in need as a result of the following

- (a) natural disasters including, but not limited to, flood, drought, fire, heatwave, landslide, storm, tornado and earthquake,
- (b) emergencies, including emergencies occasioned by accident,
- (c) any effects of adverse climate change, or
- (d) any unexpected situations of a like nature to those contemplated by paragraphs (a), (b) and (c) of this Article that arise and which threaten, or could threaten, life or property, and

(2) any other charitable purpose which the Trustees may from time to time select

- 3 2 Nothing in these Articles shall authorise an application of the Charity's property for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008

4. Powers

The Charity has the following powers, which may be exercised only in promoting the Objects

- 4 1 to promote or carry out research,
- 4 2 to provide advice,
- 4 3 to organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences broadcasts or courses of instruction,
- 4 4 to publish or distribute information,
- 4 5 to co-operate or collaborate with other bodies and engage in joint ventures,
- 4 6 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits,
- 4 7 to support, administer or set up other charities and undertake and execute charitable trusts,
- 4 8 to raise funds (but not by means of **Taxable Trading**),
- 4 9 to take and accept any gift of money, property or other assets whether subject to any special trusts or not,
- 4 10 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Acts**),
- 4 11 to acquire or hire property rights or privileges of any kind and to construct, restore, improve, maintain and alter such property,
- 4 12 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by the Charities Acts),
- 4 13 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications,
- 4 14 to pay any rent and other outgoings and expenses in relation to property and to execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property,
- 4 15 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity,
- 4 16 to make grants or loans of money and to give guarantees,
- 4 17 to set aside funds for special purposes or as reserves against future expenditure,

- 4 18 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- 4 19 to deposit or invest funds in any manner (but to invest only after obtaining advice from a **Financial Expert**, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification),
- 4 20 to delegate the management of investments to a Financial Expert, but only on terms that
 - 4 20 1 require the Financial Expert to comply with any investment policy (and any revision of that policy) set down **In Writing** for the Financial Expert by the Trustees,
 - 4 20 2 require the Financial Expert to report every transaction to the Trustees,
 - 4 20 3 require the Financial Expert to review the performance of the investments with the Trustees regularly,
 - 4 20 4 entitle the Trustees to cancel the delegation arrangement at any time,
 - 4 20 5 require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once a **Year**,
 - 4 20 6 require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Trustees on receipt,
 - 4 20 7 prohibit the Financial Expert from doing anything outside the powers of the Trustees,
- 4 21 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required,
- 4 22 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 4 23 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as **Charity Trustees** or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
- 4 24 subject to Article 8, to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers,
- 4 25 to provide and contribute to superannuation or pension funds for the officers, employees and workers of the Charity or any of them or otherwise to make provision for such officers employees and workers, their widows and children,
- 4 26 to enter into contracts to provide services to or on behalf of other bodies,

- 4 27 to arrange for the amalgamation or merger of the Charity with any charitable organisation the purposes of which in the opinion of the Trustees are similar to the purposes of the Charity either alone or as amalgamated,
- 4 28 to establish or acquire subsidiary companies,
- 4 29 to pay the reasonable and proper costs of forming and administering the Charity, and
- 4 30 to do anything else within the law which promotes or helps to promote the Objects

5. The Trustees

- 5 1 The Trustees as Charity Trustees have control of the Charity and its property and funds
- 5 2 The number of Trustees shall be not less than three and not more than twelve
- 5 3 The subscribers to the **Memorandum** are the first Trustees of the Charity
- 5 4 Any person who is willing to act as a Trustee of the Charity, and is permitted to be so appointed by the law and the **Articles**, may be appointed to be a Trustee
 - 5 4 1 by the Members at a general meeting, in accordance with Article 5 5, or
 - 5 4 2 in the case of a **Vacancy**, by a decision of the Trustees agreed by at least a two-thirds majority, with the Trustee in question retiring at the next **AGM** (although the Trustee will be eligible for re-appointment under Article 5 8)
- 5 5 The election of Trustees pursuant to Article 5 4 1 shall take place in the following way
 - (a) any Member may nominate any eligible person to serve as a Trustee,
 - (b) the nomination must be **In Writing** or in such form as may be approved by the Trustees from time to time, and signed by the nominee and the nominator,
 - (c) the nomination shall be provided to the **Chairman** or **Secretary** not less than 14 **Clear Days** before the general meeting at which the election is to take place, and
 - (d) Members present at the general meeting in question and entitled to vote shall elect Trustees by whatever method of voting the Chairman deems most appropriate
- 5 6 In electing Trustees, Members may have regard to recommendations of the Trustees
- 5 7 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 5 8 Any retiring Trustee who remains qualified may be re-appointed at the same AGM

