

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9907568**

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

WESTFIELD COMMUNITY SPORTS TRUST LIMITED

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

Given at Companies House, Cardiff, on **8th December 2015**



N09907568V

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 08/12/2015



X4LTO1RC

*Company Name
in full:*

WESTFIELD COMMUNITY SPORTS TRUST LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**WESTFIELD SCHOOL ECKINGTON ROAD
BEIGHTON
SHEFFIELD
ENGLAND AND WALES
UNITED KINGDOM
S20 1HQ**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary 1

Type: **Person**
Full forename(s): ADAM DANE

Surname: ANDERSON

Former names:

Service Address recorded as Company's registered office

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

Company Director 1

Type: **Person**
Full forename(s): **ADAM DANE**

Surname: **ANDERSON**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/10/1972** *Nationality:* **BRITISH**

Occupation: **BUSINESS MANAGER**

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

Company Director 2

Type: **Person**
Full forename(s): **IAN CHARLES**

Surname: **SPOONER**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/10/1954** *Nationality:* **BRITISH**

Occupation: **DEVELOPMENT MANAGER**

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

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: WESTFIELD LEARNING
COMMUNITY TRUST

Address: WESTFIELD SCHOOL ECKINGTON ROAD
BEIGHTON
SHEFFIELD
ENGLAND AND WALES
UNITED KINGDOM
S20 1HQ

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

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

Name: WESTFIELD LEARNING COMMUNITY TRUST

Authenticated: YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

Company number: []

COMPANIES ACT 2006

A COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
WESTFIELD COMMUNITY SPORTS
TRUST LIMITED

(Incorporated on 2015)

Wrigleys Solicitors LLP
19 Cookridge Street
Leeds LS2 3AG
Tel: 0113 244 6100
Fax: 0113 244 6101

www.wrigleys.co.uk

Companies Act 2006

Company limited by Shares

MEMORANDUM OF ASSOCIATION OF

WESTFIELD COMMUNITY SPORTS TRUST LIMITED

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 and to take at least one share.

Name of each subscriber

Authentication by each subscriber

Westfield Learning Community Trust
(Registered Company Number:
7422667)

Dated: 8 December 2015

Companies Act 2006
Company limited by Shares
ARTICLES OF ASSOCIATION OF
WESTFIELD COMMUNITY SPORTS TRUST LIMITED

1. INTERPRETATION

1.1 The meaning of certain words used in the Articles:

Words	Definition
‘the Articles’	The Company’s Articles of Association;
‘Chairman’	The chairman of the Directors as defined in article 15;
‘the Charity’	Westfield Learning Community Trust, registered company number 7422667;
‘the Company’	The company governed by the Articles;
‘clear day’	24 hours from midnight following the relevant event;
‘the Companies Acts’	The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company;
‘Conflict of Interest’	Includes a conflict of interest and duty and a conflict of duties;
‘Director’	A director of the Company, which includes any person occupying the position of director, by whatever name called;
‘electronic form’	Has the meaning given in Section 1168 of the Companies Act 2006;
‘Indemnity Insurance’	Insurance against personal liability incurred by any Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘Member’ or ‘Membership’	Refer to company Membership of the Company;
‘the model articles’	The model articles contained in Schedule 2 of the Companies Act 2006
‘month’	Calendar month;
‘the Objects’	The Objects of the Company as defined in article 4;
‘ordinary resolution’	Has the meaning given in Section 282 of the Companies Act 2006;
‘participate’	In relation to a directors' meeting, has the meaning given in article 13;
‘Secretary’	The company secretary of the Company;
‘shareholder’	A person who is the holder of a share;
‘share’	A share in the Company;
‘special resolution’	Has the meaning given in Section 283 of the Companies Act 2006;
‘subsidiary’	Has the meaning given in Section 1159 of the Companies Act 2006;
‘writing’	Refers to a legible document on paper including a fax message or in electronic form;
‘year’	Calendar year.

1.2 Expressions defined in the Companies Acts have the same meaning.

1.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2. MODEL ARTICLES

The model articles do not apply to the Company.

3. LIMITED LIABILITY

The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them.