- 5 9 A Trustee's term of office automatically terminates if he or she
- 5 9 1 is disqualified under the Charities Acts from acting as a Charity Trustee,
 - 5 9 2 is **Incapable**, whether mentally or physically, of managing his or her own affairs,
 - 5 9 3 is absent from three consecutive meetings of the Trustees without consent,
 - 5 9 4 resigns by **Written** notice to the Trustees (but only if at least three Trustees will remain in office), or
 - 5 9 5 is removed by **Ordinary Resolution** at a general meeting, but only after the Trustee concerned has been afforded an opportunity to communicate his or her views to the Members present
- 5 10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

6. **Proceedings of Trustees**

- 6 1 The Trustees may hold as many meetings each Year as they deem fit
- 6 2 A quorum at a meeting of the Trustees is three Trustees
- 6 3 Any Trustee, with the Written concurrence of at least one other Trustee, may call a meeting of the Trustees by giving reasonable notice of the meeting to the Trustees or by authorising the Secretary to give such notice
- 6 4 A meeting of the Trustees may be held either in person or by **Instantaneous Communication Devices** in accordance with Article 15
- 6 5 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 6 6 Every issue may be determined by a simple majority of the votes cast at a meeting but a Written resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose
- 6 6 1 the number of Trustees who approve the resolution must be at least as many as would be required to form a quorum at a meeting of the Trustees, and
 - 6 6 2 the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 6 7 Except for the Chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue
- 6 8 A Trustee must avoid a situation in which he has an interest or duty that conflicts or possibly may conflict with the interests of the Charity This duty is not infringed if
- 6 8 1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest,

- 6 8 2 the situation is authorised by the Trustees in accordance with Article 6 9, or
- 6 8 3 the situation relates to the purchase of trustee indemnity insurance in accordance with Article 4 22
- 6 9 If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that
 - 6 9 1 the procedure in Article 6 10 is followed,
 - 6 9 2 authorisation will not result in any direct or indirect **Material Benefit** being conferred on any Trustee or any **Person Connected to a Trustee** that would not be permitted by Article 8, and
 - 6 9 3 the unconflicted Trustees consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances
- 6 10 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must
 - 6 10 1 declare his interest before discussion begins on the matter,
 - 6 10 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
 - 6 10 3 not be counted in the quorum for that part of the meeting,
 - 6 10 4 withdraw during the vote and have no vote on the matter
- 6 11 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

7. Powers of Trustees

- 7 1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the **Companies Acts**, the Articles or any **Special Resolution**
- 7 2 Without prejudice to Article 7 1, the Trustees
 - 7 2 1 shall appoint, and may remove at any time, any individual (who may be a Trustee) to act as Secretary to the Charity, and may appoint a person as an additional Secretary or as acting Secretary or as a temporary substitute for the Secretary, who will, for the purposes of these Articles, be deemed to be the Secretary,
 - 7 2 2 may appoint a Chairman, Treasurer and other honorary officers from among their number,
 - 7 2 3 may delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees),
 - 7 2 4 may make rules and regulations consistent with the Articles and the Companies Acts to govern

- (a) proceedings at general meetings, including voting by the Members,
 - (b) proceedings at meetings of Trustees and meetings of committees, and
 - (c) the administration of the Charity and the use of its seal (if any),
- 7 2 5 may establish procedures to assist the resolution of disputes within the Charity,
- 7 2 6 may exercise any powers of the Charity which are not reserved to a general meeting
- 7 3 If the Trustees shall at any time be or be reduced in number to less than the number prescribed by Article 5 2 it shall be lawful for them to act as Trustees for the purposes of appointing persons as Trustees to fill a Vacancy in accordance with Article 5 4 2 or summoning a general meeting but not for any other purpose
- 8. Benefits to Members and Trustees**
- 8 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but
 - 8 1 1 Members who are not Trustees may be employed by the Charity,
 - 8 1 2 Members (and Trustees) may be paid interest at a reasonable rate on money lent to the Charity,
 - 8 1 3 Members (and Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity,
 - 8 1 4 Members (and Trustees) who are beneficiaries may receive charitable benefits in that capacity
- 8 2 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except
 - 8 2 1 as mentioned in Articles 4 23, 8 1 2, 8 1 3, 8 1 4, 8 3 or 20,
 - 8 2 2 if that Trustee is appointed as the Secretary, the Trustee may be reimbursed for any additional out-of-pocket expenses incurred in his or her role as Secretary,
 - 8 2 3 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
 - 8 2 4 payment to any company in which a Trustee has no more than a 1% shareholding,
 - 8 2 5 in exceptional cases, other payments or benefits (but only with the written approval of the **Commission** in advance)
- 8 3 Any Trustee (or any Person Connected to a Trustee whose remuneration might result in a Trustee obtaining a Material Benefit) may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit but only if

- 8 3 1 the goods or services are actually required by the Charity,
- 8 3 2 any conflict of interests is authorised by the Trustees in accordance with Article 6 9,
- 8 3 3 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6 10,
- 8 3 4 in any financial year, no more than one half of the Trustees are subject to such a contract (or have a person connected to them who is subject to such a contract)

9. Membership

- 9 1 The Charity must maintain a register of Members in accordance with the Companies Acts
- 9 2 The number of Members of the Charity must be not less than one and has no maximum limit
- 9 3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
 - 9 3 1 applies to the Charity in the form required by the Trustees,
 - 9 3 2 includes with his or her application any other information the Trustees may require to assess his or her suitability for Membership, and
 - 9 3 3 is approved by the Trustees in their absolute discretion
- 9 4 The Trustees may require that any Membership application be supported by evidence of the applicant's commitment to the Objects Without limiting the Trustees in the evidence they may require, the Trustees may specify that an applicant must evidence membership of an entity determined by them to be in good fellowship with the Charity
- 9 5 When a Membership application has been accepted by the Trustees, the Charity will send Written notice of the acceptance to the applicant and will enter the applicant's name in the Register of Members
- 9 6 If a Membership application is rejected, the Charity will send Written notice to the applicant and any subscription fee paid by the applicant with their application will be refunded in full
- 9 7 Any applicant for Membership aggrieved by a decision of the Trustees to reject their Membership may appeal that decision to the Members at a general meeting, providing that the applicant gives Written notice to the Charity of his or her intention to appeal within 21 Clear Days of being informed of the Trustees' decision The Members shall decide the outcome of the appeal by Ordinary Resolution, and their decision is final and binding upon the applicant and the Charity
- 9 8 Subject to Article 9 9 the Trustees may establish different classes of Membership and prescribe their respective privileges and duties and set the amounts of any subscriptions

9 9 The Trustees may establish different classes of Membership only after approval by a Special Resolution of the Members at a general meeting or by Written Resolution

9 10 Membership of the Charity is not transferable

9 11 A certificate of Membership may be issued by the Charity to any Member Any certificate issued under this Article will remain the property of the Charity and must be returned to the Charity on Written demand by the Secretary

9 12 Unless the Trustees resolve to the contrary, no annual membership fees or levies shall be payable by the Members

10. Termination of Membership

10 1 Membership is terminated if the Member concerned

10 1 1 gives Written notice of resignation to the Charity,

10 1 2 dies or (in the case of an organisation) ceases to exist,

10 1 3 becomes bankrupt,

10 1 4 is more than two **Months** in arrears in paying the relevant subscription (if any) (but in such a case the Member may be reinstated on payment of the amount due),

10 1 5 is but ceases to be a Trustee under Article 5 9, and

10 1 6 is a Trustee and

(a) retires as a Trustee at an AGM under Article 5 7, and

(b) is not re-appointed as a Trustee at that same AGM

10 2 If the Trustees consider that the conduct of a Member or a Member's soundness of mind warrants the Member's removal from Membership, and in their reasonable opinion it would be in the best interests of the Charity for the Member's Membership to be terminated, the Charity must give the Member in question notice of the proposed removal from Membership The notice must