4. OBJECTS

The Objects of the Company are:

4.1 to act as a general commercial company for purposes which assist the Charity to deliver its objects, or which raise funds for the Charity, in such manner as may from time to time be determined by the Directors, including but not limited to:

4.1.1 providing or assisting in the provision of facilities for recreation or other leisure-time occupation including, but not exclusively, the operation of a sports and leisure centre and a centre for outdoor activities;

4.1.2 supporting local charities, charitable activity and social enterprise.

5. THE CHARITY

5.1 All the profits of the Company available for distribution as dividend may, at the discretion of the directors be paid to the Charity to be applied towards the promotion and carrying out of the general charitable objects of the Charity.

5.2 No trustee of the Charity or other person engaged or concerned in the management of the Charity shall hold any salaried office or employment in the Company.

5.3 No trustee of the Charity or other person engaged or concerned in the management of the Charity shall enter into or be concerned or interested directly or indirectly in any contract with the Company, other than a contract which, if entered into with the Charity, would not have involved any infringement of Article 12 of the Charity's Articles of Association.

5.4 The Company's auditors shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with.

6. SHARE CAPITAL

The Company's share capital comprises one ordinary share of £1.00.

7. GENERAL MEETINGS

7.1 There must be a quorum present before a meeting starts to do business and throughout the meeting. A quorum is two people entitled to vote on the business. Each person must be a shareholder or an authorised representative of a shareholder. However, if the Company has only one shareholder, that shareholder in person or by representative will constitute a quorum.

7.2 A written resolution signed by a majority of those entitled to vote at a meeting (or, where the Companies Acts require, a greater majority) is as valid as a resolution actually passed at that meeting. For this purpose the

written resolution may be set out in more than one document and will be treated as passed on the date of the last signature required to reach the relevant majority.

- 7.3 The Company shall not be required to hold an annual general meeting in any year.

8. SHAREHOLDERS' RESERVE POWER

- 8.1 The shareholders may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

9. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

- 9.1 Directors may attend and speak at general meetings, whether or not they are shareholders.
- 9.2 The Chairman may permit other persons who are not—
- (a) shareholders, or
 - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,
- to attend and speak at a general meeting.

10. THE DIRECTORS

- 10.1 The Directors have control of the Company and its property and funds. Subject to the articles and, in particular, the power reserved to the shareholders by article 8, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- 10.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
- (a) to expend the funds of the Company in such a manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expand the proceeds of any such sale in furtherance of the Objects of the Company;
 - (b) to enter into contracts on behalf of the Company;

- (c) to exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

10.3 Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

and if the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

10.4 The Directors when complete consist of at least one and not more than nine individuals.

10.5 Directors are not required to retire by rotation or at any specific time.

10.6 Directors are appointed (and may be removed) by written notice to that effect given to the Company by the Charity at any time and from time to time. Save as provided in these articles, the Directors shall not have the ability to appoint or remove Directors.

10.7 A Director's term of office automatically terminates if he or she:

10.7.1 is prohibited by law from being a director of a company;

10.7.2 is, in the opinion of the other Directors, at any time incapable, whether mentally or physically, of managing his or her own affairs;

10.7.3 is absent from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;

10.7.4 resigns by written notice to the Directors (but only if at least one Director will remain in office); or

10.7.5 is removed by resolution of the shareholders present and voting at a general meeting (but only if at least one Director will remain in

office) after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

- 10.8 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

11. DIRECTORS' MEETINGS

- 11.1 The Directors must hold at least three meetings each year.
- 11.2 A meeting of the Directors may be held either in person or by suitable means agreed by the Directors in which all participants may communicate with all the other participants.
- 11.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.
- 11.4 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a majority of the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 11.5 Except for the Chairman, who has a casting vote, every Director has one vote on each issue.
- 11.6 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

12. CALLING A DIRECTORS' MEETING

- 12.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.
- 12.2 Notice of any Directors' meeting must indicate—
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
- 12.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 12.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is

held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13. PARTICIPATION IN DIRECTORS' MEETINGS

- 13.1 Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 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.

14. QUORUM FOR DIRECTORS' MEETINGS

- 14.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, and unless otherwise fixed it is two (except that where the Company has only one Director (on incorporation only), that Director shall be a quorum).
- 14.3 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 to call a general meeting so as to enable the shareholders to appoint further Directors.