(a) set out the full particulars of the conduct in question, and

(b) advise the person of their right to appeal their removal before the Disciplinary Committee, provided that they lodge their appeal in writing to the Secretary within 14 Clear Days of receiving the notice

10 3 If no appeal is lodged within the time prescribed in Article 10 2(b), the Member shall cease to be a Member at the expiration of the prescribed period of time in Article 10 2(b)

10 4 If an appeal is lodged within 14 Clear Days of notice having been received, then the Trustees shall refer the matter to a Disciplinary Committee, which they shall convene (in accordance with Article 7 2 3) in order to consider the appeal A Disciplinary Committee meeting to consider the appeal must be held within 2 Months of receipt of the appeal by the Charity (unless the Member and the Disciplinary Committee otherwise agree) The Charity must give the Member in

question Written notice of the meeting date, time and venue at least 21 Clear Days before the Disciplinary Committee meeting

- 10 5 At the Disciplinary Committee meeting at which the removal is considered, the Disciplinary Committee must afford the appealing Member a reasonable opportunity to present his or her case. The Disciplinary Committee must consider any written representations submitted to it in relation to the appeal
- 10 6 The Disciplinary Committee may, after giving the Member concerned a reasonable opportunity to present his or her case, remove or decline to remove that Member from Membership. The Disciplinary Committee shall communicate that decision to the Member In Writing. The Disciplinary Committee may offer to impose a penalty other than removal from Membership (such as a fine or some form of service order), which the Member in question is free at his or her absolute discretion to accept or decline as an alternative to losing Membership
- 10 7 A Member who is removed from membership under Article 10 6 ceases to be a Member when they receive Written notice from the Disciplinary Committee of his or her removal from Membership of the Charity

11. General Meetings

- 11 1 Members are entitled to attend general meetings personally, by proxy or (in the case of an organisation) by an **Authorised Representative**. General meetings are called on at least 21 Clear Days' Written notice specifying the business to be discussed
- 11 2 The following persons also have the right to attend any general meeting, and if requested by the Trustees, to speak at such meeting
- (a) external consultants with expert knowledge in a relevant field, or
 - (b) any other person invited by the Trustees
- 11 3 The Trustees may postpone or change the venue for an general meeting by giving Written notice at least 48 Hours before the publicised starting time to all Members, specifying the time and place for the postponed general meeting. If a member does not receive notice under this Article, or if the Trustees accidentally omit to give the Member notice, that omission will not invalidate proceedings or any resolution passed at that general meeting
- 11 4 There is a quorum at a general meeting if the number of Members or Authorised Representatives present in person or by proxy is at least one
- 11 5 If a quorum is not present within 30 minutes after the time appointed for the meeting
- (a) where the meeting was convened upon the requisition of Members, the meeting will be dissolved, or
 - (b) in any other case, the meeting will be adjourned
- 11 6 Any meeting adjourned under Article 11 5(b) will be rescheduled to take place on a day and at a time and place chosen by the Trustees. However, if no Trustees are present at the meeting or if no decision is made by them, the meeting will take place

on the same day and at the same time and place as originally notified but in the succeeding week

- 11 7 If at a rescheduled meeting a quorum is not present within 30 minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under Article 11 9
- 11 8 The Chairman, or (if the Chairman is unable or unwilling to do so) a Member elected by those present, presides at a general meeting
- 11 9 The Chairman may adjourn any general meeting
- (a) with the consent of the meeting, or
 - (b) if directed by the meeting to do so
- 11 10 Only business left unfinished from a meeting adjourned under Article 11 9 can be transacted at any rescheduled meeting
- 11 11 If a meeting is to be adjourned for 30 days or more, notice of the adjourned meeting must be given in accordance with Article 11 1 Notice is not required to be given for an adjourned meeting where the adjournment is for less than 30 days
- 11 12 The Charity must hold an AGM in every Year which all Members are entitled to attend The first AGM must be held within ten months after the end of the Charity's first financial year
- 11 13 At an AGM the Members
- 11 13 1 receive the accounts of the Charity for the previous financial year,
 - 11 13 2 receive the Trustees' report on the Charity's activities since the previous AGM,
 - 11 13 3 accept the retirement of Trustees,
 - 11 13 4 elect persons to be Trustees,
 - 11 13 5 appoint auditors for the Charity (if required),
 - 11 13 6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity, and
 - 11 13 7 may determine any issues of policy or deal with any other business put before them
- 11 14 Any general meeting which is not an AGM is an **EGM**
- 11 15 An EGM may be called at any time by the Trustees
- 11 16 An EGM may be called on a Written request to the Trustees from at least 5% of the Members or by 50 Members (whichever is lesser), provided that the request from the Members
- (a) states the resolution or resolutions to be proposed at the EGM, and

(b) is signed by the Members making the request

11 17 On receipt of a Written request made pursuant to Article 11 16, the Trustees must call an EGM within 21 days and the EGM must be held not more than 28 days after the date of the notice calling the EGM

11 18 General meetings may be held either in person or by **Instantaneous Communication Devices** in accordance with Article 15

12. Appointment of Proxies

12 1 Only Members of the Charity can be appointed by other Members as proxies

12 2 Proxies may only be validly appointed by a notice In Writing which

12 2 1 states the name and address of the Member appointing the proxy,

12 2 2 identifies the person appointed to be that Member's proxy and the AGM or EGM in relation to which that person is appointed,

12 2 3 is signed by the Member appointing the proxy or is authenticated in such manner as the Trustees may determine,

12 2 4 is delivered to the Charity in accordance with Article 17 8,

12 2 5 is received by the Charity at least 48 hours before the meeting to which it relates

12 3 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

12 4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

12 5 Unless a proxy notice indicates otherwise, it should be treated as

12 5 1 allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,

12 5 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself

12 6 An appointment under a proxy notice may be revoked by delivering to the Charity, in accordance with Article 17 8, a notice given by or on behalf of the Member who gave the proxy notice, but such revocation will only take effect if the Charity receives it before the start of the meeting to which it relates

13. Voting at General Meetings

13 1 A resolution at a general meeting shall be decided by a show of hands, unless a poll is demanded

13 2 If fees are required for Membership, a Member will only be entitled to vote at any general meeting if all fees, levies and other amounts presently payable by the member have first been paid

- 13 3 Except where otherwise provided by the Companies Acts, every issue is decided by a majority of the votes cast
- 13 4 Subject to Article 13 5, every Member present in person or by proxy or through an Authorised Representative) has one vote on each issue
- 13 5 A person who has been appointed as proxy for more than one Member has only one vote on a show of hands
- 13 6 A poll on a resolution may be demanded
- 13 6 1 in advance of the general meeting where it is to be put to the vote, or
- 13 6 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 13 7 A poll may be demanded by
- 13 7 1 the Chairman of the meeting, or
- 13 7 2 at least three Members present in person or by proxy or by Authorised Representative
- 13 8 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman of the meeting consents to the withdrawal
- 13 9 Polls must be taken immediately and in such manner as the chairman of the meeting directs
- 14. Written Resolutions**
- 14 1 Subject to Article 14 7, any resolution that may be passed validly at a general meeting of the Charity may be passed as a written resolution
- 14 2 A written resolution may be proposed by the Trustees or by 5% or more of the Members (on written request to the Trustees)
- 14 3 The Trustees must circulate any proposed written resolution to all Members, together with
- 14 3 1 any accompanying statement,
- 14 3 2 guidance on how to signify agreement to the resolution, and
- 14 3 3 the date by which the resolution must be passed if it is not to lapse
- 14 4 A Member signifies agreement to a proposed written resolution when the Charity receives from him an **Authenticated Document** (whether in hard copy or electronic form) identifying the resolution to which it relates and his agreement to it
- 14 5 Subject to Article 14 6, a written resolution is passed when
- 14 5 1 in the case of an Ordinary Resolution, a simple majority of all the Members have signified their agreement to it, and

- 14 5 2 in the case of a Special Resolution, at least 75% of all the Members have signified their agreement to it
- 14 6 A proposed written resolution lapses if it is not passed before the end of 28 days beginning on the first day on which it was circulated
- 14 7 The following may not be passed as a written resolution
 - 14 7 1 a resolution to remove a Trustee before his period of office expires, and
 - 14 7 2 a resolution to remove an auditor before his period of office expires