15. CHAIRING OF DIRECTORS' MEETINGS

- 15.1 The Directors may appoint a Director to chair their meetings.
- 15.2 The person so appointed for the time being is known as the Chairman.
- 15.3 The Directors may terminate the Chairman's appointment at any time.
- 15.4 If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

16. CASTING VOTE

- 16.1 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.
- 16.2 But this does not apply if, in accordance with the articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. RECORDS OF DECISIONS TO BE KEPT

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

19. PROCEEDINGS AT DIRECTORS' MEETINGS

- 19.1 Subject to Article 19.3, any Director who is in any way, directly or indirectly, interested in an existing or a proposed transaction or arrangement with the Company will be entitled to be counted in the quorum of, and participate and vote at, any meeting of Directors or any committee of Directors of the Company where such matter is discussed, provided that he has first declared such interest in accordance with the Companies Acts (provided that it is not a Conflict of Interest which would infringe Article 12 of the Charity's Articles of Association).
- 19.2 Where a Director has a Conflict of Interest which arises other than in relation to a transaction or arrangement with the Company, that Director may not be counted in the quorum of, or vote at, the relevant part of a meeting of Directors or any committee of Directors of the Company for the purpose of authorising the matter.
- 19.3 The Directors may request any Director to withdraw from a meeting of Directors or committee of Directors when they have a Conflict of Interest, or withdraw from voting at such meeting.
- 19.4 There shall not be a breach of the Directors' statutory duty to avoid Conflicts of Interest where a Conflict of Interest arises as a result of a Director's charity trusteeship or membership of the Charity.
- 19.5 Any meeting may be held by telephone or by televisual or other electronic communication or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other

participants. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.

19.6 Directors shall not be entitled to appoint alternate Directors.

20. DIRECTORS' REMUNERATION

20.1 Directors may undertake any services for the Company that the Directors decide.

20.2 Subject to article 5, Directors are entitled to such remuneration as the Directors determine—

- (a) for their services to the Company as Directors, and
- (b) for any other service which they undertake for the Company.

20.3 Subject to the articles, a Director's remuneration may—

- (a) take any form, and
- (b) 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.

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

21. DIRECTORS' EXPENSES

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

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or
- (c) separate meetings of the holders of any class of shares or of 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.

22. GRATUITIES AND PENSIONS

Subject to article 5, the Directors may exercise the powers of the Company to provide pensions and other funds for the past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants

and shall be entitled to retain any benefits received by them or any one of them by reason of the exercise of any such powers.

23. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

24. INDEMNITY

Subject to the provisions of the Companies Acts, and article 5, all Directors, officers and auditors of the Company will be entitled to be indemnified from the funds of the Company or insurance policies to cover any costs, charges, losses, damages or liabilities they incur or have to pay in carrying out their duties.

25. BORROWING POWERS

Subject to the provisions of the Companies Acts, the Directors may use all the powers of the Company to borrow unlimited amounts of money on terms and in such a way as they think fit. They may also agree to and create a mortgage, charge or security over the business of the Company, its property and uncalled capital. They may issue debentures, debenture stock and other securities outright or as security for a debt, liability or obligation of the Company or any third party.

26. RECORDS AND ACCOUNTS

26.1 The Directors must comply with the requirements of the Companies Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

26.1.1 annual returns;

26.1.2 annual reports; and

26.1.3 annual statements of account.

26.2 The Directors must keep proper records of:

26.2.1 all proceedings at shareholder meetings;

26.2.2 all proceedings at meetings of the Directors;

26.2.3 all reports of committees; and

26.2.4 all professional advice obtained.

- 26.3 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours and may be made available for inspection by shareholders who are not Directors if the Directors so decide.
- 26.4 A copy of the Company's latest available statement of account must be supplied on request to any Director or shareholder. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Company's reasonable costs.

27. NOTICES

- 27.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or any journal distributed by the Company.
- 27.2 The only address at which a shareholder is entitled to receive notices sent by post is an address in the UK shown in the register of shareholders.
- 27.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 27.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 27.3.2 two clear days after being sent by first class post to that address;
 - 27.3.3 three clear days after being sent by second class or overseas post to that address;
 - 27.3.4 on the date of publication of a newspaper containing the notice;
 - 27.3.5 on being handed to the shareholder personally; or, if earlier,
 - 27.3.6 as soon as the shareholder acknowledges actual receipt.
- 27.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.