15. Communications Technology

- 15 1 General meetings and meetings of the Trustees may be held using Instantaneous Communication Devices
- 15 2 Notice of a meeting held by Instantaneous Communication Devices must be consistent with the normal notice provisions for that meeting, as set out in these Articles
- 15 3 All persons participating in the meeting must be linked by Instantaneous Communication Devices for the purpose of that meeting. Each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting. At the commencement of the meeting, each person must announce their presence to the other participants
- 15 4 A person may not leave a meeting held by Instantaneous Communication Devices by disconnecting from the relevant technology, unless that person has obtained the express consent of the Chairman of that meeting
- 15 5 A person is presumed to have been present for the entirety of a meeting held by Instantaneous Communication Devices unless that person has notified the Chairman that they will leave the meeting and received the Chairman's consent to leave
- 15 6 A meeting held by Instantaneous Communication Devices shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided that sufficient persons are still in attendance to constitute a quorum
- 15 7 Minutes of the proceedings at a meeting held by Instantaneous Communication Devices shall be prepared by the Secretary or such duly appointed person and shall be prima facie evidence of the proceedings at that meeting

16. Records and Accounts

- 16 1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Acts as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
 - 16 1 1 annual reports,
 - 16 1 2 annual returns, and
 - 16 1 3 annual statements of account

- 16 2 The Trustees must keep proper records of
- 16 2 1 all resolutions of Members passed otherwise than at a general meeting,
 - 16 2 2 all proceedings at general meetings,
 - 16 2 3 all proceedings at meetings of the Trustees,
 - 16 2 4 all reports of committees, and
 - 16 2 5 all professional advice obtained
- 16 3 The records referred to in Articles 16 2 1, 16 2 2 and 16 2 3 must be kept for ten years from the date of the resolution, general meeting or Trustees' meeting, as relevant
- 16 4 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide
- 16 5 A copy of the Charity's latest available statement of account or annual report must be supplied on request to any Trustee or Member, free of charge. A copy of either document must also be supplied within two months to any other person who makes a Written request for it and pays the Charity's reasonable costs

17. Communication with Members

- 17 1 The Charity may validly send or supply any document (including any notice) or information to a Member
- 17 1 1 by delivering it by hand to the address recorded for the Member in the register of Members,
 - 17 1 2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Member in the register of Members,
 - 17 1 3 by fax to a fax number notified by the Member In Writing,
 - 17 1 4 by electronic mail to an email address notified by the Member In Writing, or
 - 17 1 5 by means of a website the address of which has been notified to the Member In Writing,
- in accordance with this Article 17
- 17 2 The Charity may only send a document or information to a Member by electronic mail
- 17 2 1 where the Member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form, and
 - 17 2 2 to the address specified for that purpose by the Member
- 17 3 The Charity may send a document or information to a Member via a website if the Member concerned has not responded within 28 days of the Charity sending him a

request asking him to agree to the Charity communicating with him in that manner, provided that

- 17 3 1 the request stated clearly what the effect of failure to respond would be,
 - 17 3 2 when the request is sent to the Member, at least 12 months have passed since the Charity last requested the Member to agree to receive the same or a similar type of document or information via a website,
 - 17 3 3 the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it, and
 - 17 3 4 the Charity complies with the requirements of Articles 17 4 and 17 5
- 17 4 When sending information or a document via a website, the Charity must notify each intended recipient of
- 17 4 1 the presence of the document or information on the website,
 - 17 4 2 the address of the website,
 - 17 4 3 the place on the website where it may be accessed, and
 - 17 4 4 how to access the document or information
- 17 5 Where information or a document is sent to Members via a website in accordance with this Article, the document or information must remain on the website
- 17 5 1 in the case of notice of a general meeting, until after the general meeting has ended, and
 - 17 5 2 in all other cases, for 28 days beginning with the date on which the Charity sent notification pursuant to Article 17 4
- 17 6 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 17 6 1 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address,
 - 17 6 2 two Clear Days after being sent by first class post to the relevant address,
 - 17 6 3 three Clear Days after being sent by second class or overseas post to the relevant address,
 - 17 6 4 on the date on which the notice was posted on a website (or, if later, the date on which the Member was notified of the posting on the website in accordance with Article 17 4),
 - 17 6 5 on being handed to the Member (or, in the case of a Member organisation, its Authorised Representative) personally, or if earlier
 - 17 6 6 as soon as the Member acknowledges actual receipt
- 17 7 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

17 8 Members may validly send any notice or document to the Charity

17 8 1 by post to

(a) the Charity's registered office, or

(b) any other address specified by the Charity for such purposes,

17 8 2 to any fax number or email address provided by the Charity for such purposes

18. Disputes

If a dispute arises between Members about the validity or propriety of anything done by the Members under the Articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

19 Guarantee

19 1 The liability of Members is limited

19 2 Every Member promises, if the Charity is dissolved while he remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he was a Member

20. Indemnity

The Charity shall indemnify every Trustee in respect of any **Relevant Liabilities Properly Incurred** in running the Charity to the extent permitted by the Companies Acts

21. Winding Up

21 1 The Charity may at any time before, and in expectation of, its dissolution resolve that any assets remaining after provision has been made for all its liabilities may not be paid to or distributed among the Members, but may be applied in one or more of the following ways

21 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,

21 1 2 directly for the Objects or charitable purposes within or similar to the Objects,

21 1 3 in such other manner consistent with charitable status as the Commission approves In Writing in advance

21 2 A final report and statement of account must be sent to the Commission

22. Interpretation

22 1 In the Articles

AGM means an annual general meeting of the Charity

Articles means these articles of association

Authenticated Document means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Charity (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement)

Authorised Representative means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Charity and whose name is notified to the Charity in accordance with the Articles

Chairman means the chairman of the Trustees

Charities Acts means the Charities Acts 1992 to 2011

Charity means the company governed by the Articles

Charity Trustee has the meaning prescribed by section 177 of the Charities Act 2011

Clear Days means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect

Commission means the Charity Commission for England and Wales

Companies Acts means the Companies Acts 1985 to 2006

EGM means an extraordinary general meeting of the Charity

Financial Expert means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

Incapable means that in the opinion of all the other Trustees, the Trustee in question is not capable of managing his or her own affairs

Instantaneous Communication Devices means devices by which the processes of a meeting may be conducted simultaneously between persons in different places, who are able to hear, be heard and vote at that meeting, and includes telephones, televisions or any other audio or audio-visual devices or technology which permit instantaneous (or near as practical thereto) communication

Material Benefit means a benefit which may or may not be financial but which has a monetary value

Member and Membership refer to membership of the Charity

Memorandum means the Memorandum of Association of the Charity

Month means calendar month

Objects means the objects of the Charity set out in Article 3

Ordinary Resolution means a resolution of the Members that is passed by a simple majority

Person Connected to a Trustee means (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee, (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a), (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b), (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together), (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest)

Personal Interest means an interest which conflicts with the interests of the Charity but does not include an interest in purchasing trustee indemnity insurance

Properly Incurred means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity

Relevant Liability means a liability incurred by a Trustee (acting in that capacity) towards a third party, other than liability

- (a) to pay a criminal fine,
- (b) to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising),
- (c) for defending criminal proceedings in which he is convicted,
- (d) for defending civil proceedings in which judgment is given against him,
- (e) in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief,

and for the avoidance of doubt, does not include any liability of the Trustee towards the Charity

Secretary means the Company Secretary of the Charity

Special Resolution means a resolution of the Members that is passed by a majority of 75% or more

Taxable Trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax

Trustee means a director of the Charity and Trustees means all of the directors

Vacancy means the termination of a Trustee's appointment under Articles 5 9 1, 5 9 2, 5 9 3 or 5 9 4

Written or In Writing refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail

Year means calendar year

22 2 Except where the context requires otherwise, expressions defined in the Companies Acts have the same meaning in the Articles

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- 22 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- 22 4 References to one gender shall include any other gender
- 22 5 Articles 3, 4 24, 8 and 21 must not be changed without the prior Written authorisation of the Commission
- 22 6 The model articles in Schedule 2 of the Companies (Model Articles) Regulations 2008 do not apply to the Charity